James Manzione

Partner

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New York



James Manzione is a partner in the New York office of Gibson Dunn and is a member of the firm's Tax Practice Group.

James focuses his practice on tax matters involving investment funds and real estate, including related financing and mergers and acquisitions. James has extensive experience advising funds (including funds of funds), real estate developers, public and private real estate investment trusts (REITs), sponsors, managers, general partners (GPs), limited partners, secondary market participants, family offices, portfolio companies, international investors (including sovereign wealth funds), and tax-exempt investors in connection with the tax aspects of a full range of transactions and planning opportunities. He has particular depth in fund formation, GP stakes deals, and continuation funds and other secondary transactions, as well as in advising umbrella partnership real estate investment trusts (UPREITs) and their investors (including in connection with Delaware Statutory Trust Syndicated Section 1031 exchanges).

James received his Juris Doctor, *cum laude*, from New York University School of Law. He also earned a Master of Laws in Taxation from New York University. He received his Bachelor of Arts with distinction from the University of Michigan.

James is admitted to practice in the State of New York.

Representative Transactions*

- Several of the largest private equity funds of funds in connection with various transactions, with aggregate value exceeding $50 billion.
- One of the largest public REITs in connection with the tax aspects of various securities offerings, joint ventures, acquisitions, and dispositions, with aggregate value exceeding $10 billion.
- One of the largest NYC-based real estate developers in connection with the tax aspects of various joint ventures, acquisitions, and dispositions, with aggregate value exceeding $10 billion.
- One of the largest private equity funds in connection with the tax aspects of various mergers and acquisitions involving entertainment industry companies, with aggregate value exceeding $5 billion.
- Numerous funds, general partners, and investors in connection with the tax aspects of various secondary, GP stakes, and continuation transactions.
- Numerous investors and issuers in connection with the tax aspects of preferred equity and mezzanine financings.
- Numerous funds, general partners, and investors in connection with the tax aspects of fund formation and investment matters.

Capabilities

Tax
Investment Funds
Mergers and Acquisitions
Private Equity
Real Estate
Real Estate Investment Trust (REIT)

Credentials

Education

New York University - 2020 Master of Laws (LL.M.)
New York University - 2016 J.D., cum laude
University of Michigan - 2012 Bachelor of Arts

Admissions

New York Bar

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- Numerous funds and general partners in connection with the tax aspects of the acquisition and disposition of portfolio companies.
- Numerous issuers, underwriters, borrowers, and lenders in connection with the tax aspects of various capital markets and credit transactions, including workouts, bankruptcy, and foreclosures.
- Numerous real estate sponsors and investors in connection with the tax aspects of various funds, joint ventures, acquisitions, and dispositions, including the acquisition and disposition of REIT shares.
- Numerous tenant-in-common (TIC) and Delaware statutory trust (DST) sponsors in connection with the tax aspects of their transactions, including with respect to roll-up transactions.
- Numerous non-US investors in connection with effectively connected income (ECI) and commercial activities income (CAI) planning, including with respect to investments in private REITs and leveraged blockers.
- Numerous tax-exempt investors in connection with unrelated business taxable income (UBTI) planning, including with respect to investments in "fractions rule" joint ventures and participating debt.
- Numerous REITs and regulated investment companies (RICs) in connection with tax compliance matters.
- Numerous public charities and private foundations in connection with tax compliance matters.

Publications

- "The Tax Lawyer's Guide to LP Secondaries," *Tax Notes Federal*, May 26, 2025
- "Real Estate Dequity Investments: Tax Choices and Consequences," *Tax Notes Federal*, March 20, 2023
- "Real Estate Partnerships: The Basics and Some Technical Stuff," *Tax Notes Federal*, November 23, 2020

** Includes representations prior to James's association with Gibson Dunn.*

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