## Lexis Practice Advisor®

## Mergers & Acquisitions 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

### 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

#### 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

### M&A by Industry

- · Specialty Finance M&A
- Life Sciences M&A

## International Considerations— Mergers & Acquisitions

- Albania
- Argentina
- Australia
- Austria
- Belgium
- BermudaBolivia
- Brazil
- Bulgaria
- Canada
- · Cayman Islands
- Chile
- China
- Colombia
- Croatia
- · Czech Republic
- Denmark
- Dominican Republic
- France
- · Georgia
- Germany
- GhanaGreece
- Hong Kong

Learn more and watch a demo at www.lexisnexis.com/practice-advisor

Continued on back.



## Lexis Practice Advisor®

## Mergers & Acquisitions Table of Contents (continued)

- 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

Learn more and watch a demo at www.lexisnexis.com/practice-advisor

More topics coming soon. Regularly updated and expanded.

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

