

## Rishi K. Sodhi

### Partner

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Rishi Sodhi is a business lawyer who prides himself on solving complex tax issues and structuring transactions to maximize tax benefits and efficiencies while protecting clients from unnecessary risk.

A partner with Foley & Lardner LLP, he is based in the firm's Los Angeles office and a member of the firm's Taxation Practice Group.

Rishi's transactional practice focuses on advising clients on the tax aspects of a wide range of business transactions, including mergers, acquisitions, divestitures, reorganizations, and strategic investments. He represents private equity funds and public multinational corporations on numerous complex domestic and cross-border M&A transactions, serving as the deal lead on all tax-related matters.

Rishi also has significant experience in the tax insurance space, and has worked with some of the world's leading insurance companies and managing general underwriters assisting in the assessment and underwriting of hundreds of tax risks with collective policy limits in the billions of dollars.

Prior to Foley, Rishi worked as a partner at a large law firm in its office in Los Angeles. He also spent 13 years providing M&A tax advice in the offices of "Big 4" accounting firms in New York and Los Angeles.

## Representative Experience\*

### Transactional Tax Matters

- Publicly traded global medical technology company's US\$1.025bn acquisition of a portfolio audio company.
- North American logistics company's acquisition of an intermodal drayage and warehousing services company.

- Telecommunication technology company's acquisitions of a data security platform company and a Latin American A2P and enterprise messaging company.
- Publicly traded partnership conversion into a subchapter C corporation via "check the box" election.
- Combination of two publicly traded gaming companies.
- U.S. private equity fund's acquisition of a global security integrator.
- U.S. private equity fund's acquisition of a global golf and club management company.
- U.S. private equity fund's US\$1.5bn carve-out acquisition of a global enterprise software business.
- U.S. private equity fund's sale of a subscription based promotional, advertising and e-commerce intelligence solutions company.
- Fortune 500 company's US\$2.3bn acquisition of an identity theft protection company.
- Publicly traded digital entertainment company's US\$1.1bn acquisition of a DVR manufacturer.

### **Tax Insurance Matters**

Rishi has assisted in the assessment and underwriting of a wide range of tax risks, including but not limited to the following:

- Tax-free reorganizations/Section 355 spinoffs
- Internal restructurings (U.S. and foreign)
- S corporation issues
- Tax credits (ITCs, PTCs and ERCs)
- Subchapter K/partnership tax matters (disguised sales, mixing bowl transactions, liquidations, allocations)
- U.S. state and local tax matters (credits, grants, revaluations, nexus, sales tax, exemptions)
- U.S. international tax matters (Subpart F, Section 367, Section 965 transition tax, GILTI, FDII, BEAT, Section 163(j), Section 7874/inversions)
- Foreign tax matters (PE, withholding tax, treaty qualification, substance, country-specific issues)
- Transfer pricing
- Income characterization (CG v. OI)
- Worthless stock/bad debt deductions
- Debt v. equity characterization
- Amortization/anti-churning
- Rescission doctrine
- Employee benefit tax matters (employee classification, Section 280G, Section 83(b) elections, retirement plans)
- Trust and estate planning tax matters
- Transfer taxes (U.S. state and local, and foreign)

*\*Certain of these matters were handled prior to joining Foley.*

### **Awards and Recognition**

- The Legal 500 United States – U.S. Taxes: Non-Contentious

## Affiliations

- State Bar of California – Taxation Section

## Thought Leadership

- Fellow, 2022 Leadership Council on Legal Diversity Fellows Program Panelist, Aon's 2022 Transaction Solutions Symposium
- Panelist, Tax Liability Insurance/Tax Considerations for RWI, Association for Corporate Growth's Transaction Solutions Symposium
- Presenter, International Tax Webinars, Tax Executives Institute Presenter, Tax Liability Insurance Conference, ExecuSummit

## Sectors

- [Energy](#)
- [Health Care & Life Sciences](#)
- [Innovative Technology](#)
- [Manufacturing](#)

## Practice Areas

- [Corporate](#)
- [Employee Benefits & Executive Compensation](#)
- [Insurance](#)
- [Insurance Taxation](#)
- [Taxation](#)
- [Transactions](#)

## Education

- Georgetown University Law Center (LL.M., 2005)
  - Taxation
- Loyola Law School, Los Angeles (J.D., 2004)
- University of California, Los Angeles (B.A., 2001)

## Admissions

- California