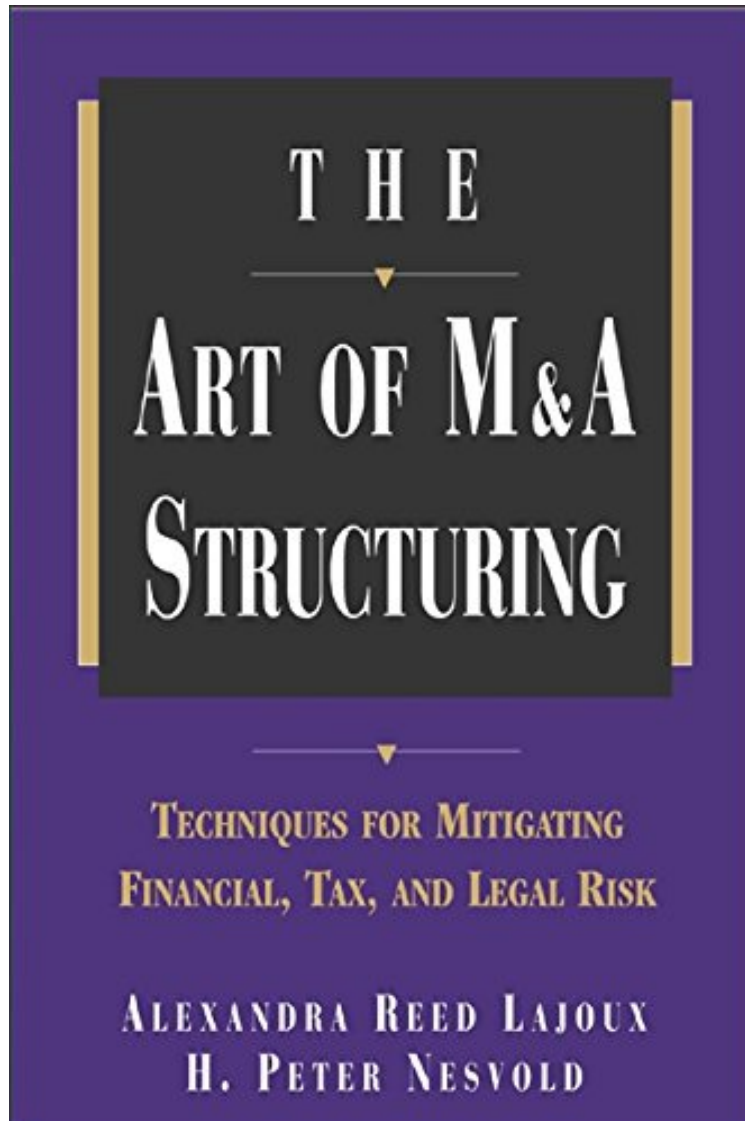


The Art of MA Structuring: Techniques for Mitigating Financial, Tax and Legal Risk

Alexandra Reed Lajoux, H. Peter Nesvold
*ebooks | Download PDF | *ePub | DOC | audiobook*



DOWNLOAD



READ ONLINE

#449479 in eBooks 2003-10-22 2003-10-22File Name: B001E50QZ4 | File size: 42.Mb

Alexandra Reed Lajoux, H. Peter Nesvold : The Art of MA Structuring: Techniques for Mitigating Financial, Tax and Legal Risk before purchasing it in order to gauge whether or not it would be worth my time, and all praised The Art of MA Structuring: Techniques for Mitigating Financial, Tax and Legal Risk:

4 of 5 people found the following review helpful. jamikeBy James A. MichaelsonBook is excellent in articulation and organization and thorough in contracts structuring and negotiating pitfalls due to contract clarity. I do MA and this is a MUST HAVE-MUST READ book.

