Contents

Additional Resources xiii
About the Authors xv
Foreword xvii
Acknowledgments xix

INTRODUCTION 1
Structure of the Book 3
Part One: Valuation (Chapters 1–3) 3
Part Two: Leveraged Buyouts (Chapters 4 & 5) 5
Part Three: Mergers & Acquisitions (Chapters 6 & 7) 6
ValueCo Summary Financial Information 8

PART ONE 11
Valuation

CHAPTER 1 13
Comparable Companies Analysis
Summary of Comparable Companies Analysis Steps 14
Step I. Select The Universe of Comparable Companies 17
Study the Target 17
Identify Key Characteristics of the Target for Comparison Purposes 18
Screen for Comparable Companies 22
Step II. Locate The Necessary Financial Information 23
SEC Filings: 10-K, 10-Q, 8-K, and Proxy Statements 24
Equity Research 25
Press Releases and News Runs 26
Financial Information Services 26
Summary of Financial Data Primary Sources 27
Step III. Spread Key Statistics, Ratios, and Trading Multiples 28
Calculation of Key Financial Statistics and Ratios 28
Supplemental Financial Concepts and Calculations 42
Calculation of Key Trading Multiples 47
### Step IV. Benchmark the Comparable Companies
- Benchmark the Financial Statistics and Ratios
- Benchmark the Trading Multiples

### Step V. Determine Valuation
- Valuation Implied by EV/EBITDA
- Valuation Implied by P/E

### Key Pros and Cons

### Illustrative Comparable Companies Analysis for ValueCo
- Step I. Select the Universe of Comparable Companies
- Step II. Locate the Necessary Financial Information
- Step III. Spread Key Statistics, Ratios, and Trading Multiples
- Step IV. Benchmark the Comparable Companies
- Step V. Determine Valuation

### Bloomberg Appendix

---

### CHAPTER 2

#### Precedent Transactions Analysis

Summary of Precedent Transactions Analysis Steps
- Step I. Select the Universe of Comparable Acquisitions
  - Screen for Comparable Acquisitions
  - Examine Other Considerations
- Step II. Locate the Necessary Deal-Related and Financial Information
  - Public Targets
  - Private Targets
  - Summary of Primary SEC Filings in M&A Transactions
- Step III. Spread Key Statistics, Ratios, and Transaction Multiples
  - Calculation of Key Financial Statistics and Ratios
  - Calculation of Key Transaction Multiples
- Step IV. Benchmark the Comparable Acquisitions
- Step V. Determine Valuation

### Key Pros And Cons

### Illustrative Precedent Transaction Analysis for ValueCo
- Step I. Select the Universe of Comparable Acquisitions
- Step II. Locate the Necessary Deal-Related and Financial Information
- Step III. Spread Key Statistics, Ratios, and Transaction Multiples
- Step IV. Benchmark the Comparable Acquisitions
- Step V. Determine Valuation

### Bloomberg Appendix

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### CHAPTER 3

#### Discounted Cash Flow Analysis

Summary of Discounted Cash Flow Analysis Steps
- Step I. Study the Target and Determine Key Performance Drivers
  - Study the Target
  - Determine Key Performance Drivers
- Step II. Project Free Cash Flow
  - Considerations for Projecting Free Cash Flow
Primary Exit/Monetization Strategies 202
  Sale of Business 202
  Initial Public Offering 203
  Dividend Recapitalization 203
  Below Par Debt Repurchase 203
LBO Financing: Structure 204
LBO Financing: Primary Sources 207
  Bank Debt 207
  High Yield Bonds 211
  Mezzanine Debt 213
  Equity Contribution 214
LBO Financing: Selected Key Terms 217
  Security 217
  Seniority 217
  Maturity 219
  Coupon 219
  Call Protection 220
  Covenants 221
  Term Sheets 224
LBO Financing: Determining Financing Structure 227
Bloomberg Appendix 232

CHAPTER 5
LBO Analysis 235
  Financing Structure 235
  Valuation 235
Step I. Locate and Analyze the Necessary Information 238
Step II. Build the Pre-LBO Model 238
  Step II(a): Build Historical and Projected Income Statement through EBIT 239
  Step II(b): Input Opening Balance Sheet and Project Balance Sheet Items 242
  Step II(c): Build Cash Flow Statement through Investing Activities 244
Step III. Input Transaction Structure 247
  Step III(a): Enter Purchase Price Assumptions 247
  Step III(b): Enter Financing Structure into Sources and Uses 249
  Step III(c): Link Sources and Uses to Balance Sheet Adjustments Columns 251
Step IV. Complete the Post-LBO Model 256
  Step IV(a): Build Debt Schedule 256
  Step IV(b): Complete Pro Forma Income Statement from EBIT to Net Income 265
  Step IV(c): Complete Pro Forma Balance Sheet 268
  Step IV(d): Complete Pro Forma Cash Flow Statement 270
Step V. Perform LBO Analysis 272
  Step V(a): Analyze Financing Structure 272
  Step V(b): Perform Returns Analysis 274
  Step V(c): Determine Valuation 278
Part Three

