



# Fernando J. Rovira-Rullán

## Capital Member

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## Practice Areas

### **Corporate**

Mergers & Acquisitions

Commercial Lending & Corporate Finance

Corporate Governance & Fiduciary Duties

Private Equity & Securities

## Education

Columbia University School of Law, L.L.M.,  
Harlan Fiske Stone Scholar, 2003

University of Puerto Rico School of Law, J.D.,  
cum laude, 1998

Villanova University, B.S. in Finance with  
honors, 1995

## Bar Admissions

Commonwealth of Puerto Rico  
State of New York

## Affiliations

Puerto Rico Bar Association  
New York Bar Association  
American Bar Association

Fernando J. Rovira-Rullán is a Capital Member of Ferraiuoli, and Chair of its Practice Management Committee. His principal areas of practice include mergers and acquisitions with extensive local and cross border experience, corporate, governance and fiduciary duties, private equity, borrower counsel commercial lending, complex contracts, and intellectual property law.

He currently serves as an adjunct professor at the University of Puerto Rico School of Law where for more than two decades he has offered multiple courses including Corporate Law and Mergers and Acquisitions.

Fernando joined Ferraiuoli after having served as Senior Vice President and Deputy General Counsel of a publicly traded financial institution. He started his career in the 1990s as a corporate attorney at another of Puerto Rico's full service corporate law firms.

He is the Co-President of the Puerto Rico Legal Coalition, a nonprofit organization which facilitates that members of its network of independent attorneys and law firms provide pro-bono legal advice, counseling and education to other nonprofits and community-based groups that serve the needs of Puerto Rico's most vulnerable communities.

## Get to know Fernando

### **Why Ferraiuoli?**

Ferraiuoli is unique in its approach to serving clients providing true reliability while adding real value. For many clients, Ferraiuoli is their in-house legal department and for others it's their most trusted business partner. We make it our priority to provide outstanding legal representation that recognizes their business needs and goals. This philosophy also extends to our willingness to devise practical alternative fee arrangements that satisfy our mutual business objectives.

## Get to know Fernando

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### Why do your clients come to you?

Clients come to us because we offer them sophisticated support in key transactions and other matters but without losing practicality and a results-oriented approach. Ultimately, we strive to offer a quality service at times when the client needs it the most. From the moment a client hires us, we serve them in a way that reflects and is commensurate with the trust they have placed in us. We will do everything within our ability to fully comply with their demands in an efficient and ultimately successful manner.

### What do you find most rewarding?

Working with an amazingly talented group of people each day in a healthy and productive work environment. Also, to see how our clients give us more work each day in a very organic fashion. This makes me feel very proud and therefore motivates me to continue to give all of my talent and abilities to my clients and colleagues. This is, in essence our credo – top notch work ethic, honesty, integrity, trust and friendship.

### Representative Cases or Transactions

- Represented one of Puerto Rico's oldest rum producers in a joint venture with a U.S. strategic investor.
- Assisted a U.S. strategic investor in its acquisition of Puerto Rico's largest pavement contractor.
- Assisted IMCD N.V., a global leading distribution partner, formulator of specialty chemicals and ingredients, and solutions provider, in the acquisitions of Sachs Chemical, Inc.
- Acted as lead counsel in the acquisition of Puerto Rico's premiere luxury sports vehicle dealership.
- Assisted a publicly traded global chemical and specialty materials company in its acquisition of the worldwide mobility and materials business of a publicly traded conglomerate.
- Acted as lead counsel for a multinational peripheral and software reseller in connection with its acquisition of the LATAM operations of a publicly traded technology company, including its Mexico, Chile, Colombia and Perú affiliates. Lead counsel for a private equity firm in connection with its investment in a working capital solutions and equipment leasing corporation.
- Acted as lead counsel to a private equity fund in connection with a convertible preferred stock investment in a private company involved in the combustible and renewable energy industry.
- Acted as lead counsel to buyer in the due diligence, negotiation, structuring and closing of a processor of electronic commercial transactions.
- Assisted a major hospitality business in the acquisition of its former hotel operator. Organized multiple private equity funds and closed their respective initial round of capital commitments and funding.
- Assisted multiple private equity fund in their investments in and funding of various local businesses including technology companies, manufacturers, hotels and distributors.
- Acted as local M&A counsel in the structuring and closing of the franchise rights and existing local retail operations of one of the world's leading specialized coffee brands. Acted as local M&A counsel to a principal upstream gasoline wholesaler brand in the acquisition of a competitor's Puerto Rico and USVI operations.

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- Acted as local counsel to a leading global pharmaceutical company in its joint venture with another global pharmaceutical company for the manufacturing, sale and distribution of brand name consumer over the counter products.
  - Represented a leading global private equity fund in the due diligence, bid process, negotiation and closing of a Loan Portfolio and Real Estate Purchase Agreement whereby said fund acquired a commercial real estate loan and REO portfolio from one of Puerto Rico's local banks.
  - Represented a client in its acquisition of all the outstanding shares of a renowned Puerto Rico rum distillery. Served as local counsel in the sale of the intellectual property related portfolio related to the sports medicine product line of a global medical device manufacturer.

### Speaking Engagements

- Entrepreneurship Summit – Business Structures. Puerto Rico Convention Center. Puerto Rico, December 4, 2015
- H3 Conference – How to Avoid Founding Dilemmas. Caribe Hilton. Puerto Rico, November 20, 2015
- Association for Financial Professionals – Family Business Succession Planning. Caribe Hilton. Puerto Rico, October 16, 2015
- Puerto Rico Investment Summit – Private Equity Funds and Other Investment Vehicles, Puerto Rico Convention Center, May 18 and 19, 2015.
- H3 Conference – Founder's Equity Dilemmas. Caribe Hilton. Puerto Rico, November 23, 2014.
- H3 Conference – Which Entity is Right for You, Caribe Hilton, Puerto Rico, November 23, 2014.

### Publications

- **The International Comparative Legal Guides to Mergers & Acquisitions**, Puerto Rico Chapter published by the Global Legal Group Ltd (UK)
- **Practical Law Global Guide to Private Mergers and Acquisitions**, Puerto Rico Chapter, published by Thomson Reuters
- **Chambers Legal Practice Guide to Corporate M&A, Puerto Rico Chapter**, published by Chambers & Partners
- **The International Comparative Legal Guides to Corporate Governance**, Puerto Rico Chapter, published by the Global Legal Group Ltd (UK)

### Professional Recognition

- Since 2010, Fernando been rated by Chambers & Partners in its Global and Latin America editions as a Leader in Corporate and Commercial areas of practice. In Chambers 2015 Global Guide, he was hailed as “both a world-class businessperson and a world-class lawyer.”
- Since 2013, Best Lawyers® International, an organization with a Board of Advisors comprised of leaders from the world's leading law firms and General Counsel of Fortune 500 and Global 500 companies, recognized Fernando as a Best Lawyer® in Corporate and M&A Law.