Real-world advice for determining the most advantageous structure in a merger, acquisition, or buyout The actual structuring of a merger or acquisition is key to the success of the entire procedure. The Art of MA Structuring explores ways to approach a deal as an investment and satisfy the often conflicting financial and operational goals of all parties, from buyers and sellers to investors and lenders. Written in the trademark QA style that made The Art of MA a landmark business bestseller, this book is filled with real-world examples and cases. Decision makers in any organization will quickly find the MA information and insights they need, including: Up-to-date GAAP and tax considerations Advantages and disadvantages of spin-offs and spin-outs Special considerations for off-balance-sheet transactions

"The structuring of the merger/acquisition/buyout transaction - the determination of what form it will take - is often the most challenging aspect of any deal." --The Art of MA

From the Back Cover Real-World Guidance to Help You Determine the Most Advantageous Structure for a Merger, Acquisition, or Buyout MA activity is on the rise again, but the rules of mergers, acquisitions, and buyouts have changed dramatically since the last MA craze. Today more than ever, a thorough understanding of the intertwined legal, accounting, and tax codes is vital for dealmakers looking to both minimize risk and maximize the potential for short- and long-term profitability. The Art of MA Structuring uses the trademark QA format of McGraw-Hill's popular Art of MA series to illuminate the key aspects of this hot-button topic. Let this clear, straightforward treatise provide you with the structural knowledge you need on every important M/A/B aspect: Legal--Securities laws; asset versus stock transactions; spin-offs, split-offs, and split-ups; off-balance sheet entities; earnouts; "alternative" MA structures Accounting--Latest FASB statements and SEC disclosure requirements; impact of deal structure on reported earnings; compensation and benefits issues Tax--Tax-efficient structures; taxable, tax-free, and tax-deferred transactions; "Morris Trust" rules The key to the success of any M/A/B transaction lies in the details. The Art of MA Structuring shows you how to keep details from becoming dealbreakers. Let it help you determine the best approach for measuring and mitigating foreseen and unforeseen risks--and concluding each deal to the satisfaction and benefit of everyone involved. "MA is a complex arena. Any given transaction can have literally hundreds of 'moving parts' that must be taken into account as one seeks the best structure for a particular deal. This book identifies the principal elements to be found in an M/A/B structure, and shows their interrelationships." --From Chapter 1

Mergers, acquisitions, and buyouts have always been among the most complex, fragile, and perilous of business transactions. To add to the confusion, regulators have responded to calls for greater transparency by eliminating key methodologies often used to hide financial risk, such as poolings of interest, and overhauling structuring techniques such as special purpose entities. The Art of MA Structuring succeeds at shedding much-needed light on a constantly changing area that continues to be murky at best. Drawing on its authors' unquestioned M/A/B knowledge and experience as well as input from top practitioners and thought leaders, this well-organized, easy-to-follow reference guide asks and answers every vital question. Nowhere else will you find such a detailed yet easy-to-understand roadmap, with clear answers to common questions including: "What structuring tools can be used to bridge the buyer-seller valuation gap?" "How can I mitigate my tax liability in a taxable transaction?" "How can I avoid 'losing my shirt' in a minority investment?" "What pitfalls must I avoid in negotiating a strategic alliance?" "What should I know before buying a company out of bankruptcy?" For successful completion of an M/A/B deal, success in the meticulous deal planning and structuring is increasingly necessary to satisfy the numerous, often-conflicting goals of buyers, sellers, investors, and lenders. Whether you are looking for a detailed introduction to this endlessly fascinating field or are currently involved in any of today's myriad and unforgiving types of M/A/B transactions, let The Art of MA Structuring help you to eliminate unwelcome surprises--and structure a deal that works well today as it passes the critical test of time.

About the Author Alexandra Reed Lajoux is senior research analyst for the National Association of Corporate Directors. She is the coauthor (with Stanley Foster Reed) of the seminal book The Art of MA as well as the author or coauthor of three other books in the series--The Art of MA Integration, The Art of MA Due Diligence, and The Art of MA Financing and Refinancing. H. Peter Nesvold is a vice president at Bear, Stearns Co., Inc. Given his diverse background in investment banking, law, tax, and accounting, Nesvold offers a multidisciplinary perspective on the interrelated elements of highly-structured mergers, acquisitions, buyouts, and other corporate transactions. He is a chartered financial analyst (CFA), as well as a former MA attorney with Shearman Sterling and CPA with Deloitte Touche.