



Sey-Hyo Lee

Partner

New York
+1 212-294-6655

São Paulo

Sey-Hyo is an experienced securities and transactional attorney who advises US and international corporate clients on their securities law compliance and corporate governance matters, debt and equity offerings, and M&A transactions.

Sey-Hyo regularly advises public company clients on securities law and corporate governance matters, including SEC filings and public disclosure matters, trading by insiders, board committee matters, and compliance with NYSE and Nasdaq corporate governance requirements. He also represents corporate clients in connection with public offerings and private placements of debt and equity securities, mergers and acquisitions, spin-offs, and other divestitures.

Key Matters

Some of the experience represented below may have been handled at a previous firm.

Representative Experience

- Represented Total Play Telecomunicaciones, S.A.P.I. de C.V., a leading telecommunications company in Mexico, in connection with a private exchange offer to QIBs for the exchange of US\$305.5M of its outstanding 7.500% Senior Notes due 2025 for newly issued 10.500% Senior Secured Notes due 2028.
- Represented Grupo Energía Bogotá S.A. E.S.P. (GEB), a Colombian company majority owned by the Capital-District of Bogotá engaged in electric energy generation, transmission and distribution and the transport and distribution of natural gas in Colombia, Peru and Brazil, in connection with its first “sustainability” bond offering of US\$400 million of notes in a Rule 144A and Regulation S offering under the Securities Act—the first issuance of sustainability bonds by a non-financial company in Colombia.
- Represented Sociedad Química y Minera de Chile S.A. (SQM), a global company focused on a variety of strategic industries for human development, such as health, food, clean energy, and technology that moves the world, in:
 - its US \$1.2 billion SEC registered capital increase in dual Chilean and U.S. preemptive rights offerings to existing holders of common stock and ADRs.
 - the issuances under Rule 144A and Regulation S of US\$700 million of 30-year Green Bonds and US\$750 million of 10-year Green Bonds.
 - the issuances under Rule 144A and Regulation S of US\$850 million of 5.50% notes due 2034, US\$400 million of 4.25% notes due 2050 and US\$450 million of 4.25% notes due 2029.
- Represented Sagoil Offshore Services S.A. de C.V. in its investments in Aethon III, Poco HoldCo, LLC and Pennsylvania Mineral Group, LLC.
- Advised Enel S.p.A. and Enel Américas A. in connection with a corporate reorganization transaction that resulted in the merger by incorporation of the non-conventional renewable energy business of Enel S.p.A. in Central and South America (excluding assets in Chile) held by EGP Americas into Enel Américas S.A. The transaction included an approximately US\$1.5 billion dual U.S. and Chilean tender offer by Enel S.p.A., Enel Américas’ parent company, for up to 10% of the then-outstanding shares (including shares represented by American Depositary Shares (ADSs)) of Enel Américas and the merger of EGP Americas with Enel Américas. As a result of the reorganization, Enel S.p.A.’s ownership of Enel Américas increased to approximately 82.3%, and Enel S.p.A.’s conventional and non-conventional renewable energy businesses in Argentina, Brazil, Colombia, Costa Rica, Guatemala, Panama, and Peru are held under Enel Américas.
- Represented Nueva Elektra del Milenio, S.A. de C.V. (“NEM”) and its parent, Grupo Elektra, S.A.B. de C.V., in an innovative “future flows” securitization financing involving interests in certain receivables related to personal money transfers from the U.S. to Mexico known as “remittances” processed by NEM’s money transfer business. US\$500M of secured notes due 2028 were offered and sold by a special purpose entity in the U.S. under Rule 144A and outside the U.S. pursuant to Regulation S.
- Represented Enel Américas S.A., a NYSE-listed company and one of the largest companies in Chile, in one of the largest capital increases in Latin America and the largest all-cash capital increase in Chilean history. The US\$3 billion capital increase consisted of (i) a statutory preemptive rights offering under Chilean law to existing holders of common stock and a corresponding rights offering to existing holders of American Depositary Shares (ADSs) and (ii) a second round of rights offerings, open only to those shareholders and ADS holders who exercised their preemptive rights and subscribed for shares and ADSs in the first round of preemptive rights offerings. Almost 99.5% of the shares offered (including shares in the form of ADSs) were subscribed for in the rights offerings.
- Represented Enel Chile S.A., a New York Stock Exchange listed electricity and utility services company and one of the largest companies in Chile, in a complex reorganization that consolidated Enel S.p.A.’s conventional energy and non-conventional renewable energy businesses in Chile under Enel Chile. Enel S.p.A. of Italy owns a majority stake in Enel Chile.

