## 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
- 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

## 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
- Shareholder Activism

## IP in Mergers & Acquisitions and Joint Ventures
- Acquiring IP Assets
- IP Due Diligence
- IP in JVs & Joint Development Agreements

## 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

## 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

## M&A by Industry
- Specialty Finance M&A
- Life Sciences 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

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

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