

Marco Q. Rossi & Associati

INTERNATIONAL TAX & COMMERCIAL LAW FIRM

ITALY - NEW YORK

Legal services for Italian companies and multinationals and their executive personnel in the USA

Marco Q. Rossi & Associati

Italy – United States

1. Direct business operation

- **Legal services in case of direct operation by means of:**
 - Representative office;
 - Warehouse;
 - Agents and representatives;
 - Distributors;
 - Employees and dependent personnel;
 - Subcontractors;
 - Independent consultants.

1. Direct business operation

□ U.S. legal services:

- Analysis of the existence of a USTB or PE under U.S. law and U.S-Italy tax treaty;
- Analysis of federal and state income tax issues;
- Advice on federal income tax matters;
- Advice on state and local income tax matters;
- Tax compliance (federal and state income tax returns, bookkeeping accounting, withholding; etc.);
- Studying and drafting contracts with U.S. agents, employees, subcontractors, consultants, clients, etc.

1. Direct business operation (cont.d)

□ Italian legal services:

- Analysis of the tax credit in Italy for the U.S. taxes paid by the U.S. business;
- Analysis of the legal and accounting position of the U.S. business for the computation of the Italian tax credit;
- Advice on the legal and tax aspects of the relationship with employees, subcontractors, agents and consultants employed in the U.S. business;
- Advice and studying and drafting the contracts with employees, agents, subcontractors, consultants and clients in the U.S.

2. U.S. subsidiary

□ U.S. legal services:

- Formation of the U.S. subsidiary and assistance on all company's matters (company's resolutions, company's books, etc.);
- Analysis and advice on the legal relationship between the U.S. subsidiary and the Italian parent and other affiliates of the group (inter company agreements, etc.);
- Analysis and advice on the intra group payments and transfer of tangible and intangible goods and services within the group (transfer prices, withholding taxes, etc.);
- Advice on the U.S. subsidiary's contracts with employees, consultants, clients, contractors, etc.;
- Assistance on federal and state & local tax matters, tax returns and bookkeeping and accounting services for the U.S. subsidiary.

2. U.S. subsidiary (cont.d)

□ Italian legal services:

- Analysis and advice on the legal relationships between the U.S. subsidiary and the Italian parent and other affiliates of the group (inter company agreements, etc.) from the perspective of Italian tax law;
- Analysis and advice on the intra group payments and transfer of tangible and intangible goods and services (transfer prices, withholding taxes, etc.), from the perspective of Italian tax law;
- Advice on the U.S. subsidiary's contracts with employees, consultants, clients, contractors, etc. from the perspective of Italian law.

3. Partnerships and joint-ventures

- Advice on planning of the transaction;
- Creation of the local special purpose vehicle to carry out the transaction;
- Advice on partnership or joint-venture agreement with local partners;
- Advice on payments and transfers of money, goods and services between the joint-venture and Italian partners;
- Advice on international tax issues (controlled foreign companies, withholding taxes, etc.);
- Advice on exit and best strategy for repatriation of joint-venture profits.

4. Italian employees in the U.S.

□ Italian and U.S. legal services:

- Determination of the tax status and residency of the employee under U.S. and Italian law and U.S./Italy tax treaty;
- Analysis of tax duties of the employee, in Italy and the U.S.;
- Advice on taxation of employee's items of income, in Italy and the U.S.;
- Advice on employee's Italian and U.S. tax returns;
- Analysis of Italian or U.S. tax credits for Italian/U.S. taxes;
- Assistance on employee's U.S. visa matters;
- Tax compliance (filing of tax and informative returns, etc.).

5. Global tax planning

- Analysis of the structure and international business of the group;
- Analysis of tax planning opportunities;
- Study of the possible legal structures for the tax optimization of the group (R&D, financing, and participation holding companies; trading companies; treasury centers; service companies; contract manufacturing, commissionaire and limited risk distributor structures, etc.)
- Analysis of Italian U.S. and local tax aspects of the planning structure (CFCs, transfer pricing, anti-abuse, withholding taxes, etc.);
- Implementation of the selected tax planning structure;
- Other administrative, managerial and fiduciary services for the operation of the structure.

6. Cross border mergers and acquisitions

- Analysis of the corporate and tax aspects of the transaction;
- Study of the possible forms of the transaction (stock purchase/asset purchase; tax free merger/taxable transaction);
- Selection of the final structure, creation of the SPV for the acquisition;
- Contractual, legal, tax and accounting due diligence on the target;
- Negotiating and drafting the acquisition contract;
- Analysis of cross border tax implications of the transaction;
- Implementation of the transaction and assistance and managerial services in the continuing operation of the new business.
- Assistance in exit and repatriation of the profits.

7. Italian executives in the U.S.

- Assistance on U.S. visa and immigration matters;
- Tax planning prior to immigration or transfer to the U.S.;
- Assistance on U.S. federal and state tax obligations (tax returns, reporting requirements, etc.);
- Tax planning prior to leaving the U.S. and returning to Italy;
- Advice on employer's obligations (withholding, tax reporting, etc.).