LOYOLA UNIVERSITY CHICAGO SCHOOL OF LAW

LAW 164

NEGOTIATION AND DOCUMENTATION
OF MERGER & ACQUISITION TRANSACTIONS

Fall Semester 2018

Assignment for First Classes (August 20 – August 29, 2018)

Register on TWEN.

Please register for the class on TWEN. Class assignments and materials for the class will be posted on TWEN from time to time.

Text Book; Statutory Supplement.

- Negotiation and Documentation of Merger & Acquisition Transactions, Statutory Supplement

The text book will be available at Loyola’s book store (Water Tower location). The Statutory Supplement is posted on TWEN. Please print a hardcopy.

First Class – August 20

In advance of class, read “The Software Caper” from Anatomy of a Merger: Strategies and Techniques for Negotiating Corporate Acquisitions by James C. Freund © 1987 (Chapter 14 (pp. 479 -540)) [Posted on TWEN].

In addition, please consider the following questions:

- How do you define an M&A transaction?

- What other types of transactions are similar to M&A transactions? How is each type similar to M&A transactions? How is each type different from M&A transactions?

- Why do M&A transactions occur? What are the parties’ reasons/motivations for M&A transactions?

- Who are the parties/players involved in M&A transactions? What are their respective roles in a transaction?
• How do negotiations take place? When do they begin and when do they end?
• What are the steps/stages of the M&A transaction process?
• What forms do M&A transactions take?
• What questions should you ask as you read a case or story about an M&A transaction?

The Closing Checklist Exercise (which will be discussed in-class on September 29) will be assigned and, in connection with such exercise, I will post Finding Online Precedent – Sources for M&A Transactions on TWEN. This will be a collaborative exercise in which students will work in assigned groups.

Assignment for August 22 Class

Prior to the August 23 class:

• Read pages 1 – 33 of the text book and pay particular attention to the terminology used in the chapter, the descriptions of the Pfizer/Pharmacia and Nestle/Chef America transactions.
• Consider the Pfizer/Pharmacia and Nestle/Chef America transactions in relation to the foregoing questions.

Assignment for August 27 Class

Prior to the August 28 class:

• Read pages 33 – 47 of the text book and pay particular attention to the terminology used in the chapter.

Assignment for August 29 Class

Closing Checklist Exercise. [In-class]