



Arnaldo C. Rego Jr.

ASSOCIATE

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Overview

Arnaldo Rego Jr. has extensive experience in cross-border debt and equity capital markets transactions; mergers and acquisitions; private equity financing and investment; corporate, joint venture, and partnership structuring; and financial technology, including blockchain and cryptocurrency. He handles a variety of domestic and international transactions, including advising U.S. clients in acquisitions abroad and foreign clients in acquisitions and transactions in the United States. Arnaldo also advises startup, early-stage, and well-established technology companies in connection with several matters, including matters related to financial technology transactions, blockchain, cryptocurrencies, and crypto-securities. Prior to joining Carlton Fields, Arnaldo worked for several New York-based global firms in their New York and São Paulo offices, participating in some of the most sophisticated cross-border securities, capital markets, and mergers and acquisitions transactions out of Latin America.

Capital Markets

Arnaldo represents national and international corporations and shareholders in cross-border securities offerings, including in connection with tender offers by U.S. and foreign corporations, private placements of securities under Rule 144A, Regulation S, Rule 506(b) and Rule 506(c), and Regulation A public offerings. He has experience leading and structuring transactions, and negotiating and drafting purchase agreements, offering documents, shareholders' agreements, and terms of preferred stocks.

M&A

Arnaldo advises both acquirers and targets on cross-border mergers and acquisitions transactions by leading and structuring the acquisition of U.S. companies by U.S. or foreign corporations, as well as advising U.S. corporations

on the acquisition of foreign companies in Latin America. He has experience leading foreign counsel due diligence teams; negotiating and drafting purchase agreements, financing agreements, shareholders' agreements, and all other ancillary documents; and negotiating representation and warranty insurance policies to mitigate transactional risks.

Private Equity

Arnaldo represents U.S. and foreign investors as well as U.S. corporations in private equity transactions, including structuring investments in the form of convertible notes, a mixture of debt and equity in compliance with the portfolio interest exemption for investments in U.S. companies by foreign investors, simple agreements for future equity (SAFEs), and private placements of equity securities. He has experience leading negotiations and drafting purchase agreements and debt instruments, and forming and structuring special-purpose vehicles to facilitate such investments.

FinTech, Blockchain, and Cryptocurrency

Arnaldo advises technology companies on several matters, including financial technology transactions, blockchain, cryptocurrencies, and crypto-securities as it relates to securities laws, money transmission laws, Investment Company Act and Investment Advisers Act compliance, as well as structuring initial coin offerings, token sales, and private equity investments in technology companies. He also has extensive experience in negotiating loans secured by various cryptocurrencies and other digital assets.

General Corporate Matters and Financing

Arnaldo advises individuals, corporations, and investment funds in connection with corporate formation and structuring, including as it relates to expanding operations into the United States, structuring joint ventures and partnerships, forming special-purpose vehicles, and negotiating and drafting partnership agreements, shareholders' agreements, and joint venture agreements. He also represents lenders and borrowers in finance transactions involving revolving credit facilities, syndicated loans, mezzanine financing, and loans secured by various different forms of assets, including cryptocurrencies. Arnaldo also has extensive experience representing U.S. corporations in connection with general corporate matters, including SEC, NASDAQ, NYSE, '33 Act, '34 Act and other securities laws and regulations, shareholder voting, proxy statements, consents, and resolutions.

Experience

Debt Capital Markets:

- Represented Sigma in its \$1 billion 10-year senior notes offering.
- Represented Alfa in its inaugural \$1 billion 10-year and 20-year senior notes offering.
- Represented Unifin in its \$400 million inaugural international notes offering.
- Represented the initial purchasers in Axtel's \$150 million 10-year senior notes offering and related exchange offer and consent solicitation.
- Represented Nemark in its \$500 million 10-year senior notes offering.
- Represented the initial purchasers in Fibra Uno's Inaugural \$1 billion 10-year and 30-year senior notes offering; the first international debt offering by a Mexican REIT.
- Represented Fresnillo in its inaugural \$800 million 10-year senior notes offering.
- Represented Grupo Famsa in its \$250 million 8-year senior notes offering and \$200 million notes exchange offer for cash.
- Represented Alpek in its inaugural \$650 million 10-year senior notes offering and subsequent \$300 million 10-year senior notes offering.
- Represented Banco Continental in its inaugural \$200 million 5-year senior notes offering.
- Represented the initial purchasers in Brasil Telecom's \$1.5 billion 10-year senior notes offering.
- Represented Banco Bonsucesso in its inaugural \$125 million 10-year subordinated notes offering.
- Represented Gol Linhas Aéreas Inteligentes in its \$300 million 10-year senior notes offering.
- Represented the initial purchasers in Fibria's \$750 million notes offering and related exchange offer and consent solicitation.

Equity Capital Markets:

- Represented a large group of shareholders in the tender of restricted securities in the Cnova tender offer.
- Represented Fibra Shop in its \$380 million global offering of real estate trust certificates.
- Represented the initial purchasers in Fibra Danhos' \$400 million initial international offering of its trust certificates.
- Represented the underwriters in Volaris' \$400 million SEC-registered initial public offering (IPO).
- Represented Alpek in its \$900 million initial public offering (IPO).
- Represented Nemark in its \$680 million initial public offering (IPO).
- Represented TAESA in its 1.8 billion reais re-IPO, which won *Latin Finance's* Deal of the Year.
- Represented the placement agents in Magazine Luiza's 805 million reais initial public offering (IPO).
- Represented Brasil Brokers in its follow-on equity offering.

