

Lawyers



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Oderisio Piscicelli's experience focuses on capital markets, M&A and financing transactions. Capital markets experience includes dozens of equity and debt transactions covering a variety of products and structures with a focus on large global offerings. Mr. Piscicelli coordinates the Italian practice of the Firm and, in Italy, his capital markets experience includes equity offerings of issuers that together now represent *over 35% of the Italian stock exchange's total capitalisation*.

M&A experience includes public as well as privately negotiated business combinations, acquisitions, disposals, joint ventures and minority investments, including several transactions in the financial services sector relating to electronic trading platforms and other market infrastructure and consortium projects.

Finance experience includes several multi-billion dollar acquisition facilities, and liability management projects.

Corporate advisory experience includes a range of corporate governance issues, particularly in the areas of reporting, internal controls, trading practices and corporate responsibility, and includes advice in the context of a major international white-collar crime investigation.

Clients span a wide range of jurisdictions and a number of industries such as oil and gas, defence, energy, financial services, pharmaceuticals, telecommunications and real estate.

Prior to joining Sullivan & Cromwell, Mr. Piscicelli trained with the law firm of Prof Pier Giusto Jaeger in Milan, where he qualified as an *avvocato* in 1997.

SELECTED REPRESENTATIONS

Capital Markets and Finance

- **Luigi Nalini S.a.p.a.** on its €64.5 million private placement of ordinary shares of Carel Industries S.p.A
- **BPER Banca S.p.A.** on its €800 million rights offering pursuant to Rule 144A / Reg S to fund the acquisition of over 500 bank branches from Intesa SanPaolo

PRACTICES & CAPABILITIES

Europe

Renewable & Alternative Energy

General Practice

Capital Markets

Debt

Equity

Credit & Leveraged Finance

FCPA & Anti-Corruption

Mergers & Acquisitions

EDUCATION

1997, Harvard Law School, LL.M.

1994, Università Degli Studi di Milano, LL.B.

BAR ADMISSIONS

New York

Italy

LANGUAGES

Italian

- **Ferrari** in its \$300 million private placement of notes and in its €315 million tender offer for outstanding bonds
- **Enel** on its \$4 billion, three-tranche offering of notes in reliance on Rule 144A and Regulation S.
- **Carel Industries S.p.A** on its €720 million IPO
- **Ferrari** on its bond offerings
- The underwriters of **AstraZeneca** on multiple multi-billion dollar bond offerings
- **Ferrari** on its IPO and listing on NYSE and MTA
- **DeAgostini SIQ** on its IPO (abandoned)
- **Domus Italia** on its IPO (abandoned)
- **Fincantieri** on its IPO
- **Fedrigoni** on its IPO (abandoned)
- **Fiat Chrysler Automobiles** on its listing on the NYSE and Milan
- **Fiat Industrial** (now CNH Industrial) on its listing on the New York Stock Exchange
- **Avio** in its then abandoned IPO
- **Cassa Depositi e Prestiti** on its €1 billion disposal of shares of Eni
- **Eni** on its \$800 million debut offering of yankee bonds
- **Unipol** on its €1.1 billion rights offering relating to the acquisition of the Premafin/FonSai group
- **Enel** and **Enel Green Power** on the €2.2 billion IPO of Enel Green Power
- **Barclays** in several bond offerings
- **BG Group** on its \$1 billion debut offering of yankee bonds
- **Equinor** (formerly Statoil) on its \$900 million debt offering in 2009
- **Finmeccanica** on its €1.2 billion rights offering and its \$1.3 billion yankee bond offerings
- **Finmeccanica** on the restructuring of DRS Technologies' debt
- **Finmeccanica** on its €3.2 billion bridge financing for the acquisition of DRS Technologies
- **Fiat** on financing-related aspects of its Chrysler acquisition
- **Sintonia** on its €2 billion credit facility with the Royal Bank of Scotland
- **Partners Group**, the alternative asset manager, on its initial public offering
- **Eni** on several tranches of its privatisation process and listing in Italy and in New York
- **Eni** and **Snam Rete Gas** on the IPO of Snam Rete Gas
- The underwriters on SEC-registered and Rule 144A bond offerings by **Telecom Italia**
- **Enel** on its initial public offering and listing in Italy and in New York, the largest European IPO ever
- **Monte dei Paschi di Siena** on its IPO
- The sponsor on **Beni Stabili's** listing
- **Standard Chartered** on several equity and hybrid securities offerings

Mergers and Acquisitions

- **Fiat Chrysler Automobiles N.V.** on its merger with Peugeot S.A. to create new company Stellantis N.V.
- **EssilorLuxottica** in its announced €5.5 billion acquisition of a majority interest in GrandVision
- **Generali** in its ongoing acquisition of Seguradoras Unidas and AdvanceCare for a transaction consideration of €600 million
- **Fiat Chrysler** in its €34 billion merger proposal with Renault (then withdrawn)
- **Fiat Chrysler Automobiles N.V.** and Magneti Marelli S.p.A in the definitive agreement to sell the Magneti Marelli automotive components business to KKR portfolio company CK Holdings Co., Ltd.
- **BP** in its agreement with Bidas Corporation to form a new integrated energy company, Pan American Energy Group
- **Goldman Sachs** and **Canada Pension Plan Investment Board (CPPIB)** in their proposed acquisition of all assets of SVG Capital
- The financial adviser on the tender offer by ChemChina for **Pirelli** shares
- A consortium of dealers on their arrangements relating to the establishment of **Curve Global** a derivatives exchange with London Stock Exchange
- **Fiat** on its merger with Chrysler to create **Fiat Chrysler Automobiles N.V.**
- A consortium of 11 investment banks on their arrangements with Tullett Prebon, the interdealer broker, relating to the tpSwapDeal trading platform for interest rates derivatives
- **Goldman Sachs** as financial adviser on multiple transactions, including: adviser to Nexi S.p.A. in its Framework Agreement with SIA S.p.A. to create a €18 billion company, Lactalis tender offer for Parmalat shares, Enel's purchase of a stake in Endesa from Acciona, Terna's purchase of transmission assets from Enel, Gas Natural's tender offer for Union Fenosa, and Telecom Italia's merger with TIM
- A consortium of ten investment banks on their arrangements with Tradition, the inter-dealer broker, relating to the **Trad-X** trading platform for interest rate swaps
- **Fiat** on the demerger of Fiat Industrial
- **Goldman Sachs** as principal on its investment in a retail CFD trading platform
- **Instinet** and **Chi-X** on the investment by 13 banks and trading firms in the Chi-X trading platform
- **Statoil** on its merger with the oil and gas business of Norsk Hydro
- **Morgan Stanley** as shareholder in the proposed acquisition by the LSE of a majority interest in **LCH.Clearent**
- **Fiat Industrial** on its merger with CNH
- **Swisscom** on its acquisition of Fastweb S.p.A.

- **Wachovia** on its acquisition of European Capital Management
- **Philips** on several joint ventures and disposals
- **France Telecom** on its acquisition of the minority interests in Wanadoo
- **SBS Broadcasting S.A.** in connection with the acquisition by private equity firms KKR and Permira
- **Eni** on its acquisition of Italgas
- **KPMG Europe** on the sale of its consulting business