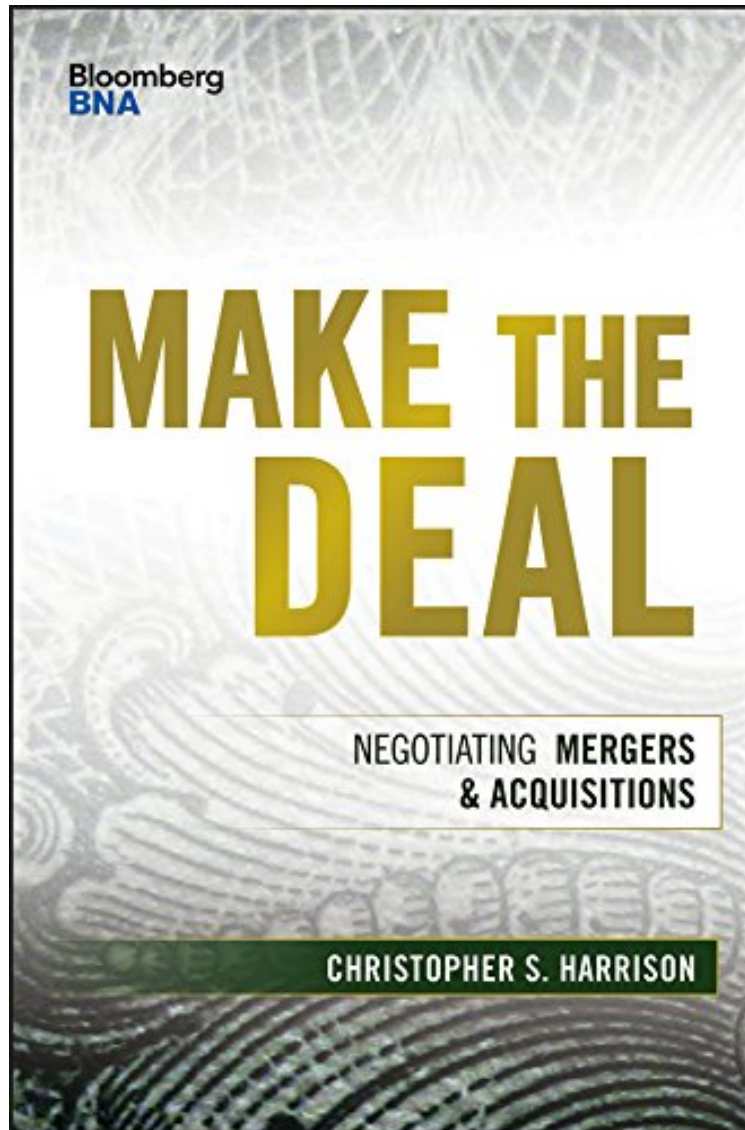


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Make the Deal: Negotiating Mergers and Acquisitions (Bloomberg Financial)

Christopher S. Harrison

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Christopher S. Harrison : Make the Deal: Negotiating Mergers and Acquisitions (Bloomberg Financial) before purchasing it in order to gage whether or not it would be worth my time, and all praised Make the Deal: Negotiating Mergers and Acquisitions (Bloomberg Financial):

0 of 0 people found the following review helpful. Tremendous resourceBy CustomerTremendous resource. Clear, crisp writing that deconstructs the MA process document by document and provision by provision. Helpful sample provisions, market practice statistics for certain provisions, and war stories guide both junior associates and partners

towards closing. The market practice statistics are especially key in that they provide both a market check and support for potential negotiating position(s). Wish I had this book earlier in my career. Gifting it to a former colleague, current SEC OMA staffer. 1 of 1 people found the following review helpful. Five Stars By J. Reader This book is extremely helpful in my job. 3 of 3 people found the following review helpful. The Practical Guide I Return To Again and Again By Craig Pacheco Christopher Harrison was my professor for his NYU course "Negotiating Corporate Transactions." As a teacher, he was engaging and came across as a seasoned expert in this practice area. If you are a person who learns by example, the "War Stories" Professor Harrison intersperses throughout the book are invaluable illustrations of common (and unique) situations that come up during negotiations. And the structure of the book, taking each section of a merger agreement or purchase agreement and breaking down negotiating points within that section analyzing how those might relate to other key sections of the agreement, is as close to practice as any exercise we did in law school. Now, as a first-year associate practicing MA, I recognize Make the Deal as the MOST practical and helpful book of the many, many books I purchased during law school, and the one book I find myself returning to again and again.

