

Private Asset Acquisitions

- Structuring and Planning Private Asset Deals
- Preliminary Agreements in Private M&A Deals
- Due Diligence
- Asset Purchase Agreement
- Ancillary Agreements in Asset Deals
- Signing and Closing Private M&A Deals

Private Stock Acquisitions

- Structuring and Planning Private Stock Acquisitions
- Preliminary Agreements in Private M&A Deals
- Due Diligence
- Stock Purchase Agreement
- Ancillary Agreements in Stock Deals
- Signing and Closing Private M&A Deals

Private Mergers

- Structuring and Planning Private Mergers
- Preliminary Agreements in Private M&A Deals
- Due Diligence
- Merger Agreement
- Ancillary Agreements in Mergers
- Signing and Closing Private M&A Deals

Public Company Mergers & Acquisitions

- Structuring and Planning Public Company M&A Deals
- Preliminary Agreements in Public M&A Deals
- Due Diligence
- Public Merger Agreement
- Ancillary Agreements in Public M&A Deals
- Signing and Closing Public M&A Deals

Joint Ventures

- Structuring and Planning Joint Ventures
- Preliminary Agreements in Joint Ventures
- Due Diligence in Joint Ventures
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- Conveying Assets to the Joint Venture
- Operating the Joint Venture

Private Equity M&A: Leveraged Buyouts

- Introduction to Private Equity M&A
- Structure of Private Equity Investments
- Management Incentives
- Control and Liquidity Rights in Private Equity M&A Deals
- Terms Related to Financing Private Equity M&A Deals
- Capital Structure of a Portfolio Company
- Exiting a Private Equity Investment

Minority Securityholder Rights

- Protecting Minority Securityholder Rights

Tender Offers

- Introduction to Tender Offers
- Benefits and Drawbacks of Two-Step Acquisitions
- Section 251(h) of the Delaware General Corporation Law
- Getting to 90 Percent Ownership in the Tender Offer
- The Two-Step Acquisition Process

Hostile Takeovers & Shareholder Activism

- Hostile Takeovers
- Shareholder Activism

Divestitures of Divisions and Subsidiaries

- Structuring and Planning a Divestiture
- Sales of Divisions and Subsidiaries
- Equity Carve Outs
- Spin-Offs

IP in M&A and Joint Ventures

- Acquiring IP Assets
- IP Due Diligence
- IP in JVs & Joint Development Agreements

Environmental in M&A

- Environmental Law Issues in Mergers & Acquisitions

Tax Implications of M&A Transactions

- Structuring and Planning to Maximize Tax Benefits
- Taxable Transactions
- Tax-Free Acquisitions
- Bootstrap Acquisitions
- International Tax Issues
- Post-Acquisition Tax Concerns

Section 363 Asset Sales

- Comparison of 363 Sales with Out-of-Court Sales
- Comparison of a 363 Sale with a Plan of Reorganization
- Types of Assets that Can Be Sold in Bankruptcy
- Court Guidelines
- Sale Process
- Sales Free and Clear
- Sales to Insiders
- Special Assets
- Credit Bidding
- Papering the Transaction
- Post-Sale Issues

Going Private Transactions

- Introduction/Reasons for Going Private
- Structuring Going Private Transactions
- Rule 13e-3
- Fiduciary Duties in Going Private Transactions
- Procedural Safeguards in Going Private Transactions

PIPE Offerings

- PIPE Transactions

M&A by Industry

- Specialty Finance M&A
- Life Sciences M&A
- Technology M&A
- Insurance M&A

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- Arbitration
- Appointment of Seller Representative
- Break-Up Fee/Termination Fee
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- Indemnification
- Knowledge Qualifiers
- No-Shop and Go-Shop
- Non-Compete, Non-Solicitation and Non-Disparagement Covenants
- Pro and Anti Sandbagging
- Representations and Warranties Insurance
- Sarbanes-Oxley Act Representation
- Severability
- Stock as Purchase Price Consideration
- Working Capital Adjustments

