



## Jaroslaw Hawrylewicz

Partner

New York

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Jaroslaw Hawrylewicz is a seasoned corporate transactional lawyer specializing in capital markets, derivatives, and structured products. Jaroslaw's practice has a particular emphasis on transactions related to equity and other derivatives, derivatives financing, equities sales and trading, and relevant regulatory, legislative and industry initiatives.

Jaroslaw has been involved in structuring, negotiating, and marketing a diverse and widespread range of transactions, including:

- Convertible bond issuances
- Call-spread overlays and stock borrow facilities related to equity-linked capital markets transactions
- Open market and structured issuer repurchases including repatriation structures using off-shore subsidiaries and multiple dealer structures
- Issuer and sponsor forward transactions
- Derivatives financing trades and affiliate margin loans
- Hedging and monetization trades for cross-holding corporations, sponsors, family trusts and individuals
- ESO, RSU and PIPE hedging transactions
- Swaps, CFDs, delta-one issuer forwards and other delta-one transactions
- Equity market reinsurance transactions

Jaroslaw also advises corporations, broker dealers, and buy-side clients on:

### Admissions

*Bar Admissions*

New York

### Education

York University, Osgoode Hall Law School, LL.B, Dean's Letter

York University, Schulich School of Business, M.B.A, Dean's List

University of Toronto, B.S., Biochemistry and Human Biology: with distinction

- Legal, regulatory, compliance, entity, cross-border and risk allocation issues related to derivatives transactions and their corresponding hedging activities
- Issues related to unwinds and roll-overs of existing transactions
- ISDA documentation issues and negotiations
- Dodd-Frank implementation and compliance

Prior to joining O'Melveny, Jaroslaw was the Head of Equity Derivatives & Synthetics Legal Group at Barclays Capital, where he led a team of attorneys dedicated to covering businesses with equity derivatives or synthetic aspects. In addition, he was a member of Barclays Capital's Legal Management Committee and a number of policy, infrastructure, and equities-related committees. Jaroslaw was also a key coverage member for legislative and regulatory reform, especially relating to the Dodd Frank Act. He was Barclays Capital's representative on a number of industry committees including SIFMA's Derivatives Products Committee, ISDA's Equity Steering Committee, Equity Committee, and Documentation Committee. Jaroslaw also was a senior equity derivatives and equities lawyer at Lehman Brothers, and practiced for a number of years in the equity derivatives group of a leading Wall Street law firm.

## **Experience**

- Represented Electronics for Imaging, Inc. in its \$300 Million 0.75% Convertible Senior Notes Due 2019 with associated Bond Hedge and Warrant Transactions
- Represented Yahoo! Inc. in its \$1 Billion 0.00% Convertible Senior Notes Due 2018 with associated Bond Hedge and Warrant Transactions
- Represented the underwriters in Thermo-Fisher Scientific Inc.'s \$2.2 Billion forward issuance of Common Stock
- Represented the underwriters in Janus Capital Group Inc.'s exchange of its 3.25% Convertible Senior notes due 2014 and the associated Bond Hedge and Warrant Transactions.
- Represented Barclays, Bank of America, Nomura and Deutsche Bank in numerous over-the-counter accelerated share repurchases, capped calls, issuer puts, collars and covered calls with corporate issuers.
- Represented numerous corporate issuers in structured and cash repurchase transactions with investment bank counterparties.
- Represented a leading investment bank with respect to numerous inquiries by the SEC.
- Represented a leading private equity fund in numerous over-the-counter derivative transactions with investment banks.
- Represented a leading investment bank in its participation in a funded collar and margin loan transaction.
- Represented numerous financial entities and other investors with respect to energy hedges related to significant energy infrastructure projects.

## **Professional Activities**

### **Professional Accreditations**

- Chartered Financial Analyst (2007)
- Financial Risk Manager (2007)

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### Panelist

- “New 2011 ISDA Equity Derivatives Definitions; Key Provisions” Annual General Meeting and other symposia, International Swaps and Derivatives Association (Prague and New York, 2011)
- “Principal Issues for Consideration and Negotiation in Derivatives Documentation – Implications of the New Regime, Part II, ” Advanced Swaps & Other Derivatives, Practising Law Institute (New York, 2010)
- “Equity Derivatives – Documentation Issues,” Advanced Swaps & Other Derivatives Practising Law Institute (New York, 2008)

### Member

- American Bar Association
- New York State Bar Association

### Publications

- “Accessing Capital Through Customised PIPE Offerings,” *Eurekahedge e-newsletter* (November 15, 2016)