Mergers & Acquisitions

Chapter 6

Sell-Side M&A

Auctions

Organization and Preparation

Identify Seller Objectives and Determine Appropriate Sale Process

Perform Sell-Side Advisor Due Diligence and Preliminary

Valuation Analysis

Select Buyer Universe

Prepare Marketing Materials

Prepare Confidentiality Agreement

First Round

Contact Prospective Buyers

Negotiate and Execute Confidentiality Agreement with Interested Parties

Distribute Confidential Information Memorandum and Initial Bid Procedures Letter

Prepare Management Presentation

Set up Data Room

Prepare Stapled Financing Package

Receive Initial Bids and Select Buyers to Proceed to Second Round

Valuation Perspectives—Strategic Buyers vs. Financial Sponsors

Second Round

Conduct Management Presentations

Facilitate Site Visits

Provide Data Room Access

Distribute Final Bid Procedures Letter and Draft Definitive Agreement

Receive Final Bids

Negotiations

Evaluate Final Bids

Negotiate with Preferred Buyer(s)

Select Winning Bidder

Render Fairness Opinion

Receive Board Approval and Execute Definitive Agreement

Closing

Obtain Necessary Approvals
<table>
<thead>
<tr>
<th>Section</th>
<th>Page</th>
</tr>
</thead>
<tbody>
<tr>
<td>Shareholder Approval</td>
<td>322</td>
</tr>
<tr>
<td>Financing and Closing</td>
<td>324</td>
</tr>
<tr>
<td>Negotiated Sale</td>
<td>325</td>
</tr>
<tr>
<td>Bloomberg Appendix</td>
<td>327</td>
</tr>
<tr>
<td><strong>CHAPTER 7</strong></td>
<td></td>
</tr>
<tr>
<td><strong>Buy-Side M&amp;A</strong></td>
<td>331</td>
</tr>
<tr>
<td>Buyer Motivation</td>
<td>332</td>
</tr>
<tr>
<td>Synergies</td>
<td>333</td>
</tr>
<tr>
<td>Cost Synergies</td>
<td>334</td>
</tr>
<tr>
<td>Revenue Synergies</td>
<td>334</td>
</tr>
<tr>
<td>Acquisition Strategies</td>
<td>335</td>
</tr>
<tr>
<td>Horizontal Integration</td>
<td>335</td>
</tr>
<tr>
<td>Vertical Integration</td>
<td>335</td>
</tr>
<tr>
<td>Conglomeration</td>
<td>336</td>
</tr>
<tr>
<td>Form of Financing</td>
<td>337</td>
</tr>
<tr>
<td>Cash on Hand</td>
<td>338</td>
</tr>
<tr>
<td>Debt Financing</td>
<td>338</td>
</tr>
<tr>
<td>Equity Financing</td>
<td>339</td>
</tr>
<tr>
<td>Debt vs. Equity Financing Summary—Acquirer Perspective</td>
<td>340</td>
</tr>
<tr>
<td><strong>Deal Structure</strong></td>
<td></td>
</tr>
<tr>
<td>Stock Sale</td>
<td>340</td>
</tr>
<tr>
<td>Asset Sale</td>
<td>343</td>
</tr>
<tr>
<td>Stock Sales Treated as Asset Sales for Tax Purposes</td>
<td>346</td>
</tr>
<tr>
<td>Section 338 Election</td>
<td>346</td>
</tr>
<tr>
<td>338(h)(10) Election</td>
<td>346</td>
</tr>
<tr>
<td><strong>Buy-Side Valuation</strong></td>
<td></td>
</tr>
<tr>
<td>Football Field</td>
<td>348</td>
</tr>
<tr>
<td>Analysis at Various Prices</td>
<td>352</td>
</tr>
<tr>
<td>Contribution Analysis</td>
<td>353</td>
</tr>
<tr>
<td><strong>Merger Consequences Analysis</strong></td>
<td></td>
</tr>
<tr>
<td>Purchase Price Assumptions</td>
<td>355</td>
</tr>
<tr>
<td>Balance Sheet Effects</td>
<td>360</td>
</tr>
<tr>
<td>Accretion/(Dilution) Analysis</td>
<td>365</td>
</tr>
<tr>
<td>Acquisition Scenarios—I) 50% Stock / 50% Cash; II) 100% Cash; and III) 100% Stock</td>
<td>368</td>
</tr>
<tr>
<td><strong>Illustrative Merger Consequences Analysis for the BuyerCo / ValueCo Transaction</strong></td>
<td>373</td>
</tr>
<tr>
<td>Bloomberg Appendix</td>
<td>394</td>
</tr>
<tr>
<td><strong>Afterword</strong></td>
<td>397</td>
</tr>
<tr>
<td><strong>Bibliography and Recommended Reading</strong></td>
<td>399</td>
</tr>
<tr>
<td><strong>Index</strong></td>
<td>405</td>
</tr>
</tbody>
</table>