

## 2014 Year-End Roundup

### M&A Activity

Figure 1 - Deal Volume

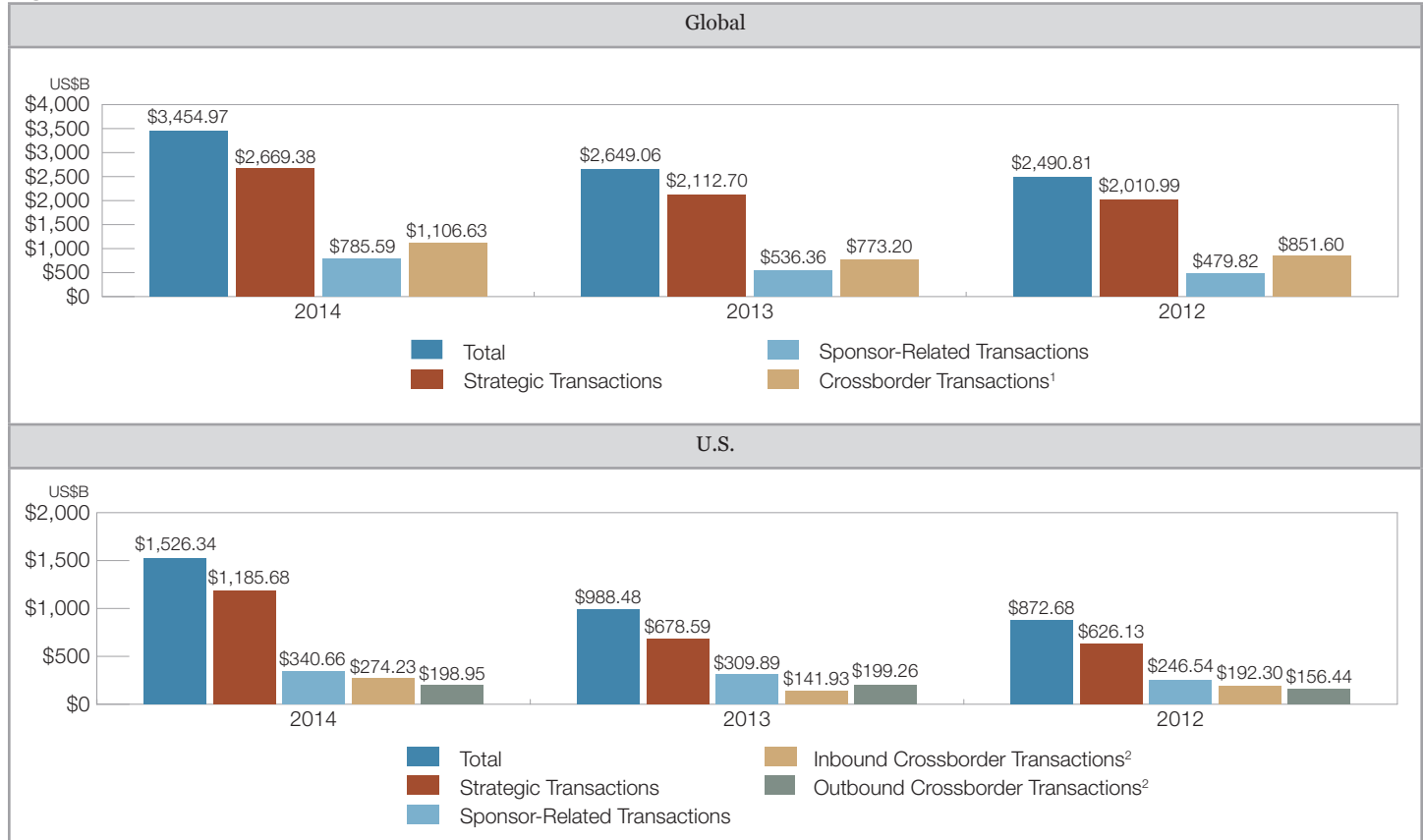
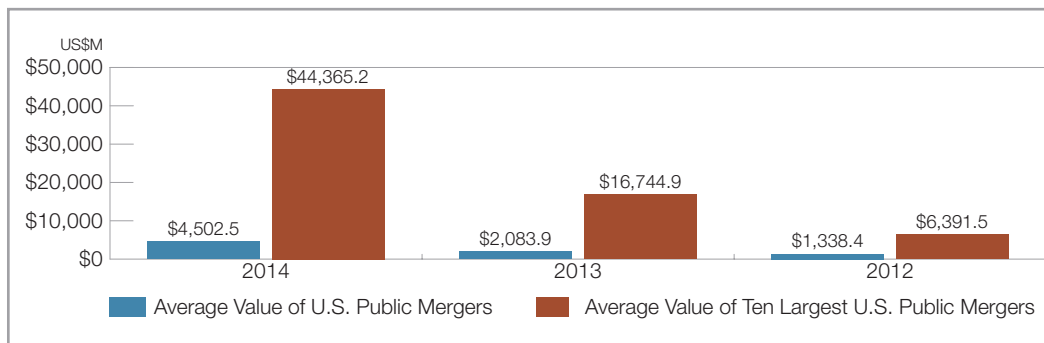