The reorganization was implemented through a series of interrelated transactions that involved:

- a U.S. exchange offer registered with the SEC and a simultaneous Chilean cash tender offer, each by Enel Chile for all outstanding minority-held shares and American Depositary Shares (ADSs) of Enel Generación Chile S.A., an NYSE-listed subsidiary of Enel Chile, for an aggregate consideration of approximately US\$2.7 billion;

- a related SEC-registered cross-border preemptive rights offering of Enel Chile shares; and
- the merger of the Chilean renewable energy business of Enel S.p.A.'s Enel Green Power Latin América S.A. subsidiary, one of the largest renewable energy companies in Latin America, with Enel Chile in exchange for Enel Chile shares.

The transaction was subject to SEC going-private rules and regulations and to Chilean related-party transaction rules and regulations and required reconciliation of a number of securities laws issues that were without precedent. This transaction was a short-listed nominee for the **Global Legal Award (Finance) Deal of the Year** at *The American Lawyer Industry Awards*.

- Represented Enel S.p.A., an Italy-based global energy company, and its publicly traded Latin American subsidiaries, Enersis S.A. (now Enel Américas S.A.) and Endesa Chile (now Enel Generación Chile S.A.), in connection with the reorganization of US\$22 billion of power assets held directly and indirectly by the subsidiaries in Argentina, Brazil, Chile, Colombia, and Peru in order to streamline operations and provide more transparency for shareholders regarding their investments. The reorganization required a multi-step deal structure that ultimately involved two SEC-registered spin-offs to create four companies whose American Depositary Receipts were listed on the NYSE, an SEC-registered three-way merger involving a Chilean company listed on the Santiago Stock Exchange and two of the NYSE-listed companies, a US\$1.5 billion dual jurisdiction cash tender offer, compliance with US going-private regulations, obtaining an SEC exemptive order, a debt financing, and an SEC-registered bond offering. This transaction was a short-listed nominee for **M&A Deal of the Year** by IFLR in 2017.
- Represented Enersis S.A. (now Enel Américas S.A.), a leading Latin American electric utility company, in a US\$6 billion capital increase transaction. The deal involved a US\$3.6 billion in-kind contribution of 12 generation companies by its parent company in exchange for shares and a US\$2.4 billion SEC-registered global offering of preemptive rights to acquire shares and American Depositary Shares for cash. The transaction received the **Corporate Finance Deal of the Year Award** from Latin Lawyer and was cited as one of the most innovative transactions in Latin America by FT Innovative Lawyers.
- Represented Grupo Wiese in Peru in connection with its sale of 98.04% of NISA Blindados S.A. which owns 14.76% of Hermes Transportes Blindados S.A. to CVC Group. Hermes is a leading provider of cash management services in Peru with a nationwide network of 18 branches, 228 armored vehicles and over 3,700 employees that provides logistics, cash processing and custody services. The acquisition was part of a larger acquisition by CVC of a total of 98.41% of the outstanding shares of Hermes, which included a purchase of a controlling interest in Hermes from The Carlyle Group and a minority interest held by the de Osma Family Trust and a public tender offer for Hermes shares in Peru. Winston also advised Grupo Wiese on the negotiation and execution of a Shareholders' Agreement among CVC, Grupo Wiese and the de Osma Family Trust with respect to minority interests in Hermes retained by Grupo Wiese and the de Osma Family Trust.
- Represented Enel Chile S.A. in a registered public offering of US\$1 billion of its 4.875% notes due 2028 listed on the NYSE. This was the first debt issuance by Enel Chile since its spin-off in 2016 from Enel Américas S.A. as part of a US\$22 billion reorganization by Enel S.p.A. of its Latin American assets.
- Represented Enel Américas S.A., a leading Latin American electric utility company, in a registered public offering of US\$600 million of 4.000% notes due 2026 listed on the NYSE.
- Represented ORBCOMM Inc. in its initial public offering and several public offerings of common stock listed on the Nasdaq Global Market.
- Represented an NYSE-listed global asset manager in its US\$1.6 billion going private acquisition by a LSE-listed hedge fund, through a concurrent merger and stock exchange transaction.
- Represented one of the largest integrated copper producers in the world in a US\$1.5 billion public bond offering.
- Represented the underwriters in connection with a US\$1 billion exempt offering of equity by a Latin American airline.

