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Nota di contenuto	Title Page; Copyright; About the Author; Chapter 1: Introduction to Deal-Making: Deal-Making in Practice; War Stories; The Market; Sample Provisions; Litigation Endnotes; Chapter 2: Setting Up the Deal: Overview and Confidentiality Agreements; Overview of the Predeal Process; Confidentiality Agreements; Process Control through the Confidentiality Agreement; Litigation Endnotes; Chapter 3: Setting Up the Deal: Key Provisions and Agreements; "No-Poach" Provisions; Standstill Agreements; Exclusivity Agreements; Term Sheets; Litigation Endnotes Chapter 4: Architecture of the Acquisition AgreementKey Elements of the Acquisition Agreement; Solving Problems and Managing Risk: Comparing Techniques; Litigation Notes; Chapter 5: Purchase Price; Types of Consideration; Stock Deals; Closing Date Purchase Price Adjustments; Regulating Incentives; Post-Closing True-Up; Earn-Outs; Contingent Value Rights; Litigation Endnotes; Chapter 6: Representations and Warranties; Form of Representation; When Representations Are Made; Scope of Seller's or Targets' Representations; Buyer's Representations and Warranties; Functions of the Representations Qualifications to the RepresentationsObligation to Update

Representations; Litigation Endnotes; Chapter 7: Covenants; Covenants in M&A Negotiations; Operating Covenants; "Get the Deal Done" Covenants; Antitrust and Regulatory Approval Covenants; Access Covenants; Limits on Covenants; Other Covenants; Litigation Endnotes; Chapter 8: Closing Conditions; Overview of Closing Conditions; Shareholder Approval; Antitrust and Other Regulatory Approvals; Accuracy of Representations and Warranties; Compliance with Covenants; Receipt of Third-Party Approvals; Absence of Injunctions and Litigation

Appraisal Rights Legal Opinions; Employment Agreements; Due Diligence; Litigation Endnotes; Chapter 9: Termination Rights; Overview of Termination Rights; Drop-Dead Date; Change in Recommendation and Fiduciary Out; Failure of Representations and Covenant Compliance; Forward-Looking Aspects of Termination Rights; Damages Following Termination; Litigation Endnotes; Chapter 10: Material Adverse Effect; Material Adverse Effect Provisions in M&A Negotiations; Interpreting Material Adverse Effect Provisions; Implementing MAE Rights; Enforcing No-MAE Protection; Quantitative MAEs; Litigation Endnotes

Chapter 11: Equity and Debt Commitment Letters Private Equity Deal Structures; Equity Commitment Letter; Limited Fund Guarantee; Debt Commitment Letter; Litigation Endnotes; Chapter 12: Financing Risk; History of Financing Provisions; Overview of Financing Contingency Provisions; Specific Enforcement; Damages; No Recourse against Private Equity Buyer; Marketing Periods; Financing Covenants; Litigation Endnotes; Chapter 13: Topping a Public Merger; Overview of "No-Shop" Provisions; Types of Restrictions in No-Shop Provisions; Match Rights; Go-Shops; Fiduciary Out Breakup Fees

Expense Reimbursement

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## Sommario/riassunto

A comprehensive introduction to today's M&A strategies Make the Deal is a direct and accessible guide to striking a powerful M&A deal. Merging business, finance, and law, this insightful examination of M&A strategy is designed to help you understand M&A negotiations and the ways in which the final outcome affects your financial future. A general overview of an acquisition agreement framework segues into a more detailed discussion of different deal structures, including stock sales, mergers, asset sales, and complex structures, giving you the information you need to know when each one applies best in practice. You'll gain insight into real-world negotiations and the delicate balancing act that occurs as each party attempts to maximize value and minimize risk, and learn the potential pitfalls that can occur. Negotiation statistics and samples from actual contracts back the war stories throughout, and reinforce the idea that there's no single perfect solution. As a topic of study, M&A is constantly evolving; in practice, it changes at the speed of light. Staying ahead of the market is the single most critical element of making the best deal, and the strategy that worked for one deal most likely won't work for the next. Instead of simply providing a list of strategies that have worked in the past, this book shows you why they worked, so you can tailor your strategy specifically to your next deal. Learn how M&A contract terms affect economic outcomes Examine the techniques and mechanics of today's acquisition agreements Develop a legal framework that supports your business strategy Follow the ups and downs that arise in real-world cases A successful M&A transaction requires both attention to detail and a big picture view, combined with skill, intellect, and ingenuity. Make the Deal brings it all together to show you how to run the table and come away with a win.

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