

CARLETON UNIVERSITY

BUSI 4510A: MERGERS & ACQUISITIONS

Fall 2018

Instructor: Professor Isaac Otchere
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Course Schedule & location

Wed: 6:00pm–9:00pm:

Loeb Building B146

Office Hours:

Thursday: 3.30pm–5:00 pm or by appointment

UNDERGRADUATE CALENDAR DESCRIPTION

The theory and practice of mergers and acquisitions; the best ways to analyse, design and implement mergers and acquisitions transactions. A highly practical & planning-based approach to managing the acquisition process will be employed.

PREREQUISITE:

BUSI 3500 and **BUSI 3502** with a grade C- or higher in each, and **STAT 2607** with a grade of C- or higher.

The course also presumes that students have knowledge of basic accounting, economics, and financial management concepts and tools. The School of Business enforces all prerequisites.

COURSE DESCRIPTION

This course focuses on the theory and practice of mergers and acquisitions (M&A). It seeks to equip managers or future managers with what they need to know and the skills they need to have to be effective and successful in the M&A or investment banking world. The course is divided into two discrete aspects.

The first involves developing an in-depth understanding of how and when to apply the appropriate tools and skills to successfully complete mergers and acquisitions transactions. In this regard, we will discuss, among others, the M&A process, M&A valuation and modelling, deal structuring and financing and M&A strategies.

The second aspect involves the application of what has been learned to solving real world mergers and acquisitions problems.

COURSE OBJECTIVES:

To provide students with knowledge of

- how value is created (or destroyed) through corporate mergers and acquisitions;
- commonly used takeover tactics and defences and the process for selecting appropriate takeover tactics depending upon the types of anti-takeover defences in place at a target company;
- how and when to apply valuation techniques, and the practical limitations of the various valuation techniques, the importance of understanding assumptions underlying business valuations;
- financial modelling tools to evaluate mergers and acquisitions transactions;
- a highly practical “planning based approach” to managing the acquisition process;
- the challenges associated with each phase of the M&A process from developing acquisition plans through post-closing integration;
- how various components of the deal structuring process interact to determine the acquisition price;
- how the numerous tools and skills that have been learned in this and other courses are used in an integrated manner in completing an acquisition;

WHO SHOULD TAKE THIS COURSE?

Those who are seeking to become (or currently are) M&A professionals, investment bankers, entrepreneurs, financial analysts, chief financial officers, operating managers, portfolio managers, investors, business development managers, strategic planning managers, bank lending officers, auditors, venture capitalists, business appraisers, human resource managers, risk managers, or those who simply have an interest in mergers and acquisitions.

REQUIRED TEXT

The prescribed textbook for this course is: Mergers, Acquisitions, and Other Restructuring Activities: An Integrated Approach to Process, Tools, Cases, and Solutions, (MARA) 8th edition, by Donald M. DePamphilis, Academic Press, 2015.

ADDITIONAL RESOURCES

There are numerous websites that provide comprehensive daily coverage of financial & economic news as well as websites that cover recent or potential M&A activity. In addition to Bloomberg, Reuters and other news/data services, the following are some suggested web sites:

FINANCIAL & ECONOMIC NEWS GENERAL

- <http://www.bnn.ca/>
- <https://www.theglobeandmail.com/report-on-business/>
- <http://www.cbc.ca/news/business>
- <https://www.ft.com/canada?mhq5j=e1>
- <http://money.cnn.com/>
- <http://www.wsj.com/public/page/news-financial-markets-deals.html>
- <https://www.economist.com/>

M & A SPECIFIC

- <http://business.financialpost.com/tag/mergers-and-acquisitions>
- <https://seekingalpha.com/market-news/m-a>
- <http://www.marketwatch.com/topics/subjects/mergers-and-acquisit>

GRADING (Due Dates are *subject to change*:)

	NATURE	DUE DATES	WEIGHTING
INDIVIDUAL			
Assessment 1	2 Quizzes	Q#1 Oct 3 rd Q#2 Nov 7 th	5% 5%
Assessment 2	Valuation	Oct 10 th	5%
Assessment 3	Mid-Term Exam	Oct 17 th	20%
Assessment 4	Final Exam	Exam Schedule	30%
GROUP			
Assessment 5	2 Cases	Mini-Case Oct 3 rd Main Case Nov 14 th	5% 10%
Assessment 6	Acquisition Proposal+presentation	Dec 5 th	20%
		TOTAL	100%

NOTE: Successful completion of the course requires a pass (50%) of the final examinations.

INDIVIDUAL ASSESSMENT:

(a) QUIZZES (10%)

To encourage students to keep up with the course material and to measure students understanding of the material, there will be three (3) in-class quizzes. Each quiz will be 20 minutes in duration and the quiz will be multiple choice &/or true/false questions.

