

DRAFT – SUBJECT TO REVISION

Law and Business of Corporate Transactions

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Meetings: Wednesdays 6:10 pm-9:10 pm (Sept 27 - Dec 20, *except* Nov 22)

(NOTE: This course meets on the Stern Langone calendar.)

[Location TBD]

Textbook: None required. Weekly reading materials will be posted on the course site at NYU Classes. Although there is no required textbook, we suggest Robert F. Bruner's Applied Mergers and Acquisitions (Wiley, 2004) for those students who would like a general reference text on mergers and acquisitions (M&A) and related topics.

Prerequisites: Stern students should have taken Corporate Finance and Law students should have taken Corporations. (It is also recommended that Law students have taken Corporate Finance.)

Course Description: This class will focus on the legal and financial aspects of M&A and other corporate restructuring and capital market transactions. Transactions will include both contested and uncontested M&A and will address the role of both strategic (corporate) and financial (banks, private equity, etc.) players, as well as financial, legal and other advisors. The role of investors - in both debt and equity - will also play an important role in the course. The course is intended to integrate diverse aspects of the academic training of law and business students in a transactionally-focused, practically-oriented class.

The course will consist of a set of five initial “framework” lectures on the economic, market and legal contexts of corporate transactions. These will be followed by six class

discussion sessions, each focusing on one or more specific transactions (indicated on schedule below) as representative of a broader class. (eg, “friendly” M&A, spinoffs, activism, etc.) *For each of these classes, a subset of students will be expected to act as discussion leaders, selecting pre-class reading items and preparing outline questions for the class.* There will also be a guest-led class, in which two or more industry participants will discuss first-hand experiences and observations about the practical workings of corporate transactions. All classes will involve a significant amount of student participation in the topic discussions.

Each student will also be required to write a 20 page term paper on a topic approved by the instructors.

Evaluation will be based upon each student’s term paper and class participation. Class participation will reflect both the student’s shared leadership of one class discussion and more general participation in all class discussions. Students should be aware that attendance is of particular importance since all class content is provided through the class meetings.

Grading: 50% classroom participation

- 25% discussion leadership
- 25% general participation

50% term paper

Term Papers: Term papers will be due at 6 pm on December 20. Topics must be approved by 6 pm on November 29. Papers should be approximately 20 pages in length (double-spaced and not including notes, exhibits.) Any basic footnote or bibliography format is acceptable.

Papers must address both legal and business issues of the topic. Students may select a topic that interests them in the general area of M&A and corporate transactions so long as topics are pre-approved by instructors. Some possible ideas to help you get started in choosing a topic:

- analysis of a specific transaction (not discussed in class)
- international comparative transaction topic
- analysis of a unique deal structure
- conflicts of interest/ethical issues in a deal context

Discussion Leadership Groups: At the October 11 class, each student will be assigned to a small group to serve as leaders for one of the six transaction discussion classes (Nov 1 – Dec 20). Each group will be expected to (i) participate in one-hour preparatory call with co-instructors on the Wednesday prior to class; (ii) assign several relatively short supplemental items of pre-class student reading (due 6 pm on the Friday prior to class); (iii)

provide a set of outline questions to help guide the class discussion (due 6 pm on the day prior to class); and (iv) serve as discussion leaders during the class itself.

Class Schedule

Sept 27: Course Introduction
Corporate Governance

Oct 4: Capital and Product Market Context

Oct 11: Valuation
Preview of Student-Led Discussion Classes

Oct 18: Overview of Transactions, Part I

Oct 25: Overview of Transactions, Part II

Nov 1: Capital Raising/IPOs

Nov 8: Uncontested M&A

Nov 15: Guest Speaker

Nov 22: No Class

Nov 29: Leveraged Buyouts
Term Paper Topic approved

Dec 6: Contested M&A

Dec 13: Shareholder Activism

Dec 20: Disaggregation Transactions
Term Papers due