

contents

Preface	ix
Acknowledgments	xi
CHAPTER 1 Introduction	1
<hr/>	
CHAPTER 2 The Players	7
<hr/>	
The Buyer	7
The Seller	11
Investors/Owners	14
Corporate Staff	23
Advisors	31
Regulators	41
Others	44
CHAPTER 3 Decision to Buy or Sell	51
<hr/>	
Reasons to Buy	52
Choosing to Sell	67
CHAPTER 4 Buyer's Preparation for the Deal	83
<hr/>	
Developing a Strategy	83
Building a Capability	87
Devising a Process	93
Planning the Message	101
CHAPTER 5 Seller's Preparation for the Deal	105
<hr/>	
Building a Capability	105
Making the Business Most Sellable: Cleaning It Up	108
Setting Expectations with Constituents	131

CHAPTER 6	Deal Process	137
	Determining the Universe of Buyers	138
	Making the Approach	139
	One-on-One Negotiation	141
	Formal Auction	145
	Informal Auction	149
	Bankruptcy Auction	150
	Direct versus Proxy	151
	Relative Positions of Power	152
CHAPTER 7	Due Diligence	153
	Building a Team	154
	What the Buyer Wants to Know	166
CHAPTER 8	Valuation	191
	Standard Valuation Methods	192
	Pro Forma: Finding and Splitting the Upside	211
	Getting the Valuation and Pro Forma Done	221
CHAPTER 9	Integration Planning	235
	Dedicating Resources	236
	Linking Due Diligence to Integration Planning and Execution	237
	Key Integration Issues	238
CHAPTER 10	Financing Issues	251
	Cost of Capital	251
	Lost Opportunities	261
	Financing Contingency: “Bird in the Hand”	262
CHAPTER 11	Closing the Deal and After	265
	How Is a Deal Closed?	265
	Other Signing and Closing Events	268
	Postclosing Issues	272
	Integration and Look Back (the Postmortem)	272
Appendix A	Standard Form Deliverables During a Strategic Transaction Example	275

Appendix B	Due Diligence Report Table of Contents	277
Appendix C	Standard Deal Process Checklist Example	279
Appendix D	Standard Approval Process Example	281
Appendix E	Approval of a Strategic Transaction: Key Topics in Presentation	283
Appendix F	Generic Valuation Exercise	285
Appendix G	Generic Acquisition Term Sheet for Acquisition by Public Buyer of Privately Held Target	287
Appendix H	Generic Investment Term Sheet	293
Index		295

