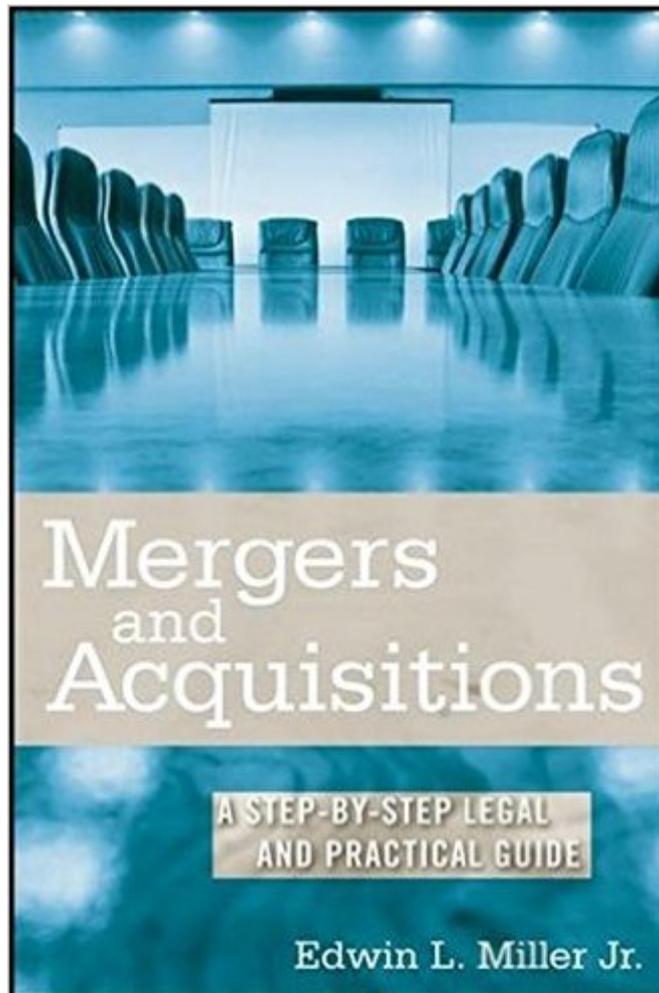


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# Mergers And Acquisitions: A Step-by-Step Legal And Practical Guide



## Synopsis

A Step-by-Step Legal and Practical Guide Getting mergers and acquisitions transactions successfully completed requires an understanding of the legal framework, negotiating points, and practical aspects of each stage of the deal. Part legal primer, part business and negotiating primer, *Mergers and Acquisitions: A Step-by-Step Legal and Practical Guide* provides comprehensive and understandable advice for management, investors, legal and business professionals, and law and business school students. Providing expert guidance on the legal framework, deal points, and practicalities at each stage of an M&A transaction, Edwin L. Miller, Jr. explores the M&A process from beginning to end, including:

- Corporate finance fundamentals
- Critical early steps in the acquisition process
- How to structure transactions to achieve the best economic result
- Tax considerations for both buyers and sellers
- Key and often-misunderstood provisions in the definitive acquisition agreement
- Acquisitions of public companies
- What's different
- Leveraged buyouts and acquisitions of troubled businesses

*Mergers and Acquisitions* is a must-read whether you're a legal or business professional, an entrepreneur, an investor, or a law or business school student. The book will also be extremely useful to international lawyers and businessmen who need to understand the M&A practices in the United States that are being increasingly adopted around the world.

Praise for *Mergers and Acquisitions*

"Buyers and sellers both hope to be winners in an acquisition. But at the negotiating table, there is only one winner for each point and winning may mean a significant change in the deal economics. The insights in this book are crucial for both buyers and sellers and lay out the rationale for both sides of all of the money issues and other important deal points." — Todd Koopersmith, Vice President, Business Development, Iron Mountain

"This book will help M&A professionals get up to speed on a wide range of deal points. It explains the legal background and transaction structuring issues in M&A transactions that every investment professional must know." — Gregory Burkus, founder and partner, Shasta Partners

"This book is an essential resource for business people, and the lawyers and other professionals who advise them, to develop a real-world understanding of how the M&A process works. More importantly, it explains why specific deal structures, contractual terms and diligence procedures are used." — Jonathan Wolfman, Partner, WilmerHale, Boston

"As U.S. M&A concepts, documents and practices become increasingly adopted internationally, this book will be an invaluable resource. It provides an excellent overview of the entire area, and is easily understandable by corporate executives and lawyers outside the United States." — Leo Specht, founder, Specht Rechtsanwalts-Gesellschaft mbH, Vienna, Austria

## Book Information

Hardcover: 352 pages

Publisher: Wiley; 1 edition (January 9, 2008)

Language: English

ISBN-10: 0470222743

ISBN-13: 978-0470222744

Product Dimensions: 6.3 x 1.2 x 9.3 inches

Shipping Weight: 1.2 pounds (View shipping rates and policies)

Average Customer Review: 4.8 out of 5 stars [See all reviews](#) (8 customer reviews)

Best Sellers Rank: #202,755 in Books (See Top 100 in Books) #41 in [Books > Business & Money > Management & Leadership > Consolidation & Merger](#) #84 in [Books > Textbooks > Business & Finance > Business Law](#) #118 in [Books > Business & Money > Accounting > Managerial](#)

## Customer Reviews

'Mergers and Acquisitions' has helped me to eliminate mis-conceptions on acquisitions and has provided me with a clear perspective on selling ones business. What I truly liked was the step by step guide through the overall selling process. I can only recommend 'Mergers and Acquisitions' to anyone involved in M&A activities. Great book!

As a professor of economics and finance, my teaching of mergers and acquisitions lacked the critical legal basis ably provided in Miller's authoritative and practical guide. I now provide the sample documents in the appendices to my classes as a tangible, meaningful way of addressing the myriad legal issues and processes necessary to understand and conduct mergers and acquisitions. The book proceeds in an orderly fashion from the motives for acquisition, acquisition structure, the letter of intent to business and legal due diligence on the part of the buyer and target, as well as the definitive merger agreement, finishing with leveraged buyouts. Each chapter has facsimile documents that students find invaluable. Miller's book is a great complement to any course in corporate finance that covers mergers and acquisitions.

This is an extremely useful guide for the business practitioner in the sometimes complex arena of mergers and acquisitions. The book provides clear guidance through the process from start to finish. Highly recommended.

Great book - very informative. Attorney Miller really knows his stuff (as he should since he's been

around pretty much since the birth of the venture capitalist industry.)

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