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- Antitrust Issues in Mergers & Acquisitions

M&A Auctions

- Auctions in Mergers & Acquisitions

Employment and Executive Compensation Issues in M&A

- Executive Employment Agreements
- Types of Executive Compensation
- Executive Separation Agreements and Severance Plans
- Executive Compensation in M&A
- Disclosure
- Unions in M&A
- Employee Benefits in M&A

International Considerations—Mergers & Acquisitions

- Albania
- Argentina
- Australia
- Austria
- Belgium
- Bermuda
- Bolivia
- Brazil
- Bulgaria
- Canada
- Cayman Islands
- Chile
- China
- Colombia
- Croatia
- Czech Republic
- Denmark
- Dominican Republic
- France
- Georgia
- Germany
- Ghana
- Greece
- Hong Kong
- Hungary
- India
- Indonesia
- Italy
- Japan
- Kazakhstan
- Kenya
- Korea
- Kuwait

- Kyrgyzstan
- Latvia
- Lithuania
- Luxembourg
- Macedonia
- Malaysia
- Malta
- Mexico
- Morocco
- Nigeria
- Norway
- Pakistan
- Peru
- Poland
- Romania
- Russia
- Saudi Arabia
- Serbia
- Singapore
- Slovenia
- South Africa
- Switzerland
- Tajikistan
- Thailand
- Turkey
- Ukraine
- United Arab Emirates
- United Kingdom
- Uzbekistan
- Venezuela
- Vietnam
- Zambia

International Considerations—Merger Control

- Albania
- Argentina
- Australia
- Austria
- Bangladesh
- Belarus
- Belgium
- Bolivia
- Bosnia & Herzegovina
- Brazil
- Bulgaria
- Canada
- Chile
- China
- Colombia
- COMESA
- Croatia
- Cyprus
- Czech Republic
- Denmark
- Egypt
- Estonia
- European Union
- Faroe Islands
- Finland
- France
- Germany
- Greece
- Greenland
- Hong Kong
- Hungary
- Iceland
- India
- Indonesia
- Ireland
- Israel
- Italy
- Japan
- Kenya
- Korea
- Liechtenstein
- Luxembourg
- Macedonia
- Malta
- Mexico
- Morocco
- Namibia
- Netherlands
- New Zealand
- Nigeria
- Norway
- Poland
- Portugal
- Romania
- Russia
- Saudi Arabia
- Serbia
- Singapore
- Slovakia
- Slovenia

- South Africa
- Spain
- Swaziland
- Sweden
- Switzerland
- Taiwan
- Thailand
- Turkey
- Ukraine
- United Kingdom
- Uruguay
- Uzbekistan
- Venezuela
- Zambia

International Considerations—Private Equity Transactions

- Argentina
- Australia
- Austria
- Belgium
- Brazil
- Canada
- Cayman Islands
- Chile
- China
- Denmark
- France
- Germany
- India
- Indonesia
- Japan
- Korea
- Mexico
- Russia
- Singapore
- Slovenia
- South Africa
- Sweden
- Switzerland
- Taiwan
- Turkey
- United Kingdom

Business Issues in M&A

- Representing the Buyer
- Representing the Seller
- Advising Buyers and Sellers in the Due Diligence Process
- Advising the Target of a Hostile Takeover

Business Corporations

- Business Corporations (General)
- Delaware
- Alabama
- Arizona
- Arkansas
- California
- Colorado
- Connecticut
- District of Columbia
- Florida
- Georgia
- Illinois
- Indiana
- Kentucky
- Louisiana
- Maryland
- Massachusetts
- Michigan
- Minnesota
- Mississippi
- Missouri
- Nevada
- New Jersey
- New Mexico
- New York
- North Carolina
- Ohio
- Oregon
- Pennsylvania
- South Carolina
- Tennessee
- Texas

Mergers & Acquisitions Table of Contents (continued)

