

**FINC-GB.3365.01 Private Equity Finance**

Fall 2018

Meets: Tuesdays and Thursdays 3:00-4:20 PM.

Room: KMC 2-90

**Instructor Information:**

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**Prerequisites:**

Foundations of Finance (COR1-GB.2311)

Corporate Finance (FINC-GB.2302)

Visiting students must have taken comparable prerequisite courses at their home institutions.

Prerequisites must have been completed prior to taking this course.

This course requires a substantial financial forecasting and analysis. While it is not a prerequisite, students without a strong background in finance may find it helpful to take Modeling Financial Statements (ACCT-GB.3304) prior to taking this course.

**Course Summary**

This course will use the case method to provide a comprehensive overview of private equity finance. The objective of this course is to survey the private equity industry and to provide an understanding of the origination, valuation, execution, monitoring, and realization of private equity transactions and of the process of investing in private equity funds. The course will include a series of lectures

designed to teach specific skills and concepts used in the practice of private equity and in the M&A business more broadly and case discussions through which those skills and concepts will be illustrated and utilized.

Private equity, including venture capital, growth investing, distress, and leveraged buy-outs, has grown from less than \$5 billion in assets under management in 1980 to \$3.0 trillion today and is therefore a field worthy of study. Its emergence as a significant global asset class has elevated the industry in the public consciousness and led to a debate about its effect on portfolio companies, contribution to systemic risk, and compensation and taxation practices. The dramatic growth of assets under management by private equity firms has also led to a compression in investment returns, making the tasks of executing successful private equity transactions and selecting private equity funds increasingly challenging.

The course will be divided in two parts. The first section will examine the industry from the perspective of the private equity firms who invest in and manage portfolio companies (referred to as the general partners or "GP"s). While this section will address all significant segments of the GP universe, including venture capital, growth investing, distressed investing and leveraged buy-outs, the main focus will be on the LBO industry. In this section, we will discuss the techniques used by private equity firms to originate, diligence, value and execute transactions as well as how these PE firms seek to add value to their portfolio companies and eventually exit these investments. Through the cases, we will analyze several private equity transactions and situations through which we will apply these concepts and techniques.

The best way to understand how a leveraged buyout works is to construct an LBO model. The first section of the course will include a lecture on LBO modeling as well as several assignments through which students will learn how to build an LBO model. These exercises, while highly time-intensive, will significantly deepen students' understanding of financial statements and analysis.

The second section of the course will examine the private equity industry from the perspective of the institutions that invest in private equity funds (the limited partners or "LP"s and their consultants or "gatekeepers"). We will survey the LP universe (pension funds, endowments, fund-of-funds, sovereign wealth funds, and secondary funds). We will analyze the investment track records of GPs, identify the factors that lead to strong performance, and review the process for PE fund raising, due diligence and fund selection. We will also learn about the economic arrangements between LPs and GPs and discuss the terms of fund agreements and the current state of LP/GP relationships.

### **Instructor Policies**

## **Attendance/Lateness**

This course will rely and be heavily graded on active, high quality class participation. **Therefore, on-time attendance is required for every class except in cases of excused absences: documented serious illness, family emergency, religious observance, or civic obligation. Recruiting activities are not acceptable reasons for class absences.** Please notify me of any absence prior to the start of the class. **Unexcused absence and/or tardiness are will hurt your grade, potentially materially. Attendance is taken for every class.**

## **Assignments**

Unless otherwise noted, all assignments must be submitted prior to the beginning of the class in which they are discussed. Late submissions will not be accepted and will be assigned a failing grade. Please submit all assignments through NYU Classes.

## **Use of Electronic Devices**

**Please do not use smart phones, laptops or other electronic devices during class.** I understand many of you like to follow the lecture and take notes on your laptop. As an alternative, I suggest you print out the presentation for each lecture and bring it with you to class.

## **Honor Code**

All students must adhere to the Stern Code of Conduct: <http://www.stern.nyu.edu/uc/codeofconduct>

## **Students with Disabilities**

Students who require academic accommodation during the course should provide me with a letter from the Moses Center for Students with Disabilities (<http://www.nyu.edu/csd>) outlining the accommodations they recommend.

## **Class Process**

This class will primarily utilize the case method to cover the material. The process for reviewing cases will work as follows:

I will divide the class into groups of three. I will place students with relevant experience (such as private equity, leveraged finance, M&A, financial sponsors' coverage, and private equity transaction support consulting) into different groups to ensure that the groups are equitably balanced. I will reshuffle the groups once during the course.

