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## *Tax*

A deep and diverse practice focused on maximizing tax efficiencies and minimizing tax risks for clients nationally and internationally.

With lawyers who are recognized globally as leading practitioners in the field, WilmerHale advises clients on the tax implications of domestic and international transactions, including mergers, acquisitions, financings, investments, joint ventures and restructurings. We have structured US and cross-border M&A transactions involving both private and public companies and assist with restructuring of equity and compensation plans in connection with these deals. We also represent clients in seeking favorable guidance and rulings from the IRS and state tax authorities, and defend them in tax litigation and audits.

In addition, we counsel clients in every industry on the design of executive compensation arrangements and on compensation and benefits issues in general. We are also widely known for our work with tax-exempt organizations, and we advise such clients on an array of issues presented by their tax-exempt status.

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## *Key Contacts*



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## *Related Solutions*

Bank Crisis Task Force  
Emerging Company and  
Venture Capital  
Labor and Employment

Capital Markets  
Environmental, Social and  
Corporate Governance (ESG)  
Mergers and Acquisitions

China Transactions  
Executive Compensation and  
Employee Benefits  
Private Equity

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## *Areas of Focus*

Mergers, Acquisitions and  
Corporate Transactions

Tax-Exempt Organizations

Private Equity and Hedge  
Funds

Legislative and Regulatory

Tax Controversies and  
Litigation

State and Local Tax

International Tax Planning

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## *Experience*

### **MERGERS AND ACQUISITIONS AND CORPORATE TRANSACTIONS**

- Represented numerous buyers, including Akamai Technologies, Analog Devices, Danaher Corporation, Dept Agency, Fortive Corporation, PerkinElmer, Syros Pharmaceuticals and WEX in connection with several acquisitions, providing tax advice regarding the acquisitions, debt financings related thereto, and post-restructuring planning related thereto.
- Represented numerous companies in connection with their sale, including Houghton Mifflin Harcourt Company in its sale to Veritas Capital for \$2.8 billion, Eaton Vance in its sale to Morgan Stanley for \$7 billion pursuant to a tax-free reorganization, Staples in its sale to Sycamore for approximately \$6.9 billion, and Regal Entertainment in its sale to Cineworld for \$3.6 billion.
- Represent numerous issuers, including Analog Devices, PerkinElmer, Danaher Corporation, MicroStrategy, S&P Global, TechTarget and Thermo Fisher Scientific, on the tax aspects of debt offerings and credit agreements.
- Advised CARISMA Therapeutics, Kala Pharmaceuticals, Kinnevik AB, Verve Therapeutics, Voyager Therapeutics and Wellington Management Company in the tax aspects of a variety of collaborations, investments and other strategic transactions.

### **LEGISLATIVE AND REGULATORY TAX ISSUES**

- Worked with the Massachusetts Department of Revenue to secure the adoption of favorable employee benefits provisions that had been adopted federally, but not by the Commonwealth.

- Convinced state officials to place a cap on fees charged to Massachusetts corporations for the issuance of new shares of stock.

## **STATE AND LOCAL TAX**

- Successfully obtained a complete refund of an assessment based on apportionment and nexus issues in a Massachusetts Appellate Tax Board litigation.
- Successfully settled a Massachusetts Appellate Tax Board case involving transfer pricing.
- Advised clients on domicile issues, including successfully obtaining a complete abatement from the Massachusetts Department of Revenue of an assessment based on domicile.
- Advised clients on sales tax exemptions for property purchase in connection with the construction of a research facility.
- Advised clients on requirements for environmental Brownfields tax credits for incurring costs to remediate a hazardous waste site in Massachusetts.

## **TAX-EXEMPT ORGANIZATIONS**

- Advise universities, trade associations and other tax-exempt organizations on exemption, unrelated business income tax, and domestic and international fundraising issues.
- Advised a major technology services/solutions company on the establishment and rollout of a new charitable foundation providing digital technology education programs for large populations of workers across the United States. We provided counsel on corporate and tax treatment, private foundation rules, private benefit and private inurement, strategy and public statements, along with corporate and tax compliance and best practices.
- Formed and obtained exemption determination for major new organizations in the fields of medical research, housing, education and government defense research.
- Defended tax-exempt organizations in IRS and state audits on matters that included efforts to revoke tax-exempt status or impose unrelated business income tax, tax-exempt bond qualification, employee classification, tax withholding, and reporting compliance for employees and foreign payments.
- Advise international nonprofits and non-governmental organizations focused on global health and development in a wide range of areas, such as health-worker training, maternal and child health, education access, and economic empowerment. For both new and existing organizations, we provide comprehensive legal services including creating and structuring organizations, obtaining tax-exempt recognition where advisable, counseling on collaboration and best use of US funding, supporting intellectual property needs and licensing agreements, and creating or reviewing funding documents, such as grants, contracts and teaming agreements.

## **INTERNATIONAL TAX PLANNING**

- Advised a leading European private equity manager on tax aspects of acquisitions of portfolio companies relating to US-based fund investors.
- Advised numerous US technology and life sciences companies on tax-efficient localization and management of worldwide intellectual property rights.
- Advised on the structuring of a multinational holding organization for tax-advantaged investment in US real estate assets.

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## Recognition



### ***Named a Leading Tax Practice in Massachusetts***

*Chambers USA*

2010-2023



### ***Recommended for Tax: US Taxes: Non-Contentious and Contentious***

*The Legal 500 United States*

2021-2023

- *Best Lawyers in America* - Tax Partners William Caporizzo, Julie Hogan Rodgers, Matthew Schnall and Kim Wethly were recognized in the 2020-2023 editions of its peer-reviewed publication. Kim Wethly was also named a 2023 Lawyer of the Year in the area of tax law.
- *Boston Magazine's Top Lawyers List* - 79 WilmerHale attorneys were named to their 2023 list, including Bill Caporizzo, Julie Hogan Rodgers, Meghan Walsh and Kim Wethly.
- *Chambers USA Guide* - Recognized our Massachusetts Tax Practice in 2010-2023, praising our group as having a "highly skilled team of practitioners exhibiting talent across a range of areas." A client affirms, "They are very efficient, and have great depth, knowledge and experience." *Chambers USA* also individually recognizes William Caporizzo and Julie Hogan Rodgers as leaders in the field.
- *The Legal 500 United States* - Recognized WilmerHale's Tax practice among top law firms for our work in the areas of US Taxes: Non-Contentious in its 2019-2023 editions and US Taxes: Contentious in 2021.
- *U.S. News - Best Lawyers®* - In the 2010-2024 "Best Law Firms" rankings, our tax law practice was ranked in the first tier nationally and in Boston, and in the second tier in New York.