



TOP 10 TASKS/TOOLS • SELF-GUIDED TOUR

Practical Guidance Corporate and M&A

This Top 10 list contains key resources and tools found on the Corporate and M&A practice area page.

1. RESOURCE KITS

We have assembled numerous “Resource Kits” that compile practice notes, checklists, templates, and clauses for many topics and tasks. Type “resource kit” in the search bar to access these key resources, including:

Resource Kits: [Public Merger Transaction Resource Kit](#)
[Private Merger Transaction Resource Kit](#)
[Tax Considerations in M&A Resource Kit](#)
[Due Diligence Resource Kit](#)
[Asset Acquisition Resource Kit](#)
[Stock Acquisition Resource Kit](#)

2. MARKET STANDARDS M&A DEAL RESEARCH TOOL

M&A attorneys can search and compare M&A transactions in this comprehensive database of publicly filed deals with powerful search capabilities. Tailor your search with detailed deal point filters, easily find precedent language, and see deal point and transactional trends with data visualizations.

3. ACQUISITION AGREEMENTS

In the Acquisition Agreements task, annotated templates and detailed practice and drafting notes get you started when drafting stock purchase agreements, merger agreements, and asset purchase agreements. Examples of our deep content include:

Annotated Templates: [Stock Purchase Agreement \(Pro-Buyer\) \(DE\)](#)
[Asset Purchase Agreement \(Pro-Buyer\) \(DE\)](#)
[Agreement and Plan of Merger \(Public Target, One Step, Cash\) \(Pro-Buyer\) \(DE\)](#)

4. M&A PROVISIONS

If you need guidance on particular provisions in your agreement, take a deep dive with our clauses in the M&A Provisions task, which give you both practice notes and annotated clause language. Examples from our growing collection (currently over 60) clauses include:

Annotated Clauses: [Earn-Out Clause](#)
[Break-Up Fees Provisions](#)
[Sandbagging Clauses](#)
[Indemnification Clause \(Tipping Basket\)](#)
[Indemnification Clause \(Deductible\)](#)
[Indemnification Clauses \(Representations and Warranties Insurance\)](#)
[Material Adverse Change Definition Clause](#)

5. STRUCTURING AND PLANNING A DEAL

Attorneys often play a key role in advising a client at the very beginning stages of an acquisition. Find key practical guidance in the Structuring and Planning a Deal task:

Practice Notes: [Asset Purchase, Stock Purchase, and Merger Structures: Benefits and Drawbacks](#)
[Distressed M&A: An Overview of Deal Structuring Considerations](#)
[Fiduciary Duties and Director Approvals in M&A Deals \(DE\)](#)
[Financial Advisory Engagement Letters](#)
[Foreign Investment Review in International Jurisdictions](#)

6. DIVESTITURES OF DIVISIONS AND SUBSIDIARIES

Divestitures are relevant in a number of situations, from complying with antitrust regulation, strategic divestiture of non-core businesses, and the influence of shareholder activists. Attorneys must navigate issues specific to these transactions under U.S. public company disclosure regulations, tax laws, fiduciary duties, and antitrust laws. Our coverage of these considerations includes, among many practice notes and templates:

Practice Notes: [Board and Shareholder Approvals in Divestiture Transactions](#)
[Tax Considerations in Divestiture Transactions](#)
[Securities Law Considerations in Divestiture Transactions](#)
[Antitrust and Other Regulatory Considerations in Divestiture Transactions](#)

Annotated Templates: [Asset Purchase Agreement \(Division of Seller's Business\) \(DE\)](#)
[Equity Carve-Out Underwriting Agreement \(With Form Lock-Up Agreement\)](#)
[Indemnification Agreement \(Spin-Off or Carve-Out Subsidiary\)](#)
[Parent Corporation Board Resolutions for Approval of Spin-Off](#)

7. PUBLIC M&A

Acquisitions of a publicly-listed target bring additional considerations and tasks into a transaction. Key guidance in the Corporate and M&A module includes:

Resource Kit: [Public Merger Transaction Resource Kit](#)

Practice Notes: [Disclosure Requirements in Public Company M&A Transactions](#)
[Financial Projections in Public Company Mergers: Preparation and Disclosure](#)
[Reverse Mergers and Going Public](#)
[Cross-Border Tender Offers and Other Business Combinations](#)
[Securities Laws Exemptions](#)
[Contingent Value Rights](#)

8. M&A BY INDUSTRY

We offer industry-specific practical guidance, as well as relevant acquisition agreement clauses in certain industries, including healthcare, aerospace and defense, insurance, energy, financial services, technology, media and telecom, and life sciences. Key resources include:

Practice Notes: [Bank M&A Practice Guide](#)
[Life Sciences M&A Transactions](#)
[Nonprofit Hospital Acquisitions: Structuring and Regulatory Considerations](#)
[Telemedicine and Digital Health: Strategic Opportunities and Legal Considerations for Private Equity Investment](#)
[Physician Practice Acquisitions: Avoiding Legal Pitfalls](#)

Annotated Clauses: [Bank M&A clauses](#)
[Life Sciences M&A clauses](#)

9. SPECIALTY ISSUES IN MERGERS & ACQUISITIONS

Whether you are a large-law attorney farming out the “specialist” issues of an M&A transaction to colleagues in their firm’s intellectual property, antitrust, environmental, tax, labor and employment, and real estate departments, -or- a member of a small firm who needs to advise clients on all aspects, including specialty issues, of a deal, the Specialty Issues in Mergers & Acquisitions task is a key resource. This resource will help you to spot issues, understand buyer vs. seller negotiating positions, and ensure your client’s issues are fully covered in an acquisition agreement. You can find practice notes, checklists, templates, and clauses for these specialty areas in M&A:

- [Antitrust](#)
- [Environmental](#)
- [Intellectual Property](#)
- [Labor and Employment](#)
- [Real Estate](#)
- [Tax](#)

10. MARKET TRENDS

Benchmark your M&A transactions to market standards using Market Trends practice notes. Market Trends provide analysis of highly negotiated deal points or trends in transactions (such as tax-free transactions and LBO financing) as pulled from Market Standards deal data.

Practice Notes:

- [Market Trends 2020: COVID-19 Representations and Warranties](#)
- [Market Trends Q1-Q3 2020: Earn-Outs in Public-Private Transactions](#)
- [Market Trends Q1-Q3 2020: Reverse Termination Fees](#)
- [Market Trends H12020 vs. H1 2020: Representations and Warranties Insurance](#)

For more information or to request a demo,
call **888-AT-LEXIS (888-285-3947)**

You can also request Lexis representatives to contact you on the following web page:

[lexisnexis.com/en-us/contact-us/contact-us-rep.page](https://www.lexisnexis.com/en-us/contact-us/contact-us-rep.page)