- Represented numerous public companies in the spin-offs of businesses as independent publicly traded companies.

Recent Experience

US\$600 million Total Play Telecomunicaciones S.A.P.I. de C.V. Offer to Exchange Senior Notes

Winston Represents Grupo Calleja in its US\$1.2 billion Acquisition of Almacenes Éxito

SQM 2023 Green Bond

Winston Represented SQM in Santander/KEXIM Financing

NTE Mobility Partners Segments 3 LLC US\$221M Senior Financing Transaction

Sociedad Química y Minera de Chile S.A. US\$700M 3.500% Notes due 2051 (“Green” Bond Offering)

Terold Acquisition of Majority Stake in WX Brands

Recognitions

- *The Legal 500 Latin America*: Recognized Lawyer in Capital Markets (2018–2025) and Corporate/M&A (2018–2021)
- *The Legal 500 US*: Recognized as a “Key Lawyer” in Capital Markets (2025)
- *IFLR1000*: Notable Practitioner for Capital Markets: Debt, Capital Markets: Equity, and M&A (2019–2024)
- *Latin Lawyer 250*: Recognized Lawyer for Capital Markets, Corporate/M&A and Projects and energy (2024–2025)
- *Lawdragon*
 - Named among the “500 Leading Energy Lawyers” for Energy Transactions, esp. Cross-Border (2024–2025)
 - Named among the “100 Lawyers You Need to Know in South America” for Capital Markets, Transactions, and Energy (2025)
- Led team that won The Renewables & Energy Transition Deal of the Year, Portfolio Deal – AMERICAS for Enel Américas’ corporate reorganization transaction that involved a US\$5.2 billion merger with EGP Américas and a US\$1.5 billion tender offer (*IJ Investor*, 2021)

Activities

- Member, Securities Regulation Committee of the New York City Bar Association (2018-2020, 2022-2024)
- Pro Bono: Board member and Secretary, Junior Achievement of New York, Inc.

Credentials

EDUCATION

Sey-Hyo received his A.B., *cum laude*, from Harvard College. He received his J.D. from Columbia Law School where he was a Harlan Fiske Stone Scholar.

ADMISSIONS

- New York

Related Insights & News

Sey-Hyo's publications include:

- Co-Author, "What Late SEC Filers Need to know in 2024."
- Co-Author, "SEC's Proxy Amendments Enhance Timeliness and Independence of Proxy Voting Advice," *Insights: The Corporate & Securities Law Advisor*, Volume 36, Number 9, September 2022.

RECOGNITIONS

Winston & Strawn Recognized in *The Legal 500 U.S.* 2025

JUNE 12, 2025

BLOG

SEC Requests Public Comment on "Foreign Private Issuer" Definition

JUNE 11, 2025

RECOGNITIONS

Winston & Strawn Advised on *IFLR's* 2025 M&A Deal of the Year for Grupo Calleja

MAY 23, 2025

RECOGNITIONS

Winston Ranked Among the Top International Law Firms Representing Latin America's Largest Banks in *LACCA* 2024 Survey

MAY 14, 2025

RECOGNITIONS

Winston & Strawn Noted by *Latin Lawyer* as One of the Most Popular International Law Firms in 2024 in Latin America

APRIL 10, 2025

RECOGNITIONS

Winston Attorneys Featured on the 2025 *Lawdragon* 100 Lawyers You Need to Know in South America List

MARCH 21, 2025

SPONSORSHIP

Winston & Strawn Sponsors Leaders League Cocktail Reception in Lima

MARCH 19, 2025

RECOGNITIONS

Winston & Strawn Advised on Four Winning Deals Recognized at *IJGlobal's* 2024 Awards Gala
MARCH 13, 2025

RECOGNITIONS

Winston Attorneys Featured on the 2025 *Lawdragon* 500 Leading Energy Lawyers List
MARCH 6, 2025

BLOG

Nasdaq Repeals Board Diversity Disclosure Rules; NYSE Moves to Limit Reverse Stock Splits
FEBRUARY 5, 2025

RECOGNITIONS

Winston & Strawn Recognized in *The Legal 500 Latin America* 2025
OCTOBER 24, 2024

RECOGNITIONS

Winston Advises on Global Banking & Markets: Latin America's 2024 M&A Deal of the Year
OCTOBER 22, 2024

Capabilities

Transactions	Capital Markets	Mergers & Acquisitions	Corporate Governance
Public Companies	Automotive & Mobility	Energy	