While each student is required to prepare for every case discussion, there will be group case analysis submissions due for only four cases (excluding the LBO Modeling case – see below). The group case analyses should not exceed 2-3 of double spaced typed pages (in a reasonable font size) plus any analyses or exhibits you chose to include (see further below for case analysis directions) and should be submitted via NYU Classes prior to the deadline indicated below. It is up to the group members to decide how the work on each case is divided. All members of a group will receive the same grade for each written case analysis. For the avoidance of doubt, groups should not consult or share work with other groups when preparing these analyses.

The questions for the group case analysis assignments can be found in the Assignments tab of the NYU Classes course site. I also have posted topics and questions for the cases for which no written assignment is due, which should help you prepare for the case discussions in class.

At the beginning of each case discussion, I will cold call an individual student to present his/her summary of the case. I will continue to cold call students throughout the case discussions and will also call on volunteers. To ensure that students are prepared for every case discussion, I will especially rely on cold calling for cases for which no group assignment is due. While I expect a robust discussion in which students feel free to disagree with each other (and with me) I would like case discussions to be conducted with utmost civility and respect.

In addition to the four group case analyses, there will be four individual assignments due throughout the course, each relating to the construction of a different section of the same LBO model (the Princess Telecom LBO Modeling case): a) operating assumptions and projections, b) sources and uses of funds, capital structure and debt schedules, credit statistics and opening balance sheet adjustments, c) valuation, IRR , DCF, and value creation analysis and d) leveraged recapitalization analysis.

In some classes, I will lecture on a particular topic (such as LBO modeling, due diligence, valuation techniques, portfolio company exit, etc.) and we will not review a case. While there will be less time for discussion during these lectures, I expect students to remain alert, engaged, and prepared to be cold called.

In several classes we will have guest who will either lecture on a particular topic or lead a case discussion. These guest lecturers are private equity industry leaders. I am keen that this be a great experience for both you and them. Therefore, I will be especially focused on assessing class engagement during these guest lectures.

Class participation is an important element of your grade. I will grade participation based on the quality of contributions and insights. Quality comments 1) contribute to moving the discussion forward, 2) offer a unique and relevant perspective on the issue, 3) build on the comments of others, and 4) show evidence of analysis of inherent trade-offs. The class participation grade will also consider the asking of relevant questions, on-time attendance, posting of questions and relevant materials in the class Forum, and other evidence of active engagement.

There will be no midterm or final exam.

### **Case Analysis Directions**

When preparing the case analyses, you should avoid rehashing facts from the case. Instead, you should focus on delivering conclusions and recommendations, showing the analysis that supports such conclusion and reflecting on the trade-offs and risks inherent in your conclusions or recommendations. These analyses should be written as if the audience were a decision maker at a private equity firm. They can be written in prose or in presentation style. They should be written, organized, and formatted according to professional standards.

### **Use of “Forum” section of NYU Classes Site**

Questions of a non-personal nature regarding assignments should be posted in the Forum section of NYU Classes, where they will be answered by me or a TF. This insures that all students benefit from the Q & A related to that assignment. Students are welcome to answer questions posted on Forum. Comments, questions and answers that are particularly helpful and illuminating will count towards your class participation grade.

### **Grading**

Class Participation:	25%
Written Group Case Analyses:	35%
LBO modelling individual assignments:	10% each x 4

Grade distribution will roughly follow the Stern finance department grading curve for non-introductory courses which limits the number of A/A- to 35% of the class.

### Course Materials

Most course materials are included in the course pack, which is arranged in alphabetical order by title. You may purchase your course pack at the bookstore or online. If you purchase it in-store, the access keycode will print on the receipt so you need to **keep the receipt**.

If you buy it online, you need to know your course and section numbers, i.e. FINC-GB.3365.01. The website is: [shopnyu.com](http://shopnyu.com). Once you complete the purchase, the access keycode will be emailed to you.

**Here is a link to the ordering page:**

<http://www.bkstr.com/nyustore/shop/textbooks-and-course-materials>

I will distribute some additional material throughout the semester, which will be posted in the Resources section of the NYU Classes course site.

### Course Outline

<u>Class #</u>	<u>Date</u>	<u>Topic</u>	<u>Case</u>	<u>Deliverables</u>	<u>Other Readings/Assignments</u>
1	9/4	Overview of Private Equity	No Case, Lecture		Lerner, "A Note on Private Equity Partnership Agreements".
2	9/6	The Private Equity Firm & Deal Origination	Eccles & Knoop, "The Carlyle Group" and Godes, Egawa & Yamazaki, "Carlyle Japan (A), (B), and (C)".		

