

## FINANCIAL POISE WEBINAR ONE SHEET PRIVATE COMPANY M&A BOOT CAMP 2020

### ABOUT THIS SERIES

Corporate transactions (or “deals”) include many types of transactions. Viewed broadly, a deal can be a very small matter such as drafting a purchase order, a non-compete agreement, or myriad other single purpose agreements necessary to document a legal relationship between two parties and extend to large multi-national acquisitions and financings. One of the most significant types of transactions a company can enter into, however, and the type that is commonly thought of as needing a “deal” lawyer, is a Mergers and Acquisitions transaction.

M&A (mergers and acquisitions), viewed broadly, includes buying or selling all or part of a business or company, as well as business *combinations*, such as mergers. Such “deal” work commonly requires attorneys, accountants, intermediaries (i.e. investment bankers and business brokers) to work together.

This 2019 PRIVATE COMPANY M & A BOOT CAMP webinar series features leading M&A attorneys and other deal professionals speaking about *private* company M&A in roughly chronological order, guiding the audience through a conversation that spans from deal origination, the LOI (letter-of-intent) or term sheet, due diligence, document drafting and negotiation, closing, and post-closing. Issues addressed include tax planning and structure; corporate governance; negotiating deal points and common pitfalls and challenges; closing conditions; representations and warranties; indemnification provisions; earn-outs; restrictive covenants; antitrust; intellectual property; and employment. While many of the topics covered apply also to public company M&A, the focus of this webinar series is on M&A involving a privately owned company or business.

As with every Financial Poise Webinar, each episode is delivered in Plain English understandable to you even if you don’t have a background in this area. And, as with every Financial Poise Webinar, each episode brings you into an engaging, sometimes humorous, conversations designed to entertain as it teaches. Each episode in the series is designed to be viewed independently of the other episodes

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so that participants will enhance their knowledge of the subject area whether they attend one, some, or all episodes.

### **About Episode #1**

#### **Structuring and Planning the M&A Transaction**

July 23, 2020 at 2:00 PM CST

There is an old carpenters' expression, "measure twice, cut once." M&A work is just one of many areas in business and law where this expression resonates. Buyers and sellers, like chess players anticipating many moves in advance, should envision and plan the route to get a deal done, including anticipated detours, at the onset of the transaction.

This webinar discusses the similarities and differences between basic M&A transaction structures; purchase price payment concerns; the most common issues that arise in the early stages of M&A transactions of all kinds; the relationship between ostensibly unrelated sections of an M&A agreement; and transaction timeline. One focus of this episode is a threshold question in many deals: whether the buyer will buy equity or assets. This episode will, in summary form, cover many of the issues discussed in greater depth in subsequent episodes.

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### **About Episode #2**

#### **Key Provisions in M&A Agreements**

September 3, 2020 at 2:00 PM CST

Although every deal is different, understanding any purchase/sale agreement will help you understand other purchase sale agreements. Stated another way, most M&A documents include a similar set of sections and use a similar vocabulary. This episode explains specific, common provisions and discusses how buyers and sellers approach these provisions differently, particularly in light of situational differences (e.g. whether the assets being bought and sold are equity of a company or the assets of a company; whether the seller is going to cease to exist or not). Topics covered will include tax issues;

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corporate governance; closing conditions; representations and warranties; indemnification provisions; earn-outs; restrictive covenants; antitrust; intellectual property; and employment issues.

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### **About Episode #3**

#### **The M&A Process**

October 1, 2020 at 2:00 PM CST

Buying, selling, or merging a company typically follows a similar set of steps from deal to deal. The amount of time each step takes varies but the order of the steps is fairly uniform because the steps follow a certain logic: before the parties share meaningful information, they should sign a confidentiality agreement (a/k/a “non-disclosure agreement,” or “NDA”); once a baseline amount of information is known by the would-be buyer, it commonly presents a letter of intent or term sheet to the target or its owner, which serves as an outline for a deal but does not necessarily bind the parties to consummate the transaction; additional due diligence and the negotiation, drafting and signing of definitive documents comes next. The parties then obtain any needed regulatory and/or contractual third party approvals; followed by closing; and finally by post-closing tasks. This webinar will discuss all these steps from a macro perspective so that you can see the forest for the trees, but does not do a deep dive into any single topic. Think of this webinar as a road map or timeline for a typical deal.

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#### **About Episode #4**

##### **Post-Closing Issues: Integration & Potential Buyer/Seller Disputes**

November 5, 2020 at 2:00 PM CST

The deal is complete, and the parties have finished the hard work. Or have they? Integration planning turns to execution as people, process, and technology are combined once the deal is legally closed. The buyer will need to consider the purchased business or assets from the standpoint of employees, IT, customers, suppliers, and a multitude of other areas. In addition, numerous post-closing legal issues may arise, including purchase price adjustments, breaches of representations and warranties, enforcement of key negative employment-related covenants and restrictive covenants, collection of pre-closing accounts receivable, and true-ups of final financials. This episode guides listeners through the process, timing, and issues which most commonly arise after the closing of deals.

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#### **About Episode #5**

##### **Negotiating an M&A Deal**

December 3, 2020 at 2:00 PM CST

Negotiating over terms of a buy/sell (i.e. an M&A) deal requires both knowledge of the law and of the “market.” This webinar involves the panelists engaging in mini negotiations over a variety of deal terms that commonly are negotiated heavily. Listen in as a buyer and seller haggle over representations, warranties, indemnification, hold-backs, and a host of other hotly negotiated contract provisions.

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