

# Mergers & Acquisitions Law Suite

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When you're navigating through tough mergers and acquisitions issues you need comprehensive, reliable, and current information that provides you with quick, accurate answers to even the most complex M&A questions. Wolters Kluwer provides expert guidance from prominent authorities together with primary source materials to ensure a successful M&A deal.

- **Authoritative content** — Access to the industry leading *Mergers, Acquisitions, and Buyouts* by Martin D. Ginsburg, Jack S. Levin, and Donald E. Rocap, an invaluable resource that provides deal-making strategies that will ensure the best financial and tax benefits for your clients.
- **Expert analysis** — Insights from leading practitioners on all aspects of M&A, including *Structuring Venture Capital, Private Equity, and Entrepreneurial Transactions* by Jack S. Levin and Donald E. Rocap, *Structuring Mergers and Acquisitions: A Guide to Creating Shareholder Value* by Peter A. Hunt and *Takeover Defense: Mergers and Acquisitions* by Arthur Fleischer, Jr. and Alexander R. Sussman.

## LISTING OF TITLES AVAILABLE:

- **Corporate Acquisitions and Mergers (KLI)**  
*Peter F.C. Begg and J.J. Henning*
- **Delaware Law of Corporations and Business Organizations**  
*R. Franklin Balotti and Jesse A. Finkelstein*
- **Mergers, Acquisitions, and Buyouts**  
*Martin D. Ginsburg, Jack S. Levin, and Donald E. Rocap*
- **Structuring Mergers and Acquisitions: A Guide to Creating Shareholder Value**  
*Peter A. Hunt*
- **Structuring Venture Capital, Private Equity and Entrepreneurial Transactions**  
*Jack S. Levin and Donald E. Rocap*
- **Takeover Defense: Mergers and Acquisitions**  
*Arthur Fleischer, Jr. and Alexander R. Sussman*
- **Takeovers: A Strategic Guide**  
*Meredith M. Brown, Ralph C. Ferrara, Paul S. Bird, Gary W. Kubek, and William D. Regner*

## Corporate Acquisitions and Mergers (KLI)

*Peter F.C. Begg and J.J. Henning*

A one-stop guide to the practical issues involved in conducting mergers and acquisitions transactions in 53 significant economies of the world. Each country section aims to adopt a broadly similar framework and structure. Topics addressed include: types of transactions, financing methods, antitrust/competition issues, taxation, employment considerations, procedural formalities, and accounting treatment. Some of the world's most distinguished law firms, each of them identified as a leading firm in the mergers and acquisitions field in their own country, offer a rich source of information and advice on domestic issues arising on M&A transactions. Key changes and developments in national laws and practice affecting mergers and acquisitions are included to assure awareness of current practices.

## Delaware Law of Corporations and Business Organizations

*R. Franklin Balotti and Jesse A. Finkelstein*

A time-honored resource that provides guidance through all aspects of establishing and operating business organizations incorporated in Delaware. Timely coverage includes full discussion of legal precedent as interpreted

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by the Delaware courts, including key Delaware Chancery Court and other court case links, the complex statutory framework underlying Delaware corporation law and business organizations, practical strategies to resolve legal issues, accomplish corporate transactions, and conduct litigation. More than 100 practice-tested forms assist with the establishment or operation of a Delaware business entity.

## **Mergers, Acquisitions, and Buyouts**

*Martin D. Ginsburg, Jack S. Levin, and Donald E. Rocap*

This invaluable resource provides deal-making strategies that will ensure the best financial and tax benefits for your clients. *Mergers, Acquisitions, and Buyouts* provides coverage of various transaction structures, including stock purchases, asset purchases, mergers, and §351 incorporations; taxable and tax-free transactions; and acquisitions involving C corporations, S corporations, partnerships, and LLCs. In-depth analysis of typical transaction permutations includes hundreds of real-life examples. Easy-to-follow checklists and flowcharts ensure that practitioners adhere to all the proper steps. In addition, model agreements provide sample language for a variety of situations likely to be encountered when structuring and documenting a deal.

## **Structuring Mergers and Acquisitions: A Guide to Creating Shareholder Value**

*Peter A. Hunt*

This comprehensive guide establishes a framework for analyzing each transaction from a financial perspective and evaluating alternative strategies in terms of how they create value today or better position the company to build value tomorrow. Includes expert analytical case studies of actual M&A deals and guidance, tips and techniques for every type of transaction from "plain vanilla" mergers, acquisitions, divestitures, joint ventures, and leveraged buyouts, to more complicated restructuring alternatives such as spin-offs, split-offs, share repurchases, recapitalizations, and restructuring options that can enhance shareholder value.

## **Structuring Venture Capital, Private Equity and Entrepreneurial Transactions**

*Jack S. Levin and Donald E. Rocap*

*Structuring Venture Capital* focuses on a series of typical transactions carried out with venture capital/private equity money, including a new business start-up, a growth equity investment in an existing business, a leveraged buyout of a private or public company, a leveraged recapitalization, an equity-based executive compensation program, a restructuring or workout for an over-leveraged enterprise, devising an exit scenario for the successful venture-financed company, and forming a private equity fund. For each type of transaction, the tax, legal, and economic structuring consequences are discussed.

## **Takeover Defense: Mergers, and Acquisitions**

*Arthur Fleischer, Jr. and Alexander R. Sussman*

Written by the experts who have been at the center of some of the largest and most complex takeover deals in American history, this resource covers the legal, business, and strategic issues that arise in a takeover or proxy contest, and in the pursuit of a merger, sale, LBO, or restructuring of the company. Also includes discussion of hedge funds and institutional activism, hostile takeovers, poison pills, corporate governance challenges, majority voting standards, appraisal rights, and more.

## **Takeovers: A Strategic Guide to Mergers and Acquisitions**

*Meredith M. Brown, Ralph C. Ferrara, Paul S. Bird,*

*Gary W. Kubek, and William D. Regner*

The leading source for guidance on takeover tactics, providing corporate counsel, outside counsel, investment bankers, and corporate officers with an understanding of takeovers that is essential to an understanding of all public company M&A, whether the transactions are negotiated or openly hostile. Also includes in-depth discussions that examine the impact of the latest developments in federal and state statutes and administrative law governing takeover actions; how the courts are resolving the core issues faced by shareholders, directors, and managers buffeted by claims arising from transactions; and an analysis of the financial and legal tactics that helped to decide the outcomes of recent landmark mergers.