

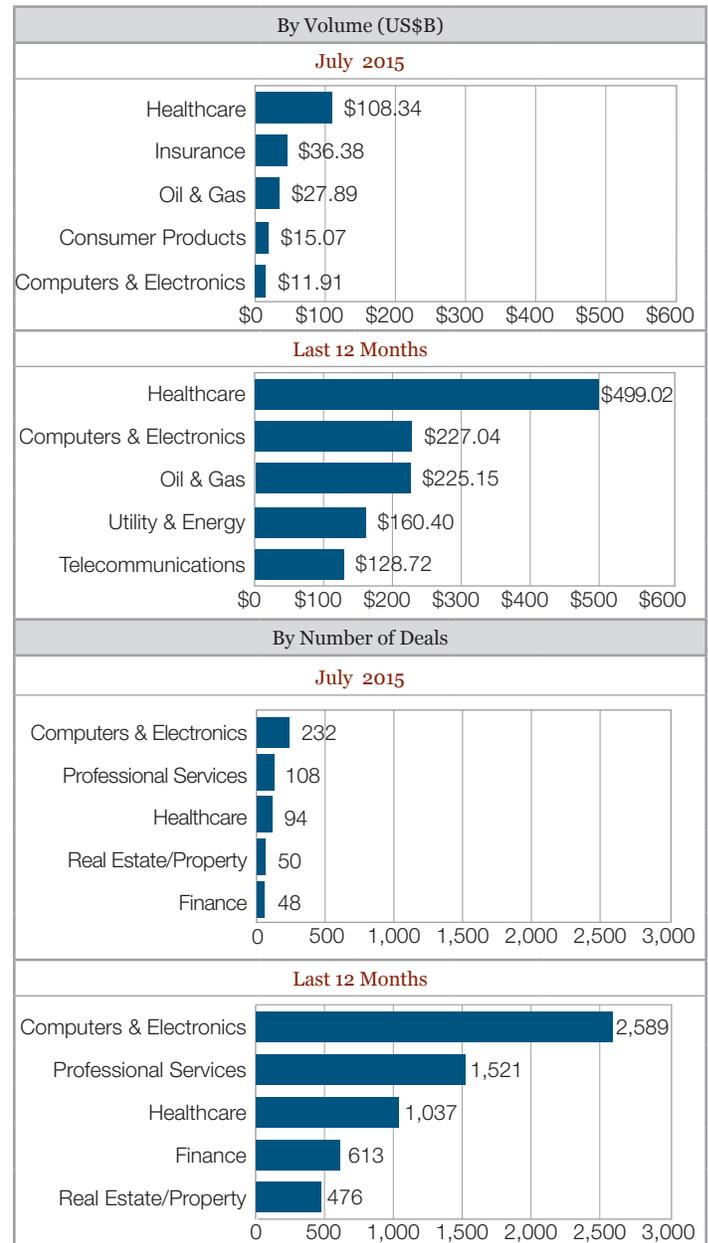
August 2015, Issue 41

M&A Activity

Figure 1

July 2015	Global	+/- From Prior Month	U.S.	+/- From Prior Month
Total				
Volume (US\$B)	460.49	(6.07)	261.75	9.78
No. of deals	3,154	(4)	875	(67)
Avg. value of deals (US\$mil)	279.9	(14.4)	715.2	72.4
Avg. deal multiple ¹	10.7x	(1.4)	12.2x	(0.4)
Strategic Transactions				
Volume (US\$B)	389.26	5.98	227.22	6.89
No. of deals	2,738	35	677	(40)
Avg. value of deals (US\$mil)	264.1	(7.4)	775.5	105.8
Avg. deal multiple ¹	10.7x	(1.2)	13.9x	0.7
Sponsor-Related Transactions				
Volume (US\$B)	71.24	(12.05)	34.52	2.89
No. of deals	416	(39)	198	(27)
Avg. value of deals (US\$mil)	416.6	(64.8)	472.9	(29.2)
Avg. deal multiple ¹	10.8x	(2.1)	8.8x	(2.9)
Crossborder Transactions²				
Volume (US\$B)	195.28	89.37	Inbound 86.26 Outbound 37.84	Inbound 44.04 Outbound 26.69
No. of deals	845	69	Inbound 135 Outbound 182	Inbound (7) Outbound 28
Avg. value of deals (US\$mil)	475.1	183.4	Inbound 1,287.5 Outbound 467.2	Inbound 666.6 Outbound 281.2
Avg. deal multiple ¹	9.4x	(2.0)	Inbound 9.8x Outbound 11.0x	Inbound 3.3 Outbound (3.5)

Figure 2 - Most Active U.S. Target Industries³



Figures 1-3 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. Figures 4 and 5 were compiled using data from FactSet MergerMetrics, and are 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and valued at \$100 million or higher regardless of whether a definitive merger agreement was reached and filed or withdrawn.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 August 2015 unless otherwise specified. "Last 12 Months" data is for the period from August 2014 to July 2015 inclusive. Data from Dealogic and FactSet MergerMetrics may include multiple offers, as applicable, for the same target company. Data obtained from Dealogic and FactSet MergerMetrics has not been reviewed for accuracy by Paul, Weiss.

