

HIGHLIGHTS

■ Broad-Based Transactional Practice

Wilson Sonsini's Tax practice represents companies and funds in conjunction with the Mergers & Acquisitions, Emerging Companies and Venture Capital, Project Finance, and Finance and Structured Finance practices. Wilson Sonsini tax lawyers advise on a wide range of domestic and international transactions, such as public and private acquisitions, debt and equity financings, buyouts, corporate restructurings, spinoffs, and recapitalizations.

■ Extensive Experience Across the Energy, Life Sciences, and Technology Industries

The firm's tax lawyers specialize in key tax issues facing companies across all emerging growth industries, including renewable energy and infrastructure assets, complex licensing and structuring transactions for life sciences companies, and cutting-edge issues facing technology companies.

■ Recognized Practitioners

Chambers USA recently recognized Wilson Sonsini as a leading firm in the Northern California Tax category and several of our tax attorneys as leading practitioners in their field.

OVERVIEW

Wilson Sonsini's Tax practice encompasses all areas of U.S. federal and UK tax law for technology, life sciences, and growth enterprises at all stages of development. The firm provides representation to companies and funds in conjunction with its Mergers & Acquisitions practice, which involves a wide range of U.S., UK, and cross-border transactions, including public and private acquisitions, management and leveraged buyouts, corporate restructurings, spinoffs, recapitalizations, and joint ventures.

In addition, the team counsels clients on domestic and international tax planning for corporate transactions, including equity and debt financings, IPOs, and tender or exchange offers, and advises founders, investors, and companies regarding the "qualified small business stock" exemption under Section 1202 of the Internal Revenue Code and enterprise management incentive schemes in the United Kingdom.

Further, the team specializes in tax matters related to project finance, with a focus on renewable energy and infrastructure assets, and advises companies on structuring transactions to finance utility-scale wind, solar, geothermal, and biomass facilities.

QUALIFIED SMALL BUSINESS STOCK

The "qualified small business stock" (QSBS) tax exemption under Section 1202 of the Internal Revenue Code is an extremely valuable tool for non-corporate founders and investors in emerging growth companies. Taxpayers who sell QSBS after more than five years can exclude up to 100 percent of the U.S. federal capital gains tax realized, capped at the greater of \$10 million or 10 times the basis of its initial investment, providing a significant benefit to early stockholders. Alternatively, if QSBS is not held for more than five years, but has been held for at least six months, Section 1045 of the Internal Revenue Code generally permits a tax-free rollover of gain on the sale of the QSBS if the proceeds are reinvested within 60 days of the sale of the QSBS. For more information about QSBS, check out the following articles:

[Understanding Section 1202: The Qualified Small Business Stock Exemption](#)

[Alternative Cash Management Strategies Should Not Have an Impact on Qualified Small Business Stock \(QSBS\) Status](#)

[IRS Rules That an Enterprise Cloud Application Software Company Is Engaged in a Qualified Trade or Business for QSBS Purposes](#)

[Eligibility of Life Sciences Companies for Qualified Small Business Stock](#)

UK TAX EXPERTISE

Wilson Sonsini's tax lawyers collaborate on U.S. and UK tax matters for UK companies at all stages of growth. Our practice includes a broad range of transactional tax advice, from early-stage companies looking to set up U.S. operations or seek capital from U.S. investors to Delaware flips/setting up a U.S. holding company, IPOs, and mergers and acquisitions. We also advise on the UK's Enterprise Investment Scheme (EIS) and Seed Enterprise Investment Scheme (SEIS).

For more information, please see the below articles:

- [Key UK Tax Implications of the Delaware Flip](#)
- [The Non-U.S. Start-Up's Guide to Navigating the U.S. Tax Implications of U.S. VC Investment](#)
- [Tax Considerations for UK Tech Companies](#)
- ["Would You Please Repeat That in English?" Unpacking the Major Differences in Venture Capital Practices in the UK and the U.S.](#)