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# Mergers and Acquisitions from A to Z

ANDREW J. SHERMAN

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ANDREW J. SHERMAN

# MERGERS & ACQUISITIONS

FROM A TO Z

Third Edition

- Best practices for structuring profitable deals during turbulent markets
- Effective ways to raise the capital needed to get deals done
- New due diligence rules and strategies in the age of Sarbanes-Oxley
- Guidelines for keeping deals on track and managing post-closing challenges
- Valuable tools, checklists, and sample forms

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**ANDREW J. SHERMAN : Mergers and Acquisitions from A to Z** before purchasing it in order to gage whether or not it would be worth my time, and all praised Mergers and Acquisitions from A to Z:

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of 0 people found the following review helpful. It has been easy to read so far By Bernie C. It has been easy to read so far. Granted I don't know much about MA so I can't comment on accuracy of concepts, but seems solid.

Mergers and acquisitions represent a successful growth strategy for many companies, but, while potentially profitable, MA transactions are complex and often risky. Covering the latest trends, developments, and best practices for the post-Madoff era, this comprehensive, hands-on resource walks readers through every step of the process, offering practical advice for keeping deals on track and ensuring postclosing integration success. Filled with case studies and war stories illustrating what works and why, the third edition of *Mergers and Acquisitions from A to Z* offers valuable tools, checklists, and sample documents, providing crucial guidance on: preparing for and initiating the deal; regulatory considerations; due diligence; deal structure; valuation and pricing; and financing even during turbulent market conditions. MA transactions can quickly spell a company's doom if they are not conceived and executed carefully, legally, and sensibly. This is the classic guide to mergers and acquisitions, now completely updated for today's market.

""Mergers Acquisitions from A to Z is a comprehensive, straightforward, authoritative, and surprisingly reader-friendly how-and-whether-to-do-it handbook on acquiring, selling, and merging companies. It includes everything you need to know. It contains all the questions to ask, the factors to consider in deciding whether and when to buy or sell and how to weigh them, the checklists to create, and the pitfalls to guard against. The absence of unnecessary jargon is as refreshing as the material is enlightening."" -- Joel L. Fleishman, Professor of Law and Public Policy, Terry Sanford Institute of Public Policy, Duke University ""Mergers Acquisitions from A to Z is a must-read for every entrepreneur driving a fast-growth company. The authors' characterization of the latest trends and best practices empower the deal maker with the ability to see around the corner and sidestep disaster."" -- Richard T. Cole, CEO, Geeks On Call America, Inc. ""As an attorney, there is no better resource for a dealmaker than Andrew Sherman. [He is] a highly rated instructor for our MA certification program at NYU, [and] his book should be made required reading for every middle-market transaction advisor."" -- Michael R. Nall, CPA, CMA, Founder, Alliance of Merger Acquisition Advisors ""This book is a treasure trove of very useful information for both buyers and sellers in corporate mergers acquisitions. [The authors have] kept the pace moving by providing just the right information. It is extremely well written with examples and tools that buyers and sellers can use right out of the box as they firm up their MA strategies. I highly recommend this book as a key ingredient for any corporate MA department."" -- Shiv Krishnan, President CEO, INDUS Corporation ""Sherman and Hart have done a terrific job assembling and synthesizing the basic, yet critical, issues to be aware of before/during/after the deal. A well-rounded, up-to-date primer filled with pragmatic information that will serve as an excellent reference regardless the reader's MA experience."" -- Edward J. Hayes, Jr. Executive Vice President and Chief Financial Officer Quantum Corporation ""After reading Andrew's book, it became clear that his insight and processes assist entrepreneurs looking to expand their businesses. Andrew's book offers guidance for non-U.S.-based businesses considering mergers and acquisitions in the United States."" -- Nancye Miller, CEO, the Entrepreneurs' Organization" From the Inside Flap The power your company can generate in concert with another is immense. But mergers and acquisitions are incredibly complicated, involving issues ranging from valuation and deal structure to tax and securities laws. And things have only gotten more complicated in the increasingly global, post-Madoff era. A comprehensive, hands-on resource; now fully revised and updated; the third edition of *Mergers and Acquisitions from A to Z* shows you how to get MA deals done right. Containing valuable tools, checklists, and sample documents, the book spells out the latest trends and developments in middle-market MA best practices, and walks you through every step of the deal, from preliminary considerations to due diligence, through each and every piece of necessary documentation, all the way to closing. The book explains key market conditions and trends, how to understand and take into consideration the motivations of each party, and ways to evaluate possible alternative paths to achieving growth goals and objectives. Written in an easy-to-read, easy-to-understand, nontechnical voice, and presenting creative strategies for structuring and financing MA transactions during turbulent market conditions, this long-trusted guide reveals how to boost both the immediate financial position and the long-term outlook for your organization. The book provides a thorough overview of the entire process, showing you how to:

