Universidad de Navarra

Skills for the global lawyer: transactional practice

Guía docente 2026-27

PRESENTATION

Brief description:

With a view to preparing students to work successfully on complex cross-border transactions, this practical course provides an introduction to the substantive role of the international corporate transactional attorney at the heart of negotiation and managing such transactions, which make-up a large portion of the day-to-day work at large Spanish, US and UK law firms.

The course will help students prepare for summer internships and work as trainees in large firms, as well as as in-house counsel at larger companies; it will provide exposure to practice skills useful for major practice areas (e.g., capital markets, corporate governance, M&A/private equity, credit, project finance, compliance, etc.) and will focus on contracts and other materials encountered in private M&A transactions.

The course will identify features or realities of work in the above areas and consider -- with a view to demystifying --contracts, corporate governance materials, and other legal and financial documents. Furthermore, special attention will be paid to helping students deal with client contact and core practice skills, and day-to-day lawyer work.

- **Titulación**:Anglo-American Law Program, International Business Law Program, Grado en Derecho, Grado en Relaciones Internacionales
- **Módulo/Materia**: Optatividad, Derecho angloamericano, Derecho internacional de los negocios
- **ECTS**: 3
- **Course, semester**: Fourth course, second semeter
- **Character**: Optativa
- **Professor responsible for the course:** Prof. Patrick O'Malley
- **Visiting Professor:** Carlo Kotska
- **Language:** Inglés
- **Schedule and location**: The course will be delivered in an intensive format every morning from 11:00 am to 14:00 pm from February 22nd to March 5th during two weeks (Check Bullet Calendar for classrooms https://unav-publish.bulletscheduling.com/horarios_diplomas_derecho/calendar). Click on Modules.
- Please note that the schedule is subject to changes due to reasons beyond our control.

RESULTADOS DE APRENDIZAJE (Competencias)

De acuerdo con la Memoria del Grado en Derecho, las competencias que los estudiantes deben llegar a dominar asociadas alas asignatura American Law Program del que forma parte esta asignatura son las siguientes:

Competencias básicas

CB1 -Que los estudiantes hayan demostrado poseer y comprender conocimientos en un área base de la educación secundaria general, y se suele encontrar a un nivel que, si bien se apoya en libros de texto avanzados.

CB2 -Que los estudiantes sepan aplicar sus conocimientos a su trabajo o vocación de una fo la resolución de problemas dentro de su área de estudio.

CB3 -Que los estudiantes tengan la capacidad de reunir e interpretar datos relevantes (norm para emitir juicios que incluyan una reflexión sobre temas relevantes de índole social.

CB4 - Que los estudiantes puedan transmitir información, ideas, problemas y soluciones a un público tanto especializado como no especializado.

CB5 - Que los estudiantes hayan desarrollado aquellas habilidades de aprendizaje necesarias

Competencias generales

CG1 - Poseer un conocimiento general de la disciplina y la metodología jurídicas que permita el ejercicio de actividades de carácter profesional el ámbito del Derecho o la adquisición de los títulos complementarios exigidos por la ley para determinadas actuaciones.

CG2- Expresar y transmitir adecuadamente ideas complejas que permitan comunicar, de m y escrita, soluciones fundadas en Derecho a un público especializado o no.

- CG3- Localizar y gestionar correctamente las fuentes jurídicas, tanto legales, jurisprudencia

Syllabus

- STOCK PURCHASE AGREEMENT
- PURCHASE AND SALE
- REPRESENTATIONS AND WARRANTIES CONCERNING THE CORPORATION
- ADDITIONAL REPRESENTATIONS AND WARRANTIES OF THE SELLER PARTIES
- REPRESENTATIONS AND WARRANTIES OF THE PURCHASER
- COVENANTS
- CLOSING DELIVERABLES
- INDEMNIFICATION
- MISCELLANEOUS

ACTIVIDADES FORMATIVAS

- Las clases son participativas según el método socrático.

The Distribution of the student's workload measured in hours is the following:

Theory in class periods 15 hours

Practical in-class periods 15 hours

Seminars and personal tutoring 10 hours

Evaluation 3 hours

Personal study 40 hours

EVALUACIÓN

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CONVOCATORIA ORDINARIA

Students will be evaluated as set forth below:

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a. Reaction Paper (Take Home) to be discussed in Class – 10% of grade

In the form of a "Memorandum to Managing Partner……"in relation to the Offer Letter for an acquisition transaction (not more than 500 words)

Handed out in first week and returned after weekend so that students can get feedback prior to the negotiation exercise.

b. Participation in Class – 10% of grade

c. Negotiation Exercise in Class – 20% of grade

During second week: Prepare a mark up of deal document and send to other side (back and forth over a number of days); NDA; Engagement Letter; Binding Offer; SPA

d. Written Exam in Class (after course has ended) – 60% of grade

In class (2-2.5 hrs) in the weeks following the end of the course (date TBD) Mark up of certain sections of course documents (e.g. SPA) (circa 1 hr.) Multiple choice (circa 20 min)

Preparation of a "Memorandum to Managing Partner…." related to one of the agreements analyzed in the course (not more than 500 words) (circa 1 hr.)

- Final Exam: The final exam will be three hours and will be given during the time scheduled by the law school.

CONVOCATORIA EXTRAORDINARIA

1. Final written Exam (after course has ended) – 100% of grade: Closed-book multiple choice questions (circa 20 min) and open-book/notes essay questions with no electronic devices *of certain sections of course documents (e.g. SPA)* (circa 1 hr.) *Preparation of a "Memorandum to Managing Partner…." related to one of the agreements analyzed in the course (not more than 500 words*) (circa 1 hr.)

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HORARIOS DE ATENCIÓN

- Please contact Prof. Carlo Kotska via email for an appointment at carlokostka@gmail.com

BIBLIOGRAFÍA Y RECURSOS

- Handouts to be found in the Reading Materials in Adi.