Figure 2 - Average Value of Announced U.S. Public Mergers

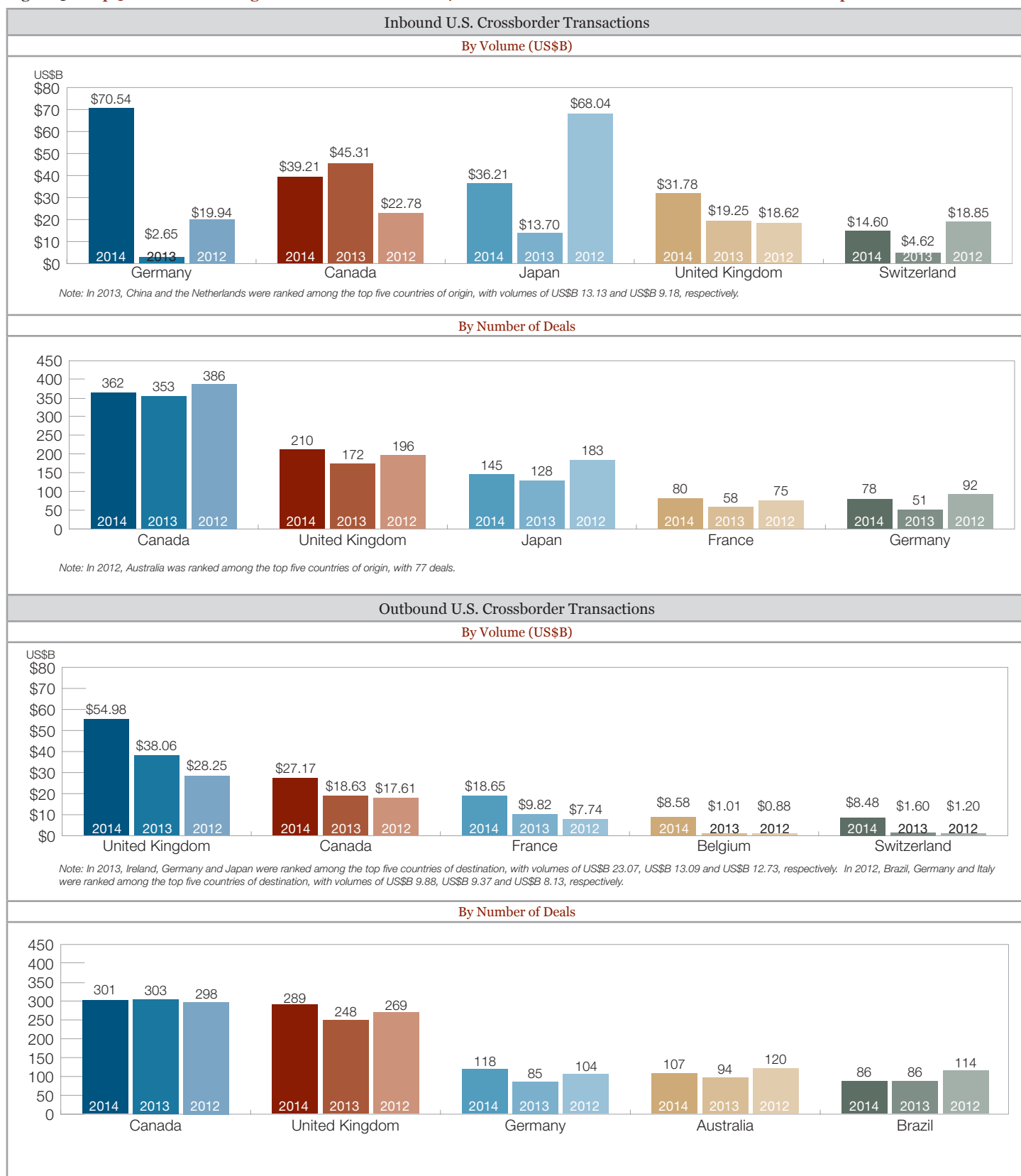


Figures 1, 3 and 4 were compiled using data from Dealogic, and are for the broader M&A market, including mergers of any value involving public and/or private entities. Figure 2 was compiled using data from FactSet MergerMetrics, and is limited to mergers involving public U.S. targets announced during the period indicated and valued at \$100 million or higher regardless of whether a definitive merger agreement was reached and filed or withdrawn. All data is as of January 12, 2015 unless otherwise specified. Data obtained from Dealogic and FactSet MergerMetrics has not been reviewed for accuracy by Paul, Weiss. Such data may include multiple offers made for the same entity.

