
CONTENTS

Preface	xi
Part One Background	1
1 Introduction	3
Definitions	7
Types of Mergers	7
Reasons for Mergers and Acquisitions	8
Merger Financing	8
Merger Professionals	9
Leveraged Buyouts	9
Corporate Restructuring	10
Merger Approval Process	11
Merger Negotiations	12
Short-Form Merger	13
Freezeouts and the Treatment of Minority Shareholders	13
Purchase of Assets Compared with Purchase of Stock	14
Assumption of the Seller's Liabilities	14
Asset Selloffs	14
Holding Companies	15
Joint Ventures	17
2 History of Mergers	18
The First Wave, 1897–1904	18
The Second Wave, 1916–29	23
The 1940s	26
The Third Wave, 1965–69	26
Trend-Setting Mergers of the 1970s	35
The Fourth Wave, 1981–89	40
Mergers of the 1990s	48
Summary	53
References	53

3 Legal Framework	55
Securities Laws	55
Business Judgment Rule	78
Antitrust Laws	80
Changing Patterns of Antitrust Enforcement in the United States	88
Defining Market Share	90
State Antitakeover Laws	94
Regulation of Insider Trading	99
A Company's Obligations to Disclose Merger Negotiations	101
References	102
4 Motives and Determinants	104
Synergy	104
Diversification	112
Economic Motives	125
Hubris Hypothesis of Takeovers	136
Improved Management Hypothesis	139
Tax Motives	141
Summary	145
References	145
Part Two Hostile Takeovers	149
5 Antitakeover Measures	151
Management Entrenchment Hypothesis versus Stockholder Interests Hypothesis	152
Preventative Antitakeover Measures	153
Changing the State of Incorporation	176
Active Antitakeover Defenses	176
Information Content of Takeover Resistance	208
Summary	210
References	211
6 Takeover Tactics	214
Tender Offers	215
Open Market Purchases and Street Sweeps	234
Advantages of Tender Offers Over Open Market Purchases	236
Proxy Fights	237
Role of the Independent Election Corporation of America	247
Combination of a Proxy Fight and a Tender Offer	252
Proxy Fights and Takeovers in the 1990s	253
Summary	255
References	256

Part Three Leveraged Transactions	259
7 Leveraged Buyouts	261
LBO Data	261
Costs of Being a Public Company	262
Management Buyouts	264
Leveraged Buyout Process	267
Financing for Leveraged Buyouts	270
Capital Structure of Unsecured LBO Firms	275
Sources of LBO Financing	276
LBO Funds	277
LBO Firms	278
Financial Analysis of LBO Candidates	280
Returns to Stockholders from LBOs	283
Returns to Stockholders from Divisional Buyouts	284
Efficiency Gains from LBOs	285
Reverse LBOs	286
Conflicts of Interest in Management Buyouts	289
Empirical Research on Wealth Transfer Effects	294
Protection for Bondholders	294
Summary	298
References	299
8 Junk Bonds	302
History	302
Investment Bankers	306
The Evolutionary Growth of the Junk Bond Market	310
Rating System for Bonds	314
Z Scores and Zeta Analysis: A Credit Evaluation Alternative to Bond Ratings	318
Junk Bond Research	319
Junk Bond Returns: 1980–1994	328
Diversification of Junk Bond Investments	330
Risk of a Junk Bond Portfolio	331
Underwriting Spreads	332
Bank Loan Financing versus Junk Bond Financing	335
Junk Bonds and Greenmail	336
Regulations Affecting Junk Bond Financing	337
Summary	339
References	340
9 Employee Stock Ownership Plans	342
Historical Growth of Employee Stock Ownership Plans (ESOPs)	342
Types of Pension Plans	344

Characteristics of ESOPs	345
Leveraged versus Unleveraged ESOPs	345
Corporate Finance Uses of ESOPs	346
Voting of ESOP Shares	346
Cash Flow Implications	347
Valuation of Stock Contributed into the ESOP	347
Eligibility of ESOPs	348
Put Options of ESOPs	348
Dividends Paid	348
ESOPs versus a Public Offering of Stock	348
Employee Risk and ESOPs	349
Securities Laws and ESOPs	350
Tax Benefits of ESOPs	350
The Balance Sheet Effects of ESOPs	351
Drawbacks of Leveraged ESOPs	352
ESOPs and Corporate Performance	353
ESOPs as an Antitakeover Defense	355
ESOPs and Shareholder Wealth	356
ESOPs and Leveraged Buyouts	357
Summary	360
References	360
Part Four Corporate Restructuring	363
10 Corporate Restructuring	365
Divestitures	366
Divestiture and Spin-Off Process	373
The Wealth Effects of Sell-Offs	379
Equity Carve-Outs	388
Voluntary Liquidations, or Bustups	390
Master Limited Partnerships	391
Restructuring of the 1990s	392
Summary	396
References	397
11 Restructuring in Bankruptcy	399
Types of Business Failure	399
Causes of Business Failure	400
Bankruptcy Data	401
Bankruptcy Laws	403
Reorganization versus Liquidation	405
Chapter 11 Reorganization Process	405

Benefits of the Chapter 11 Process for the Debtor	410
Company Size and Chapter 11 Benefits	410
Prepackaged Bankruptcy	412
Workouts	414
Corporate Control and Default	415
Liquidation	415
Investing in the Securities of Distressed Companies	417
Summary	421
References	421
Part Five Valuation for Mergers and Acquisitions	423
12 Financial Analysis	425
Hostile versus Friendly Deals: Access to Financial Data	425
Balance Sheet	427
Income Statement	432
Statement of Cash Flows	434
Analysis of Financial Statements and Computer Programs	437
Financial Ratio Analysis	437
Summary	454
References	454
13 Valuation of a Publicly Held Company	456
Valuation Methods: Science or Art?	458
Managing Value as an Antitakeover Defense	458
Stock Valuation Methods	459
Marketability of the Stock	463
Control Premium	465
Dividends versus Earnings	471
Defining the Earnings Base	471
Forecasting Methods	477
Financial Valuation Methodologies	482
Cost of Preferred Stock	487
Cost of Common Stock	488
How the Market Determines Discount Rates	489
Valuation of Stock-for-Stock Exchanges	489
Exchange Ratio	492
Stock Price Variability and Collar Agreements	499
Benchmarks of Value	500
Desirable Financial Characteristics of Targets	501
Summary	514
References	514

14 Valuation of Privately Held Businesses	517
Differences in Valuation of Public and Private Businesses	517
Differences in Reporting of Income	519
Recasting the Income Statement: An Example of the Addback Process	522
Most Commonly Used Valuation Methods	525
Earnings Multiples and Capitalization Rates	542
Summary	547
References	548
15 Tax Issues	550
Financial Accounting	550
Taxable versus Tax-Free Transactions	553
Tax Consequences of a Stock-for-Stock Exchange	555
Asset Basis Step-Up	558
Role of Taxes in the Merger Decision	558
Taxes as a Source of Value in Management Buyouts	560
Summary	561
References	563
Glossary	565
Index	571