

Snell & Wilmer



Serge V. Pavluk

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Main Bio

Serge V. Pavluk's practice focuses on a range of corporate and securities transactions representing both public and private companies in such industries as real estate development, television, publishing and broadcasting, banking, construction, financial services, online trading, technology, manufacturing, software, brokerage, storage and restaurant business. He is also a member of the firm's Opportunity Zones and Funds Industry Group.

Serge has experience in managing, structuring, negotiating and documenting complex mergers, tender offers, stock and asset acquisitions and divestitures, private and public securities offerings, commercial lending and financing transactions, joint ventures, private equity investments, periodic reporting by public companies in connection with the 1934 Act requirements, corporate governance, as well as business entity structuring and formation of limited liability companies, joint ventures and partnerships.

Having started his career at the New York City's office of one of the top global (Magic Circle) law firms, Serge has particular experience in complex cross-border mergers and acquisitions and in all aspects of real estate development deals, including fund formation and joint ventures.

Representative Experience

- Act as outside counsel to a public Nasdaq-traded company with respect to 1933 and 1934 Act work and corporate governance, including board and stockholders meetings.
- Joint Venture between a California hotel developer and a major international hotel chain for the development of a hotel in San Francisco.
- Acquisition by a U.S. media and publishing company of a major sports media and publishing company in the United Kingdom.
- Acquisition by a U.S. media and publishing company of a television company in France.
- Restructuring of a large commercial real estate owner and operator into REIT and IPO.
- Merger of public REIT and manufactured homes communities: \$2.2 billion merger of a public REIT and then United States' largest owner and operator of manufactured homes communities.
- IPO of technology company via merger with publicly traded SPAC: Represented target (a technology company) in its merger with a publicly traded (Nasdaq) SPAC. As a result, client became a public Nasdaq-traded company.
- \$3.5 billion investment, joint venture and refinancing: Represented a strategic joint venture between a

Fortune 500 (NYSE) company, and one of the world's largest financial services company and former NYSE company, and approximately 50 related subsidiaries and affiliates, in the negotiation, structuring and closing of a \$3.5 billion investment, joint venture and refinancing transaction, including a \$1.4 billion credit facility from a group of lenders.

- \$411 million cash tender offer and merger of a U.S. Nasdaq-traded company with a Japanese Tokyo Stock Exchange-traded company: Represented a Nasdaq-traded electronic trading platform/online securities brokerage company in the cash tender offer followed by a short-form merger with a subsidiary of a major publicly-traded (Tokyo Stock Exchange) Japanese company.
- \$3.8 billion sale of financial services company: Represented the majority shareholder and senior executives of one of the world's largest financial services company, then a NYSE company, in the \$3.8 billion acquisition by one of the world's largest private equity funds. The majority shareholder and senior executives retained an aggregate 25% interest in the acquiring entity.
- \$265 million merger of a Nasdaq-traded China-based company (leading total solutions provider of industrial fire protection systems in China) to an affiliate of one of the world's largest private equity funds.
- Merger of several online trading companies into a leading Nasdaq-traded online trading company.
- Sale and issuance of Miami real estate portfolio: Advised a major real estate development company and affiliated entities in the sale and issuance of a 50 percent interest in a multi-property Miami real estate portfolio.
- Joint venture among U.S. real estate developer and European investment funds: Represented a joint venture between a notable U.S. real estate developer and two major European investment funds in the development of a high-end mixed use retail, hotel and residential project in Miami.
- Acquisition of digital distribution platform: Represented a Nasdaq-traded technology company in its acquisition of a Canadian leading digital distribution platform that provides interactive multimedia coverage and experiences of F1, NASCAR, Le Mans and hundreds of other race series.
- Acquisitions of several manufacturing companies: Acquisitions of various manufacturing companies in the United States, the Russian Federation, the Netherlands, China, France and Japan.
- Sale of restaurant chain: Represented seller in a sale of a restaurant chain to a world-wide Nasdaq-traded franchise company.
- Acquisitions of several media companies: Various acquisitions of media companies by one of the oldest media companies in the United States.
- Acquisition of healthcare company: Represented a nurse registry in the sale to a Tennessee-based nurse registry company controlled by a healthcare investment fund in New York, in a cash and stock transaction valued in excess of \$20 million. The transaction included both equity participation in the purchaser by the selling stockholders as well as an earn-out.
- \$158 million sale of a regional bank to a Nasdaq-traded bank holding company in Puerto Rico.
- Acquisition of Miami office building: Represent client in the acquisition of membership interests in the owner of an office building and in closing on a \$54 million acquisition loan.
- Acquisition of payment processing services provider: Represented a Nasdaq-traded technology company in its acquisition of a leading provider of transaction processing services and payment-enabling technologies. The acquisition enabled client to expand its global presence in the rapidly growing payments market in Russia and other emerging markets.
- Sale of money remittances service company: Represented a large money remittance services

company affiliated with Latin American entities, in a majority stake sale to a significant New York-based private equity firm.