<sup>1</sup> Global crossborder transactions are those where the acquirer and the target have different nationalities. Nationality is based on where a company has either its headquarters or a majority of its operations.

<sup>2</sup> U.S. crossborder transactions are those transactions where the acquirer and the target have different nationalities and either the acquirer ("Outbound") or the target ("Inbound") has a U.S. nationality. Nationality is based on where a company has either its headquarters or a majority of its operations.

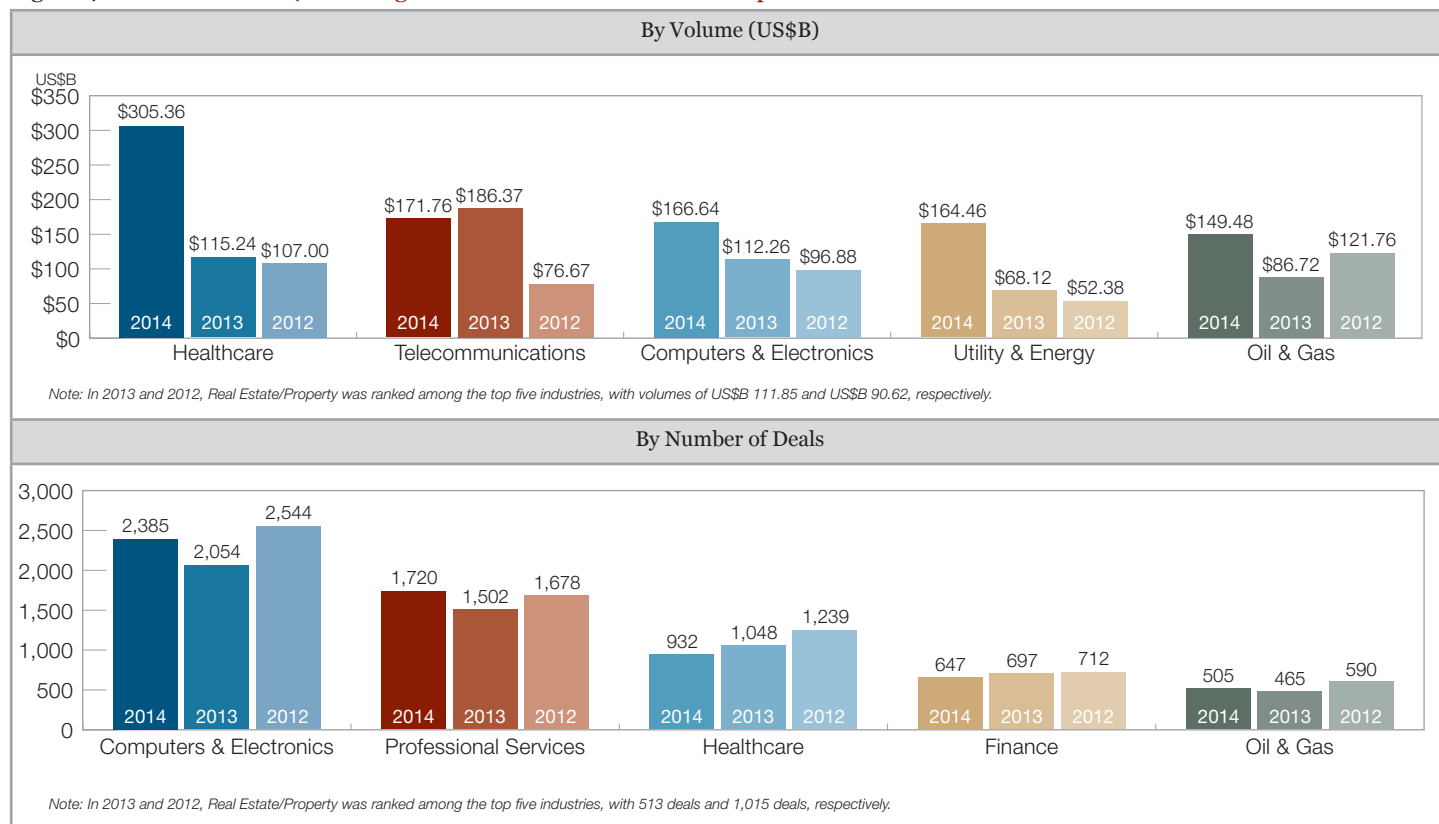
## M&amp;A Activity (Continued)