A comprehensive introduction to today's MA strategies Make the Deal is a direct and accessible guide to striking a powerful MA deal. Merging business, finance, and law, this insightful examination of MA strategy is designed to help you understand MA 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, MA 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 MA 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 MA 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.

From the Inside Flap No deal is like another. And any one deal can take various legal shapes, but you do not have a deal until you have a structure. Depending on the legal terms used, what seems like a straightforward business proposition can have highly disparate economic outcomes. To navigate this process successfully, the lawyer has to think in business terms and the business person has to understand the function and potential of the different legal elements that make the deal. In Make the Deal, Mergers and Acquisition pundit Christopher S. Harrison combines business, finance, and legal expertise to provide an essential and highly accessible overview of the complicated and often labyrinthous MA process. Showing how legal form conditions the economic outlook, he reveals what it takes to support a business strategy with a legal framework and what the economic ramifications of specific deal terms and their interrelations might be. Intended as a tool for both business leaders and lawyers as well as students who aspire to such roles, Make the Deal not only offers a comprehensive and comprehensible compendium of deal terminology, but also provides a road map of how the various terms interact, how to negotiate one point with all the others in mind, and how to organize a successful deal process. Compelling war stories highlight what is at stake. Sample provisions give examples of clear, effective deal language. And easily readable graphics synthesize exhaustive deal study data to give the practitioner and the student a keen sense for the realities of the MA market. From the Back Cover Praise for MAKE THE DEAL "Make the Deal by Chris Harrison, a highly regarded MA practitioner and adjunct professor at the NYU School of Law, is a very useful text for both experienced MA lawyers and for young lawyers seeking useful guidance in preparing and negotiating a merger agreement. War stories and sample contract provisions are used to illustrate a sophisticated analysis of merger agreements. All the key provisions of merger agreements are covered as well as advice for negotiating them." —Marty Lipton, Wachtell, Lipton, Rosen Katz "Whether you are a novice or an expert, Make the Deal provides a clear and concise analysis of an MA contract and demystifies the complexity of these transactions. From the beginning to the end of an MA transaction, Christopher Harrison adds valuable insight to the essential ingredients of negotiating an MA deal. He has created a practitioner's roadmap." —Tom Russo, General Counsel, American International Group, Inc. A DIRECT AND ACCESSIBLE GUIDE TO STRIKING A POWERFUL MA DEAL MA expert Christopher S. Harrison offers a savant, clear, and highly usable guide to the intricate complexities of dealmaking, providing both attention to detail and a lucid big-picture view. Highlighting what it takes to negotiate a successful merger or acquisition through adroit analysis and hands-on experience, Make the Deal

shows that juggling legal terms is no esoteric exercise, but defines the financial result of the deal. Mr. Harrison's insight into current techniques and market trends make his book an indispensable companion in today's ever-changing MA landscape. Make the Deal shows you how to run the table and come away with a win.

About the Author CHRISTOPHER S. HARRISON currently serves as Chief Investment Officer of The Falconwood Corporation, a financial management firm and research laboratory that has incubated and operated numerous highly successful financial and technological ventures. Having managed billions of dollars in successful investment transactions, including debt, equity, and real asset ventures, Mr. Harrison earned a reputation as a superb negotiator and business strategist. During his eight years at Cravath Swaine Moore, one of the world's most prestigious law firms, he handled numerous high-profile debt, equity, and MA deals. As Co-Head of the market-leading asset management MA practice at Schulte Roth Zabel, the premier investment management law firm, he ran some of the most sophisticated public and private deals and facilitated the strategic growth of several prominent financial services and asset management businesses. Mr. Harrison teaches popular courses at NYU School of Law on the financial and legal aspects of negotiating and investing in business transactions. He is a regular speaker at industry conferences and webinars. He holds a JD degree, cum laude, from NYU School of Law, where he focused on law and economics.