



Lexis Practice Advisor® Corporate and M&A Table of Contents

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
- M&A Financial Advisors

Joint Ventures

- Structuring and Planning Joint Ventures
- Preliminary Agreements in Joint Ventures
- Due Diligence in Joint Ventures
- Joint Venture Agreement
- 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 Mergers & Acquisitions 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
- Healthcare M&A
- Aerospace & Defense M&A

M&A Provisions

- Arbitration
- Appointment of Seller Representative
- Board and Stockholder Resolutions
- Break-Up Fee/Termination Fee
- Contingent Value Rights
- Disclosure Schedules
- Earn Out
- Equity Rollover Commitments
- Financial Ability Representation
- Financing Conditions
- Indemnification
- Knowledge Qualifiers
- Material Adverse Change
- No-Shop and Go-Shop
- No Undisclosed Liability Representation
- Non-Compete, Non-Solicitation and Non-Disparagement Covenants
- Non-Reliance
- Pricing Collars
- Pro and Anti Sandbagging
- Purchase Price Adjustment Provisions
- Representations and Warranties Insurance
- Sarbanes-Oxley Act Representation
- Severability
- Special Committees
- Stock as Purchase Price Consideration
- Termination

Antitrust in M&A

- 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

Real Estate Investment Trusts

- REIT Qualification
- REIT Transactions

Acquisition Finance

- Sources of Acquisition Financing
- Structural Issues in Acquisition Financing
- Acquisition Financing Commitment Papers

International Considerations

- Mergers & Acquisitions
- Merger Control
- Private Equity Transactions
- Private Equity Fund Formation
- Acquisition Finance
- Tax on Inbound Investment
- Corporate Governance

International Considerations - Joint Ventures

- Canada
- Hong Kong
- 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

Corporations

- Corporations (General)
- Jurisdictional Coverage

Limited Liability Companies

- Limited Liability Companies (General)
- Jurisdictional Coverage

General Partnerships

- General Partnerships (General)
- Jurisdictional Coverage

Limited Partnerships

- Limited Partnerships (General)
- Jurisdictional Coverage

Limited Liability Partnerships

- Limited Liability Partnerships (General)
- Jurisdictional Coverage

Corporate Housekeeping

- Corporate Housekeeping (General)
- Jurisdictional Coverage

Recent Developments

- Corporate Law

Mergers & Acquisitions Glossary

- Terms and Definitions

*Learn more about our comprehensive
Corporate and M&A content*

www.lexisnexis.com/practice-advisor