Figure 3 - Top 5 Countries of Origin or Destination for 2014 U.S. Crossborder Transactions and Prior Year Comparisons<sup>3</sup>

<sup>3</sup> U.S. crossborder transactions are those transactions where the acquirer and the target have different nationalities and either the acquirer ("Outbound") or the target ("Inbound") has a U.S. nationality. Nationality is based on where a company has either its headquarters or a majority of its operations.

M&A Activity (Continued)

Figure 4 - Most Active 2014 U.S. Target Industries and Prior Year Comparisons<sup>4</sup>



M&A Terms<sup>5</sup>

Figure 5 - Average Break Fees as % of Equity Value<sup>6</sup>

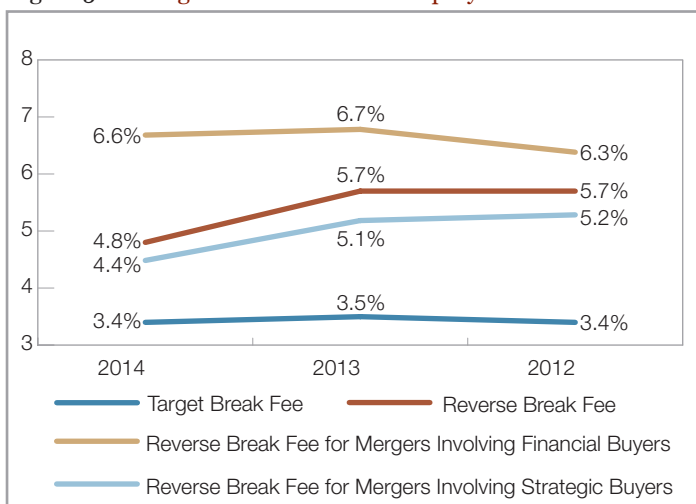


Figure 6 - Form of Consideration as % of U.S. Public Mergers<sup>7</sup>

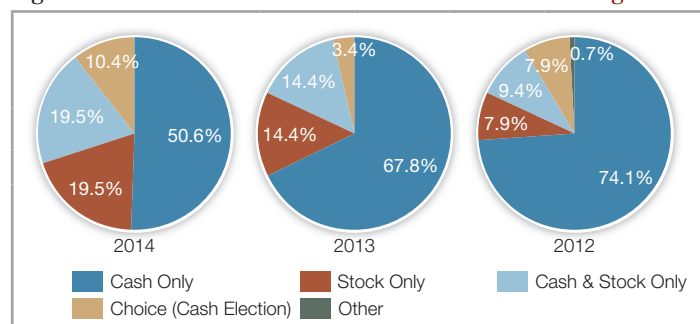
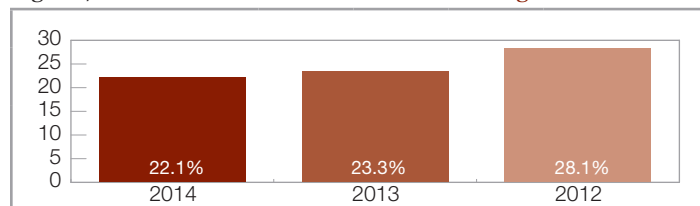


Figure 7 - Tender Offers as % of U.S. Public Mergers



<sup>4</sup> Industries categories are determined and named by Dealogic.

<sup>5</sup> Figures 5-10 were compiled using data from FactSet MergerMetrics and are limited to select mergers involving public U.S. targets announced during the period indicated, valued at \$100 million or higher and for which a definitive merger agreement was reached and filed (except as indicated in Figure 9). Data obtained from FactSet MergerMetrics has not been reviewed for accuracy by Paul, Weiss.

<sup>6</sup> Based on the highest target break fees and reverse break fees payable in a particular deal.

<sup>7</sup> Due to rounding, percentages may not add up to 100%.