<b>3</b>	<b>9/13</b>	Private Equity Deal Due Diligence	No Case, Lecture		
<b>4</b>	<b>9/18</b>	Deal Due Diligence	Roberts, "Summit Partners -- The FleetCor Investment (A)".		
<b>5</b>	<b>9/20</b>	Deal Due Diligence	Roberts, "Summit Partners--The FleetCor Investment (B) and (C)".		
	<b>9/22</b>		No Class	Case Analysis 1: Barbrawl Q of E	
<b>6</b>	<b>9/25</b>	LBO Modelling	No Case, Lecture		Schwed, "A Note on Building an LBO Model" Section 1
<b>7</b>	<b>9/27</b>	Valuation & Execution: Venture Capital	Strebulaev, Gouw Ranzetta & Hoyt, "Evaluating Venture Capital Term Sheets".		Hardymon & Lerner, "A Note on Private Equity Securities"  Roberts & Stevenson, "Deal Structure and Deal Terms".
<b>8</b>	<b>10/2</b>	Valuation Techniques	No Case, Lecture		Kaplan, "A Note on Discounted Cash Flow Valuation Methods"  Hellmann, "A Note on Valuation of Venture Capital Deals".
<b>9</b>	<b>10/4</b>	Capital Structure in Leveraged Transactions	No Case, Lecture		Schwed, "A Note on Building an LBO Model" Section 2  Gompers, Ivashina & Van Goul, "Note on LBO Capital Structure".
	<b>10/5</b>		No Class	Princess Telecom LBO Model Part1	

<b>10</b>	<b>10/11</b>	Valuation & Execution: LBO	Goodson, McGinnis & Zeisberger, "Differentiation Beyond Price: CD&R's strategy in acquiring Hussman".		
<b>11</b>	<b>10/16</b>	Valuation & Execution: LBO	Gompers, Misztal & Van Gool, "Hg Capital and the Visma Transaction". Cases A, B-1 and B-2.		
	<b>10/17</b>		No Class	Princess Telecom Model Part 2	LBO
<b>12</b>	<b>10/18</b>	Distressed Investing: Loan to Own	Gilson & Abbott, "Countrywide plc".		Fruhan, "Restructuring Distressed Companies-Cross National Comparisons."
<b>13</b>	<b>10/23</b>	Value Creation in Portfolio Companies: TDC buy-out	Lerner, "Private Equity Transforming TDC"		
<b>14</b>	<b>10/25</b>	Value Creation in Portfolio Companies: TDC: The Sunrise Decision	Lerner, "Private Equity Transforming TDC"	Case Analysis 2: TDC/Sunrise	
<b>15</b>	<b>10/30</b>	Portfolio Company Value Creation	No Case, Lecture		Rogers, Holland & Haas, "Value Acceleration: Lessons from Private-Equity Masters".

<b>16</b>	<b>11/1</b>	Portfolio Company Value Creation	Lietz, "Doctor My Eyes: The Acquisition of Bausch & Lomb by Warburg Pincus"		
<b>17</b>	<b>11/6</b>	LBO Modelling (2)	Discussion of the Princess Telecom LBO Model	Princess Telecom LBO Model Part 3	Schwed, "A Note on Leveraged Recapitalizations".
<b>18</b>	<b>11/8</b>	Exiting PE Investments	No Case, Lecture		Fruhan, "Company Sale Process" and Lerner, "Note on the Initial Public Offering Process".
<b>19</b>	<b>11/13</b>	Exiting PE Investments	Lerner & Tuzikov, "The Carlyle Group and Axalta".	Case Analysis 3: Axalta	
<b>20</b>	<b>11/15</b>	Private Equity in Emerging Markets	Restinas, Creo & Reisen de Pinho, "Equity International: The Second Act"		Lerner, Leamon & Vase, "A Note on Private Equity in Developing Countries".  Gompers, Ivashina & Dore, "Private Equity Valuation in Emerging Markets".
<b>21</b>	<b>11/20</b>	Investing in Private Equity Funds	No Case, Lecture		
	<b>11/21</b>	No Class		Princess Telecom LBO Model Part 4	
<b>22</b>	<b>11/27</b>	Private Equity Fund Raising	No Case, Lecture		Lerner, Hardyman, and Leamon, "A Note on the Private Equity Fund Raising Process".

<b>23</b>	<b>11/29</b>	Investing in Private Equity Funds	Lerner, Rhodes-Kropf, Burbank, "The Canadian Pension Plan Investment Board: October 2012".		
	<b>12/3</b>		No Class	Case Analysis 4: The Waterfall Exercise	
<b>24</b>	<b>12/4</b>	The Private Equity Industry and Private Equity Fund Selection: A Gatekeeper's Perspective	No Case, Lecture		Hardymon, Lerner & Leamon, "Between a Rock and a Hard Place: Valuation and Distribution in Private Equity".
<b>25</b>	<b>12/6</b>	The Private Equity Firm as a Public Company	Hardymon, Lerner, Leamon, "The Blackstone Group's IPO".		
<b>26</b>	<b>12/11</b>	Course Review	No Case, Lecture		