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Edwin L. Miller, Jr., Lewis N. Segall

Mergers and Acquisitions Edwin L. Miller, Jr., Lewis N. Segall, 2017-03-20 The legal, financial, and business primer to the M&A process. *Mergers and Acquisitions* offers accessible step-by-step guidance through the M&A process to provide the legal and financial background required to navigate these deals successfully. From the initial engagement letter to the final acquisition agreement, this book delves into the mechanics of the process from beginning to end, favoring practical advice and actionable steps over theoretical concepts. Coverage includes deal structure, corporate structuring considerations, tax issues, public companies, leveraged buyouts, troubled businesses and more, with a uniquely solution-oriented approach to the M&A process. This updated second edition features new discussion on cross-border transactions and pseudo M&A deals, and the companion websites provides checklists and sample forms to facilitate organization and follow-through. Mergers and acquisitions are complex, and problems can present themselves at each stage of the process; even if the deal doesn't fall through, you may still come out with less than you bargained for. This book is a multi-disciplinary primer for anyone navigating an M&A, providing the legal, financial, and business advice that helps you swing the deal your way. Understand the legal mechanics of an M&A deal. Navigate the process with step-by-step guidance. Compare M&A structures, and the rationale behind each. Solve common issues and avoid transactional missteps. Do you know what action to take when you receive an engagement letter, confidentiality agreement, or letter of intent? Do you know when to get the banker involved, and how? Simply assuming the everything will work out well guarantees that it will—for the other side. Don't leave your M&A to chance; get the information and tools you need to get it done right. *Mergers and Acquisitions* guides you through the process step-by-step with expert insight and real-world advice.

Mergers and Acquisitions Edwin L. Miller, Jr., 2011-01-06 A Step-by-Step Legal and Practical Guide Getting mergers and acquisitions transactions successfully completed requires an understanding of the legal framework, negotiating points, and practical aspects of each stage of the deal. Part legal primer, part business and negotiating primer, *Mergers and Acquisitions: A Step-by-Step Legal and Practical Guide* provides comprehensive and understandable advice for management, investors, legal and business professionals, and law and business school students. Providing expert guidance on the legal

frame-work, deal points, and practicalities at each stage of an M&A transaction, Edwin L. Miller, Jr. explores the M&A process from beginning to end, including: Corporate finance fundamentals Critical early steps in the acquisition process How to structure transactions to achieve the best economic result Tax considerations for both buyers and sellers Key and often-misunderstood provisions in the definitive acquisition agreement Acquisitions of public companies—what's different Leveraged buyouts and acquisitions of troubled businesses Mergers and Acquisitions is a must-read whether you're a legal or business professional, an entrepreneur, an investor, or a law or business school student. The book will also be extremely useful to international lawyers and businessmen who need to understand the M&A practices in the United States that are being increasingly adopted around the world. Praise for Mergers and Acquisitions Buyers and sellers both hope to be winners in an acquisition. But at the negotiating table, there is only one winner for each point and winning may mean a significant change in the deal economics. The insights in this book are crucial for both buyers and sellers and lay out the rationale for both sides of all of the money issues and other important deal points. —Todd Koopersmith, Vice President, Business Development, Iron Mountain This book will help M&A professionals get up to speed on a wide range of deal points. It explains the legal background and transaction structuring issues in M&A transactions that every investment professional must know. —Gregory Burkus, founder and partner, Shasta Partners This book is an essential resource for business people, and the lawyers and other professionals who advise them, to develop a real-world understanding of how the M&A process works. More importantly, it explains why specific deal structures, contractual terms and diligence procedures are used. —Jonathan Wolfman, Partner, WilmerHale, Boston As U.S. M&A concepts, documents and practices become increasingly adopted internationally, this book will be an invaluable resource. It provides an excellent overview of the entire area, and is easily understandable by corporate executives and lawyers outside the United States. —Leo Specht, founder, Specht Rechtsanwalts-Gesellschaft mbH, Vienna, Austria

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