

International Tax III
UNIVERSITY OF FLORIDA LEVIN COLLEGE OF
LAW
SPRING 2026 SYLLABUS – LAW 7931 – 2 CREDITS

Professor Brauner
HH325

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Office Hours: Before class (MTu 8:40-9:40) and upon request. I have an open doors policy: come by anytime.

MEETING TIME: MTu 9:50-11:50

LOCATION: HH359

COURSE DESCRIPTION AND OBJECTIVES:

This is an advanced international tax course focusing on cross-border transactions, including M&A.

STUDENT LEARNING OUTCOMES:

At the end of this course, *students will be able to apply* the U.S. tax rules applicable to cross-border transactions, including M&A.

PREREQUISITE KNOWLEDGE AND SKILLS: International Tax I, II, Corporate Tax I & II.

REQUIRED READING MATERIALS:

Revenue Code & Regulations. Please be sure to register for the Canvas course and have any required materials with you in print or easily accessible electronic form in class. You are responsible for checking your Canvas page and the e-mail connected to the page on a regular basis for any class announcements or adjustments.

COURSE EXPECTATIONS AND GRADING EVALUATION:

Attendance in this course is mandatory. Online students, note: you are required to attend with your webcam open, your face visible, and your microphone working at all times. Any omission will be viewed as non-attendance and subject to dropping from this class.

Students will be evaluated based on grades in 4-5 quizzes (66%) and class contribution (34%).

CLASS ATTENDANCE AND MAKEUP POLICY:

Attendance in class is required by both the ABA and the Law School. Attendance will be taken at each class meeting. Students are responsible for ensuring that they are not recorded as absent if they come in late. A student who fails to meet the attendance requirement will be dropped from the course. The law school's policy on attendance can be found here:

<https://law.ufl.edu/student-life/uf-law-student-handbook-academic-policies/#attendance>.

UF LEVIN COLLEGE OF LAW STANDARD SYLLABUS POLICIES:

Other information about UF Levin College of Law policies can be found at [this link](#).

UF ACADEMIC POLICIES AND RESOURCES:

Other information about UF academic policies and resources can be found at <https://law.ufl.edu/student-life/uf-law-student-handbook-academic-policies/>.

ABA OUT-OF-CLASS HOURS REQUIREMENTS: ABA Standard 310 requires that students devote at least 120 minutes to out-of-class preparation for every “classroom hour” of in-class instruction.

COURSE SCHEDULE OF TOPICS AND ASSIGNMENTS

This syllabus is offered as a guide to the direction of the course. Our pace will depend in part on the level of interest and the level of difficulty of each section and is subject to change. I will hand out in class problems to prepare from one class to another..

The class will meet in the following dates (note: if we need to make-up classes, we will do so on a Friday in the Tax Colloquium slot (HH359 – 11-1)):

1/17 – Introduction class – cross border M&A. We are going to meet in room 359 at 11:30 (the tax colloquium class slot). This will allow you to make an educated add/drop decision. Please review your fall notes on taxable corporate acquisitions

1/24 – Taxable transactions: domestic tax consequences and introduction to cross-border tax consequences. Prepare IRC §§338, 367(a), 1060; Treas. Reg. § 1.367(a)-1 and the 338 regs.

3/9 – Cross-border taxable transactions: Cont.

3/10 – Quiz: Taxable transactions & Introduction to cross-border reorgs. Review your Corporate Tax preparations, focusing on §§351, 368 and liquidation transactions.

3/23 – The merger. IRC §§367(a), (b), (d), 884, 897, 1291; Treas. Reg. §§ 1.367(a)-3, 1.367(b)-1, -3, Temp. Reg. §§ 1.367(d)-1T(d)(1), 1.367(d)-1T(h)(2).

3/24 – Triangular mergers: Cont. Add Treas. Reg. §§ 1.367(b)-1, -2.

3/30 – Quiz: The A reorgs. & The C reorg: outbound.

3/31 – The C reorg.: Inbound and foreign-to-foreign. Add Treas. Reg. §§ 1.367(b)-3, -4.

4/6 – Quiz: Assets reorgs. The B reorg.: Outbound. Add IRC §7874; Treas. Reg. §1.367(a)-8.

4/7 – The B & D reorgs. GRAs. Cont.

4/13 – The E & F reorgs. Quiz: Stock reorgs.

4/14 – Highlights of OB3 and the future of 367 & The current state of the international tax regime.