

# Snell & Wilmer

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## Serge V. Pavluk

Partner | Orange County | Los Angeles

Tel. 714.427.7442 OC

Tel. 213.929.2500 LA

[spavluk@swlaw.com](mailto:spavluk@swlaw.com)

## 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

- Represented U.S. and UK-based archive, images and content marketplace, in its sale to Getty Images, a preeminent global visual content creator and marketplace
- Multiple joint ventures between a California-based hotel developer and various co-developers and equity financing sources for a variety of hotel development projects in San Diego and Orange County, California areas
- Assisted as local California and U.S.-Federal law counsel to subsidiary of an international aerospace and defense company headquartered in Europe, in its acquisition of a California-based defense manufacturer
- Represented notable multinational audio visual technology company in its acquisitions of technology companies in Monterrey, Mexico and Boston, Massachusetts.
- IPO and listing on Nasdaq of leading electronic game developer, publisher and esports ecosystem provider throughout the world.
- Formation of more than 10 opportunity zone funds in various states in the United States.
- 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.
- Represented California-based medical equipment manufacturer in a sale of a division to an E.U. based acquirer.
- Represented San Francisco-based real estate developer in programmatic equity credit facility.
- Represented Denver-based real estate developer in equity financing from a major U.S. private equity fund.
- Merger of public REIT and manufactured homes communities: \$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 Nasdaq-traded SPAC
- \$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.
- \$400+ million cash tender offer and merger of a U.S. Nasdaq-traded company with a Japanese Tokyo Stock Exchange-traded 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+ billion acquisition by one of the world's largest private equity funds.
- \$265 million merger of a Nasdaq-traded China-based company (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.
- 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.
- 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.
- 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 various manufacturing companies in the United States, the Russian Federation, the Netherlands, China, France and Japan.
- Represented seller in a sale of a restaurant chain to a world-wide Nasdaq-traded franchise company.
- Various acquisitions of media companies by one of the oldest media companies in the United States.
- 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, including equity participation in the purchaser by the selling stockholders and an earn-out.

- \$150+ million sale of a regional bank to a Nasdaq-traded bank holding company in Puerto Rico.
- Represent client in the acquisition of membership interests in the owner of an office building and in closing on a \$50+ million acquisition loan.
- Represented a Nasdaq-traded technology company in its acquisition of a leading provider of transaction processing services and payment-enabling technologies.
- 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.
- Represented the developer in a joint venture with a NYC investment fund to develop an oceanfront high-rise in Miami.
- 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.
- Represented client in a joint venture with a French investment fund to acquire and develop large real estate portfolio in the heart of Miami.
- Represented a Nasdaq-traded technology company in its acquisition of cloud-based point of sale platform.
- Divestiture of 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 media business.
- 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.)
  - Notes & Articles Editor, Fordham International Law Journal
- Kiev University, Kiev, Ukraine (B.A., M.A.)
  - Merit Scholarship

## 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

- "[SEC Proposes Rule Amendments Modernizing Beneficial Ownership Reporting To Increase Timeliness and Information Quality](#)," Author, Snell & Wilmer Legal Alert (February 11, 2022)
- "[Temporary Relief From Certain Shareholder Approval Requirements for NASDAQ-Listed Companies Affected by COVID-19 Pandemic](#)," Author, Snell & Wilmer Legal Alert (May 5, 2020)
- "[NYSE Follows Nasdaq in Providing Temporary Relief from Price-Based Continued Listing Standards for Companies Affected by COVID-19 Crisis](#)," Author, Snell & Wilmer Legal Alert (April 23, 2020)

- "[Nasdaq's Temporary Relief from Price-Based Continued Listing Standards for Companies Affected by COVID-19 Crisis](#)," Author, Snell & Wilmer Legal Alert (April 21, 2020)
- "[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)

## Previous 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

## **Client News**

- Snell & Wilmer Advises Motorsport Images in Sale to Getty Images
- Snell & Wilmer Advises Motorsport Network in Sale of Controlling Stake in World's Largest Independent Motorsport Racing and Automotive Media Platform
- Snell & Wilmer Advises duPont Publishing on Sale of Unique Homes, a Luxury Real Estate Magazines Division of duPont, to CHALK Digital
- Snell & Wilmer Advises Digital Enablement Solutions Provider AVI-SPL in Acquisition of the Assets of Multimedia
- Snell & Wilmer Advises Digital Enablement Solutions Provider AVI-SPL in Acquisition of Adtech