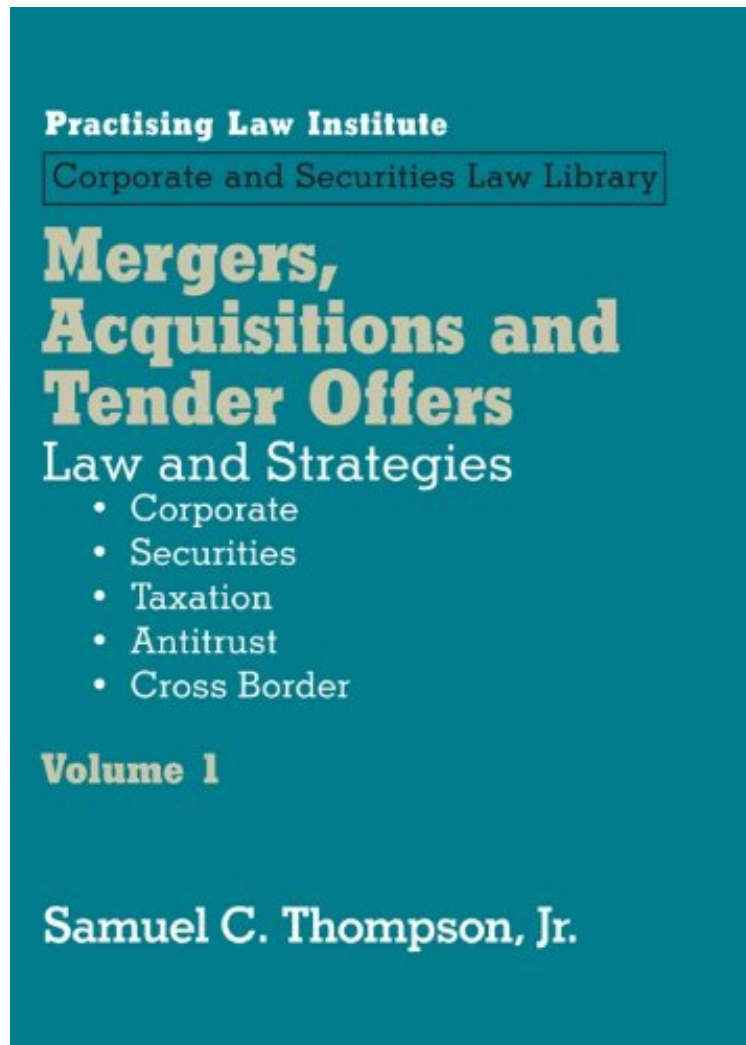


Mergers, Acquisitions and Tender Offers (October 2016 Edition): 4

Samuel C. Thompson Jr.

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Written by one of the nation's leading authorities on MA transactions, Mergers, Acquisitions, and Tender Offers: Law and Strategies provides comprehensive coverage of the key issues involved in MA transactions: Contract law—including acquisition agreements, confidentiality agreements, due diligence, and letters of intent Corporate law—focusing on Delaware corporate law and the structuring of mergers and directors' fiduciary duties Federal Securities law—from the preparation of IPO registration statements, to negotiated acquisitions of publicly

held companies, to the treatment of tender offers under the Williams Act amendments Federal income tax, financial accounting, and valuation techniques—including income tax issues when structuring taxable and tax-free acquisitions of domestic targets by domestic acquirers Antitrust and premerger notification—featuring antitrust analysis of MAs under the Clayton Act and premerger notification rules under the Hart-Scott-Rodino Act Domestic MAs—from leveraged buyouts, to spin-offs, to the acquisition of bankrupt companies Cross-border MAs—the gamut of issues involved in inbound and outbound cross-border MA deals Special topics—from state taxation of MA transactions to tax, antitrust, partnership, and LLC aspects of joint ventures This practical treatise's well-stocked toolkit includes real-world acquisition agreements, a confidentiality agreement and letter of intent, annotated IPO on Form S-1, private offering memorandum, SEC disclosure documents for recent public company negotiated acquisitions, tender offer documents, required SEC reports, investment banker engagement letters, and recent MA deal documents. About the Author Throughout his distinguished career, Professor Samuel Thompson has held a number of notable positions, such as head of the tax department of Schiff Hardin Waite in Chicago; tax policy advisor, on behalf of the U.S. Treasury Tax Assistance Office, to the South African Ministry of Finance in Pretoria, South Africa; Attorney Fellow in the Securities and Exchange Commission's Merger and Acquisitions Office; consultant on merger and acquisition issues to the Federal Trade Commission; and professor in residence at the European Commission's Antitrust Merger Taskforce in Brussels. On several occasions he has testified about tax policy before the U.S. House of Representatives Committee on Ways and Means and the House Judiciary Committee. He formerly served as dean of the University of Miami School of Law and has been a professor and distinguished visiting professor at the University of Virginia School of Law and the Jacquin D. Bierman Visiting Professor of Taxation at Yale Law School.