- Joint venture to develop Miami oceanfront high-rise: Represented the developer in a joint venture with a NYC investment fund to develop an oceanfront high-rise in Miami.
- Acquisitions for online media and technology Nasdaq-traded company: Negotiated and closed a series of acquisitions and stock issuances for a Nasdaq-traded technology company necessary to successfully grow their business, as well as advise the acquirer on numerous securities reporting, compliance and employment matters.
- Joint venture to acquire and develop large real estate portfolio in the heart of Miami: Represented client in a joint venture with a French investment fund to acquire and develop large real estate portfolio in the heart of Miami.
- Acquisition of cloud-based payments platform: Represented a Nasdaq-traded technology company in its acquisition of cloud-based point of sale platform for restaurants.
- Divestiture of online media companies: Represented a Nasdaq-traded technology company (a technology-driven group specializing in mobile payments) in its divestiture of several subsidiaries in the U.S. and abroad comprising online media business.
- Mezzanine financing transactions: Series of mezzanine financing transactions by mezzanine funds.
- Represented a global media company in its acquisition of a UK media archive company.

Education

- Fordham University School of Law (J.D., 2001)
 - Notes & Articles Editor, Fordham International Law Journal
- Kiev University, Kiev, Ukraine (B.A., M.A., 1993)
 - Merit Scholarship

Languages

- Russian
- Ukrainian
- Spanish

Professional Memberships & Activities

- Association for Corporate Growth (ACG), Orange County Chapter (2014-present)
- ACG-OC Awards Committee (2016-present)
- The Esquire Network (TEN), Orange County Group (2014-present)
- Forum for Corporate Directors (FCD), Orange County Chapter (2016-present)

Representative Presentations & Publications

- "[Dynamex Impact on California Businesses – Revisiting Dynamex One Year Later](#)," Co-Author, Snell & Wilmer Legal Alert (May 23, 2019)
- "Lessons From the Edge: The Art of the Exit," Presenter, Entrepreneurs' Organization - Orange County, Aliso Viejo Country Club, CA (August 23, 2018)
- "[Corporate Governance and Independent Directors' Role in Public Companies With Dual Share Structure](#)"

- ," Co-Author, Corporate Counsel (July 21, 2017)
- "Building and Operating Your Company," Presenter, Egyptian American Chamber of Commerce Seminar, Costa Mesa, CA (November 9, 2016)
- "[Before Signing an M&A Letter of Intent, Consider These 7 Points](#)," Co-Author, Mergers & Acquisitions (October 13, 2016)
- "Preparing a Privately-Held Company for a Successful Sale," Moderator and Presenter, Round-Table Discussion at Entrepreneurs' Organization - Orange County, Newport Beach, CA (July 20, 2016)
- "Hidden Pitfalls in Commonly Negotiated Provisions in Key Business Documents," Co-Presenter, Association of Corporate Counsel (Southern California Chapter), Long Beach, CA (June 15, 2016)
- "[Roundtable: Public Companies Going Global](#)," Featured, Orange County Business Journal (June 8, 2015)
- "Fee-shifting Bylaws a Hurdle for Shareholder-Plaintiffs," Co-Author, Daily Journal (May 7, 2015)
- "[Impact of Delaware Fee-Shifting Provisions on Derivative Actions in California](#)," Co-Author, Snell & Wilmer Legal Alert (April 8, 2015)
- "Q&A With Snell & Wilmer's Serge Pavluk," Capital Markets Section, Law360 (October 14, 2014)
- "Law Savvy," Feature Article, Brickell Magazine (December 2013)
- "Serge Pavluk leads Bilzin team in international acquisition," Feature Article, Daily Business Review (July 24, 2013)
- "Florida Well-Poised For Private Equity," Editorial, Daily Business Review (June 21, 2013)
- "Middle-Market Will Benefit Florida, the Nation's Most Innovative State," New Miami Blog (June 12, 2013)
- "New Rules for Remittance Transfer Providers," Author, Bilzin Sumberg Client Alert (October 4, 2012)
- "Marketing And Selling Condo-Hotel Units Without Registering With The SEC," Author, Florida Real Estate Journal (September 30, 2005)
- "Regulation of the Turkish Straits: UNCLOS as an Alternative to the Treaty of Montreux and the 1994 Maritime Traffic Regulations for the Turkish Straits and Marmara Region," Note, International Law Journal (1999)

Professional Recognition & Awards

- Top Dealmakers of the Year, winner & runner up - Corporate International, Daily Business Review (2012)

Community Involvement

- New Miami Blog, Contributor (2012-2013)

Other Professional Experience

- Bilzin Sumberg Baena Price & Axelrod LLP, Partner (2011-2014), Associate (2004-2010)
- Clifford Chance US LLP, Associate (2001-2004), Summer Associate (2000)

Bar Admissions

- California
- Florida

- New York

Court Admissions

- Supreme Court of California
- Supreme Court of Florida
- Supreme Court of New York