- Prepare for and initiate the deal, understanding both the buyer's and seller's perspective on the transaction
- Create a letter of intent, as well as understanding which kind to use (binding, nonbinding, or hybrid)
- Conduct up-to-the-minute due diligence in line with the Sarbanes-Oxley Act, performing a thorough legal, financial, and operational analysis, as well as identifying and quantifying areas of concern
- Take into account regulatory considerations, such as environmental, antitrust, securities, and others, as well as those specific to your industry
- Structure the deal with a proper understanding of the profound effects the transaction will have on your organization's taxes, shareholders, accounting, and other financial considerations
- Determine which valuation methods to use and why the established value is only one component in calculating the actual purchase price
- Obtain financing even under turbulent market conditions, and decide if seller financing, venture capital, securities, or other alternatives are the proper choice for your transaction

Illustrating what works and why with case

studies and war stories, the book brings you up to speed on the essential steps and guidelines behind well-executed MA transactions. Whether you're a novice or a veteran to the complex world of mergers and acquisitions, this book ensures that you have a thorough understanding of the latest key economic trends and market conditions that may affect your deal and gives you the assurance you need to get the deal done smoothly and ensure post-transaction success. Andrew Sherman is a partner in the MA department at Jones Day, a global law firm with over 2,500 lawyers in 40 capital markets finance centers. He is internationally recognized as an authority on the legal and strategic issues of growing companies and on mergers and acquisitions in the middle market. An adjunct professor in the MBA programs at Georgetown and the University of Maryland, he is the author of *Raising Capital and Franchising and Licensing*. From the Back Cover MA transactions can quickly spell a company's doom if they aren't conceived and executed carefully, legally, and sensibly. This classic, comprehensive guide to mergers and acquisitions—now completely updated for today's market—provides you with a thorough understanding of the latest trends and developments in MA best practices. Packed with essential tools, checklists, sample forms, and insights, this is the one guide you need to clearly take you through the entire process of any merger or acquisition.

**Advance Praise for *Mergers Acquisitions from A to Z*:** "Andrew J. Sherman's *Mergers Acquisitions from A to Z* is a thorough update of the prior two editions, and considers the many ways MA has been affected by the current economic environment. I found his book to be very well written, clear, concise, and quite complete. He provides great checklists and excellent sample documents to help walk the buyer, seller, and their advisors through the steps in putting together the right deal to make sure it's a win/win for both the buyer and seller. Importantly, Sherman addresses the many MA teams critical to a successful transaction and the vital role each plays. He clearly illustrates why no one should go it alone without proper professional support, documenting primary issues which can arise during due diligence, any of which could kill the deal. All together, I found Sherman's book to be an excellent resource, an eye-opener, useful for MA professionals at all experience levels, and highly recommend this read." — Parnell Black, MBA, CPA, CVA, NACVA's Chief Executive Officer

"As prolific a writer as Andrew Sherman is, he always substantially contributes to and enhances the MA literature and canon when he picks up his pen. This is a must-read for anyone contemplating an MA transaction or advising on one." — Dennis J. Roberts, Chairman, The Middle Market Investment Banking Association and author of *An Insider's Guide to the Purchase and Sale of Middle Market Business Interests* "A comprehensive, straightforward, authoritative, and surprisingly reader-friendly how-and-whether-to-do-it handbook on acquiring, selling, and merging companies. It includes everything you need to know. It contains all the questions to ask, the factors to consider in deciding whether and when to buy or sell and how to weigh them, the checklists to create, and the pitfalls to guard against. The absence of unnecessary jargon is as refreshing as the material is enlightening." — Joel L. Fleishman, Professor of Law and Public Policy, Terry Sanford Institute of Public Policy, Duke University "This is a very useful book for the corporate, small business, or start-up manager who must quickly come up to speed on what's involved in acquiring another company or being acquired." — John Taylor, Senior Vice President, National Venture Capital Association