- Utah
 - Virginia
 - Washington
 - Wisconsin
- Limited Liability Companies**
- Limited Liability Companies (General)
 - Delaware Limited Liability Companies
 - Delaware Series Limited Liability Companies
 - Alabama
 - Arizona
 - Arkansas
 - California
 - Colorado
 - Connecticut
 - District of Columbia
 - Florida
 - Georgia
 - Illinois
 - Indiana
 - Kentucky
 - Louisiana
 - Maryland
 - Massachusetts
 - Michigan
 - Minnesota
 - Mississippi
 - Missouri
 - Nevada
 - New Jersey
 - New Mexico
 - New York
 - North Carolina
 - Ohio
 - Oregon
 - Pennsylvania
 - South Carolina
- Tennessee
 - Texas
 - Utah
 - Virginia
 - Washington
 - Wisconsin
- General Partnerships**
- General Partnerships (General)
 - Delaware
 - Alabama
 - Alaska
 - Arizona
 - Arkansas
 - California
 - Colorado
 - Connecticut
 - District of Columbia
 - Florida
 - Georgia
 - Hawaii
 - Idaho
 - Illinois
 - Indiana
 - Iowa
 - Kansas
 - Kentucky
 - Louisiana
 - Maine
 - Maryland
 - Massachusetts
 - Michigan
 - Minnesota
 - Mississippi
 - Missouri
 - Montana
 - Nebraska
 - Nevada
 - New Hampshire
 - New Jersey
 - New Mexico
- New York
 - North Carolina
 - North Dakota
 - Ohio
 - Oklahoma
 - Oregon
 - Pennsylvania
 - Rhode Island
 - South Carolina
 - South Dakota
 - Tennessee
 - Texas
 - Utah
 - Vermont
 - Virginia
 - Washington
 - West Virginia
 - Wisconsin
 - Wyoming
- Limited Partnerships**
- Limited Partnerships (General)
 - Delaware
 - Alabama
 - Alaska
 - Arizona
 - Arkansas
 - California
 - Colorado
 - Connecticut
 - District of Columbia
 - Florida
 - Georgia
 - Hawaii
 - Idaho
 - Illinois
 - Indiana
 - Iowa
 - Kansas
 - Kentucky
 - Louisiana
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 - Maryland
 - Massachusetts
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 - New Hampshire
 - New Jersey
 - New Mexico
 - New York
 - North Carolina
 - North Dakota
 - Ohio
 - Oklahoma
 - Oregon
 - Pennsylvania
 - Rhode Island
 - South Carolina
 - South Dakota
 - Tennessee
 - Texas
 - Utah
 - Vermont
 - Virginia
 - Washington
 - West Virginia
 - Wisconsin
 - Wyoming
- Limited Liability Partnerships**
- Limited Liability Partnerships (General)
 - Delaware
 - Alabama
 - Alaska
 - Arizona
 - Arkansas
 - California
 - Colorado
 - Connecticut
 - District of Columbia
 - Florida
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 - Hawaii
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 - Pennsylvania
 - Rhode Island
 - South Carolina
 - South Dakota
 - Tennessee
 - Texas
 - Utah
 - Vermont
 - Virginia
 - Washington
 - West Virginia
 - Wisconsin
 - Wyoming
- Corporate Housekeeping**
- Corporate Housekeeping (General)
 - Delaware
 - Alabama
 - Arizona
 - Arkansas
 - California
 - Colorado
 - Connecticut
 - District of Columbia
 - Florida
 - Georgia
 - Illinois
 - Indiana
 - Kentucky
 - Louisiana
 - Maryland
 - Massachusetts
 - Michigan
 - Minnesota
 - Mississippi
 - Missouri
 - Nevada
 - New Jersey
 - New Mexico
 - New York
 - North Carolina
 - Ohio
 - Oregon
 - Pennsylvania
 - South Carolina
 - Tennessee
 - Texas
 - Utah
 - Virginia
 - Washington
 - Wisconsin

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More topics coming soon.
 Regularly updated and expanded.

For more information, contact a Transactional Practice Specialist at 800-543-6862.