At the end of the lecture preceding the week of a quiz, you will be informed of the topics that will be tested in the quizzes. Students who miss a quiz for a good cause (e.g. medical reasons) will have the opportunity for a *make-up quiz* or have the *quiz weight added to that of the final exam*.

(b) TAKEHOME ASSIGNMENT (5%)

This individual assignment will be on valuation of companies for the purpose of takeover. See class schedule for case submission deadlines.

(c) MID-TERM EXAM (20%)

The mid-term test will be held in our regular classroom during our regular scheduled class. See class schedule for date of exam. The mid-term will examine the material covered in the first five weeks.

Students who miss the mid term test for a good cause (e.g. medical reasons) will have the opportunity sit for a *make-up test* or have the *weight of the mid term test added to that of the final exam*.

(d) FINAL EXAM (30%)

The final examination will test your understanding of the concepts covered in both the lecture and case components of the course. It will be held during the final examination period. The exam format will be explained during the last week of class.

The date and location of the final exam will be announced through the University's normal procedures. Be sure that you are available for the final exam. **Allowance will not be made for conflicting travel plans.**

If for any reason a student is unable to write the final exam, the person must apply to the Registrar's Office for a deferred examination.

GROUP WORK:

This course involves extensive group work. During the first class groups of 4 to 5 students will be established. Students can choose their own groups. Each group should email the professor the names & student numbers of each group member following the first class.

(a) CASE ANALYSES (15%)

One mini-case and one long case will be assigned to your group for analysis. Each group will be responsible for analyzing and preparing a detailed write-up of the assigned case. The assignment will be professionally written with a maximum length of 3,000 words (excluding appendices).

The first page of your report will consist of an executive summary of the group's analysis and recommendations. The subsequent pages will document the analysis and reasoning. Numerical analyses that are referred to in the write-up should be provided as appendices.

See class schedule for case submission deadlines.

(b) ACQUISITION PROPOSAL (20%)

Each group will act as the CEO of an acquisition minded company to investigate the financial aspects of a target company listed a public exchange in either Canada or the USA for the purpose of takeover. Your group will be required to prepare an acquisition proposal. The goal of this exercise is to provide you an opportunity to apply the concepts that will be discussed in class to a real company.

You should choose your companies (bidder and target) and email the names of the companies to the instructor soon as possible. ***Each group must select a different potential M&A transaction*** and must obtain instructor approval.

Each group will be responsible for:

- (i) submitting a **hard copy** of the assignment.
- (ii) **Presenting** their case submission to the class

Details regarding this project will be discussed during the term.

See class schedule for deadline.

LECTURE SCHEDULE

WK	DATE	TOPICS	TEXT CHAPTERS
1	Sept 5	Introduction: The M&A Environment	1
2	Sept 12	Acquisition process: Acquisition plan	4
3	Sept 19	Deal origination and due diligence review	5
4	Sept 26	Deal origination and due diligence review cont'd MINI-CASE (CASE #1)	5
5	Oct 3	A primer on M&A cash flow valuation QUIZ #1	7
6	Oct 10	Applying relative valuation models to mergers and acquisitions & real options in M&A INDIVIDUAL VALUATION	8
7	Oct 17	Applying financial modelling techniques to M&A MID-TERM	9
		FALL BREAK OCT. 22 -26	
8	Oct 31	Analyzing and valuing privately held firms for takeover	10
9	Nov 7	Deal structuring and M&A financing strategy: Form of Payment QUIZ #2	11
10	Nov 14	Hostile takeovers and gaming strategies of M&A risk arbitrageurs MAIN CASE (CASE #2)	Supplementary material
11	Nov 21	Cross border mergers and acquisitions	18
12	Nov 28	Takeover tactics and Defensive strategies	3
13	Dec 5	Wrap up ACQUISITION PROPOSAL & PRESENTATION	

*While every attempt will be made to keep to the schedule, circumstances may necessitate modifications during the semester.

NOTE: The final exam will be comprehensive, covering material from the entire course. If you are awarded less than 50% on the final exam, you will receive an “F”, regardless of your total mark in the course.

Additional Information

Course Sharing Websites

Materials created for this course (including presentations and posted notes, labs, case studies, assignments and exams) remain the intellectual property of the author(s). They are intended for personal use and may not be reproduced or redistributed without prior written consent of the author(s).

Required calculator in BUSI course examinations

If you are purchasing a calculator, we recommend any one of the following options: Texas Instruments BA II Plus (including Pro Model), Hewlett Packard HP 12C (including Platinum model), Staples Financial Calculator, Sharp EL-738C & Hewlett Packard HP 10bII

Group work

The Sprott School of Business encourages group assignments in the school for several reasons. They provide you with opportunities to develop and enhance interpersonal, communication, leadership, follower-ship and other group skills. Group assignments are also good for learning integrative skills for putting together a complex task. Your professor may assign one or more group tasks/assignments/projects in this course. Before embarking on a specific problem as a group, it is your responsibility to ensure that the problem is meant to be a group assignment and not an individual one.