- Represented the placement agents in Direcional's follow-on equity offering.

M&A:

- Represented Atento, a leading provider of customer relationship management and business process outsourcing solutions, in its acquisition of a minority interest in, and the restructuring of, Keepcon Corp.
- Represented Instawares Holding Company LLC in the sale of its subsidiary, eCompanyStore LLC, to Corporate Imaging Concepts LLC.
- Represented the acquirer in the private acquisition of substantially all of the assets of a ride-sharing-platform technology company.
- Represented the acquirer in the private acquisition of substantially all of the assets of a nonprofit software solution and online fundraising platform-development company.
- Represented Elite Aerospace, an aerospace component repair and overhaul company, in its sale to Meggitt PLC.
- Represented the acquirer in the acquisition of a caustic soda plant in Brazil.
- Represented the acquirer in the acquisition of a data center in Brazil.
- Represented private equity firm Ventura in its successful takeover of Maxcom, a facilities-based telecommunications provider.

Private Equity and Loan Financing:

- Represented a large privately held group of retirement facilities in the restructuring of its mezzanine financing loan facility with several institutional banks.
- Represented Hash Labs, a publicly traded technology-development company, in its private equity capital raise.
- Represented a private cryptocurrency-mining company in its private equity capital raise.
- Represented Lemoney, an internet cash-back and rewards-program company, in its private equity capital raise.
- Represented a Brazilian restaurant group in its private equity capital raise for its U.S. operations.
- Represented a cryptocurrency-trading fund in its private equity capital raise.
- Represented a gasoline station investment group in its private equity and portfolio loan structure capital raise.
- Represented a Brazilian investment group in its private equity investment in a U.S. real estate development project.

Fintech, Blockchain and Cryptocurrency:

- Represented several private companies in their pre-ICO private placements of tokens and analyzed and structured their initial coin offerings from a securities law compliance standpoint.
- Represents Bitstop, one of the leading providers of bitcoin ATMs and cryptocurrency-payment solutions, in its corporate structuring and governance, and other general corporate legal matters.
- Represented Hash Labs, a publicly traded technology-development company, in the development of its crypto-gold platform from a securities law and compliance

perspective.

- Represented the borrower in a \$1.5 million loan collateralized by bitcoin.
- Represented a private cryptocurrency-mining company in its U.S. dollar and bitcoin-denominated debt financing.
- Represented a preoperational crypto-securities exchange in its initial capital raise and subsequent ICO.
- Represented a provider of digital-rewards programs for multinational companies in its expansion and eventual token sale in the United States
- Represented a cryptocurrency-trading fund in structuring and conducting its operations in the United States and Mexico.

Corporate Structuring, Formation and General Corporate Matters:

- Represents Solutions 2 Go, a leading provider of full-service logistics and distribution services, in general corporate matters and its mergers and acquisitions in the United States and Latin America.
- Represented a privately held investment fund in its restructuring, including the changing of its domicile from Europe to the British Virgin Islands.
- Represented one of the largest Brazilian nutritional supplement manufacturers and distributors in structuring and conducting its operations in the United States.
- Represents Akamai, a worldwide content-delivery network and cloud-services provider, in general corporate matters and in its efforts to expand its operations to Latin America.
- Represented Lemoney, an internet cash-back and rewards-program company, in its formation, corporate structuring, and operations in the United States.
- Represented a Brazilian real estate investment group in the structuring and formation of a real estate investment vehicle in the United States.
- Represented Companhia Energética de Minas Gerais S.A. (CEMIG) in general corporate matters.
- Represented Companhia Brasileira de Distribuição (CBD) in general corporate matters.

All Insights

04.29.2019 Brazil's New Data Protection Law: An Overview and Four Key Takeaways for U.S. Companies

12.18.2018 Legal Due Diligence in Foreign Jurisdictions

08.29.2018 Is Cryptocurrency Money? Depends on Your State

08.29.2018 Carlton Fields Attorneys Author State-by-State Analysis of Bitcoin Rules

07.16.2018 A Year After the ICO Craze, Here Come the Lawsuits

Credentials

EDUCATION

- Vanderbilt University Law School (J.D., 2009)
- Boston College (B.A. in Economics, 2004)

BAR ADMISSIONS

- Florida
- New York

LANGUAGES

- Portuguese
- Spanish

Background

- Associate, Paul Hastings LLP, São Paulo (2012–2016)
- Associate, Dewey & LeBoeuf LLP, São Paulo (2011-2012)
- Associate, Milbank, Tweed, Hadley & McCloy LLP (2008-2011)
- Summer Extern, World Intellectual Property Organization (WIPO), Geneva (Summer 2007)
- Social Security Administration, Washington
- Social Science Research Analyst (2005-2006)

Areas of Focus

PRACTICES

- Blockchain and Digital Currency
- Business Transactions
- Cannabis Law
- Corporate Law and Governance
- Esports and Electronic Gaming
- International
- International: Latin America
- Mergers and Acquisitions
- Real Property Litigation
- Technology

INDUSTRIES

- Banking, Commercial, and Consumer Finance
- Securities & Investment Companies
- Technology & Telecommunications