## M&amp;A Terms (Continued)

Figure 8 - U.S. Public Merger Go-Shop Provisions

U.S. Public Merger Go-Shop Provisions			
	2014	2013	2012
% of Mergers with Go-Shops	7.8	14.4	12.9
% of Mergers Involving Financial Buyers with Go-Shops	35.3	33.3	33.3
% of Mergers Involving Strategic Buyers with Go-Shops	4.4	9.5	7.3
Avg. Go-Shop Window (in Days) for All Mergers with Go-Shops	32.5	32.8	37.8
Avg. Go-Shop Window (in Days) for Mergers Involving Financial Buyers with Go-Shops	32.5	32.5	39.6
Avg. Go-Shop Window (in Days) for Mergers Involving Strategic Buyers with Go-Shops	32.5	33.1	35.6

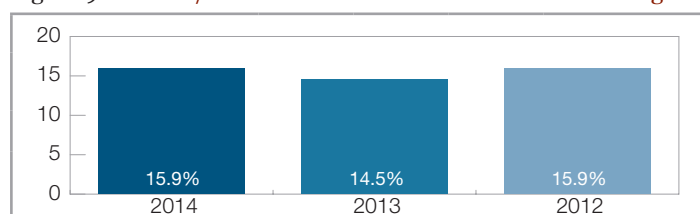
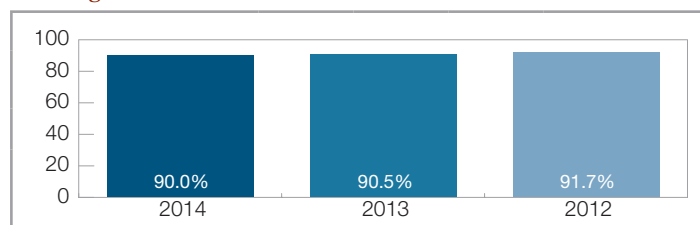
Figure 9 - Hostile/Unsolicited Offers as % of U.S. Public Mergers<sup>8</sup>

Figure 10 - % of Partial and All Stock Deals that Have a Fixed Exchange Ratio



Paul, Weiss is a leading law firm serving the largest publicly and privately held corporations and financial institutions in the United States and throughout the world. Our firm is widely recognized for achieving an unparalleled record of success for our clients, both in their bet-the-company litigations and their most critical strategic transactions. We are keenly aware of the extraordinary challenges and opportunities facing national and global economies and are committed to serving our clients' short- and long-term goals.

## Our Mergers & Acquisitions Practice

The Mergers & Acquisitions Group at Paul, Weiss is among the most experienced and active in the world. We represent publicly traded and privately held companies, leading private equity firms, hedge funds, financial advisors, and other financial institutions and investors in their most important mergers and acquisitions, joint ventures and other strategic transactions.

Our expertise advising corporations and private investors in a broad range of sophisticated transactions enables us to identify new opportunities for our clients to realize value. We have particular experience in guiding clients as they engage in proxy battles, company-altering and market consolidating transactions or capital markets transactions.

A sampling of recent engagements includes: advising Time Warner Cable in its pending \$45 billion merger with Comcast; representing SAP in its \$8.3 billion acquisition of Concur Technologies; representing Automatic Data Processing in its \$5 billion spin-off of ADP Dealer Services, now called CDK Global; advising Encana in its \$7.1 billion acquisition of Athlon Energy; representing NorthStar Realty Finance in its \$4 billion acquisition of Griffin-American Healthcare REIT II; representing Grupo Salinas in its pending \$2.5 billion sale of Iusacell to AT&T; advising Oak Hill Capital Partners in its \$1.43 billion acquisition of Berlin Packaging; and representing IMAX Corporation in its sale of a 20 percent stake in its Greater China business.

## Contacts

**Ariel J. Deckelbaum**  
Partner  
New York  
212-373-3546  
ajdeckelbaum@paulweiss.com

**Frances Mi**  
Counsel  
New York  
212-373-3185  
fmi@paulweiss.com

Associates Joseph S. Friedman, Yashreeka Z. Huq, Samuel J. Welt and law clerks Ryan D. Blicher, Alison E. Gurr and David C. Rothman contributed to this publication.

© 2015 Paul, Weiss, Rifkind, Wharton & Garrison LLP.

In some jurisdictions, this publication may be considered attorney advertising. Past representations are no guarantee of future outcomes.

<sup>8</sup> This data includes both announced transactions for which a definitive merger agreement was reached and filed and those for which a definitive merger agreement was never reached and filed (including withdrawn transactions).