In accordance with the Carleton University Undergraduate Calendar (p 34), the letter grades assigned in this course will have the following percentage equivalents:

A+ = 90-100	B+ = 77-79	C+ = 67-69	D+ = 57-59
A = 85-89	B = 73-76	C = 63-66	D = 53-56
A - = 80-84	B - = 70-72	C - = 60-62	D - = 50-52
F = Below 50			

Grades entered by Registrar:

WDN = Withdrawn from the course

DEF = Deferred

Academic Regulations

University rules regarding registration, withdrawal, appealing marks, and most anything else you might need to know can be found on the university's website, here:

<http://calendar.carleton.ca/undergrad/regulations/academicregulationsoftheuniversity/>

Requests for Academic Accommodation

You may need special arrangements to meet your academic obligations during the term. For an accommodation request, the processes are as follows:

Pregnancy obligation

Please contact your instructor with any requests for academic accommodation during the first two weeks of class, or as soon as possible after the need for accommodation is known to exist. For more details, visit the Equity Services website:

carleton.ca/equity/wp-content/uploads/Student-Guide-to-Academic-Accommodation.pdf

Religious obligation

Please contact your instructor with any requests for academic accommodation during the first two weeks of class, or as soon as possible after the need for accommodation is known to exist. For more details, visit the Equity Services website:

carleton.ca/equity/wp-content/uploads/Student-Guide-to-Academic-Accommodation.pdf

Academic Accommodations for Students with Disabilities

If you have a documented disability requiring academic accommodations in this course, please contact the Paul Menton Centre for Students with Disabilities (PMC) at 613-520-6608 or pmc@carleton.ca for a formal evaluation or contact your PMC coordinator to send your instructor your Letter of Accommodation at the beginning of the term. You must also contact the PMC no later than two weeks before the first in-class scheduled test or exam requiring accommodation (if applicable). After requesting accommodation from PMC, meet with your instructor as soon as possible to ensure accommodation arrangements are made. carleton.ca/pmc

Survivors of Sexual Violence

As a community, Carleton University is committed to maintaining a positive learning, working and living environment where sexual violence will not be tolerated, and is survivors are supported through academic accommodations as per Carleton's Sexual Violence Policy. For more information about the services available at the university and to obtain information about sexual violence and/or support, visit: carleton.ca/sexual-violence-support

Accommodation for Student Activities

Carleton University recognizes the substantial benefits, both to the individual student and for the university, that result from a student participating in activities beyond the classroom experience. Reasonable accommodation must be provided to students who compete or perform at the national or international level. Please contact your instructor with any requests for academic accommodation during the first two weeks of class, or as soon as possible after the need for accommodation is known to exist.

<https://carleton.ca/senate/wp-content/uploads/Accommodation-for-Student-Activities-1.pdf>

For more information on academic accommodation, please contact the departmental administrator or visit: students.carleton.ca/course-outline

Academic Integrity

Violations of academic integrity are a serious academic offence. Violations of academic integrity – presenting another's ideas, arguments, words or images as your own, using unauthorized material, misrepresentation, fabricating or misrepresenting research data, unauthorized co-operation or collaboration or completing work for another student – weaken the quality of the degree and will not be tolerated. Penalties may include; a grade of Failure on the submitted work and/or course; academic probation; a refusal of

permission to continue or to register in a specific degree program; suspension from full-time studies; suspension from all studies at Carleton; expulsion from Carleton, amongst others. Students are expected to familiarize themselves with and follow the Carleton University Student Academic Integrity Policy which is available, along with resources for compliance at: <https://carleton.ca/registrar/academic-integrity/>.

Sprott Student Services

The Sprott student services office, located in 710 Dunton Tower, offers academic advising, study skills advising, and overall academic success support. If you are having a difficult time with this course or others, or just need some guidance on how to successfully complete your Sprott degree, please drop in any weekday between 8:30am and 4:30pm. Our advisors are happy to discuss grades, course selection, tutoring, concentrations, and will ensure that you get connected with the resources you need to succeed! <http://sprott.carleton.ca/students/undergraduate/learning-support/>

Centre for Student Academic Support

The Centre for Student Academic Support (CSAS) is a centralized collection of learning support services designed to help students achieve their goals and improve their learning both inside and outside the classroom. CSAS offers academic assistance with course content, academic writing and skills development. Visit CSAS on the 4th floor of MacOdrum Library or online at: carleton.ca/csas.

Important Information:

- Students must always retain a hard copy of all work that is submitted.
 - All final grades are subject to the Dean's approval.
 - For us to respond to your emails, we need to see your full name, CU ID, and the email must be written from your valid CARLETON address. Therefore, in order to respond to your inquiries, please send all email from your Carleton CMail account. If you do not have or have yet to activate this account, you may wish to do so by visiting <http://carleton.ca/ccs/students/>
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