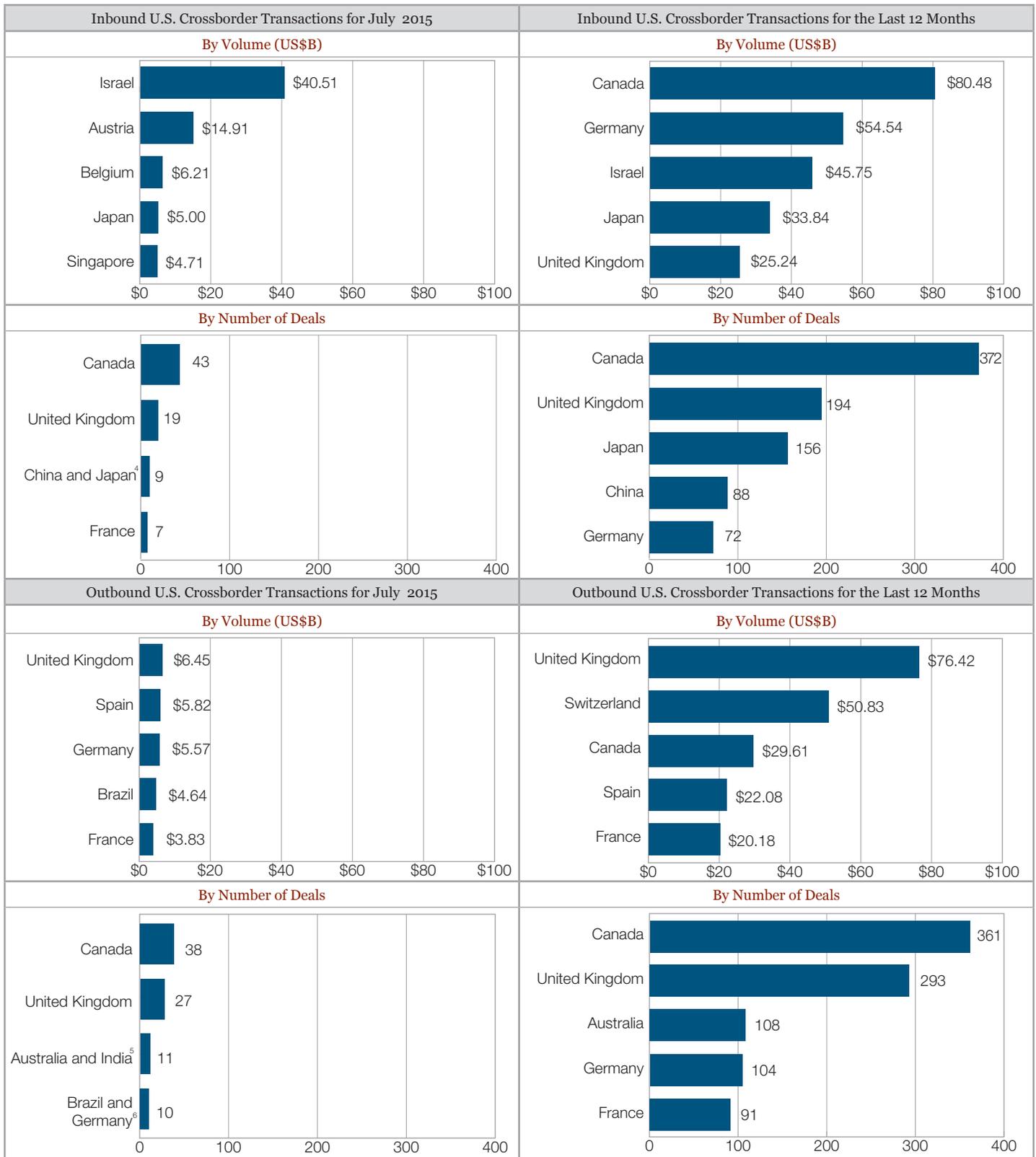
¹ Ratio of enterprise value to EBITDA, trailing 12 months. This statistic is calculated using a smaller subset of deals for which this data is available.

² 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. 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.

³ Industries categories are determined and named by Dealogic.

M&A Activity (Continued)

Figure 3 - Top 5 Countries of Origin or Destination for U.S. Crossborder Transactions



⁴ Each of China and Japan was the country of origin for nine transactions in July 2015.
⁵ Each of Australia and India was the country of destination for eleven transactions in July 2015.
⁶ Each of Brazil and Germany was the country of destination for ten transactions in July 2015.

M&A Activity (Continued)

Figure 4 - Average Value of Announced U.S. Public Mergers (in US\$mil)

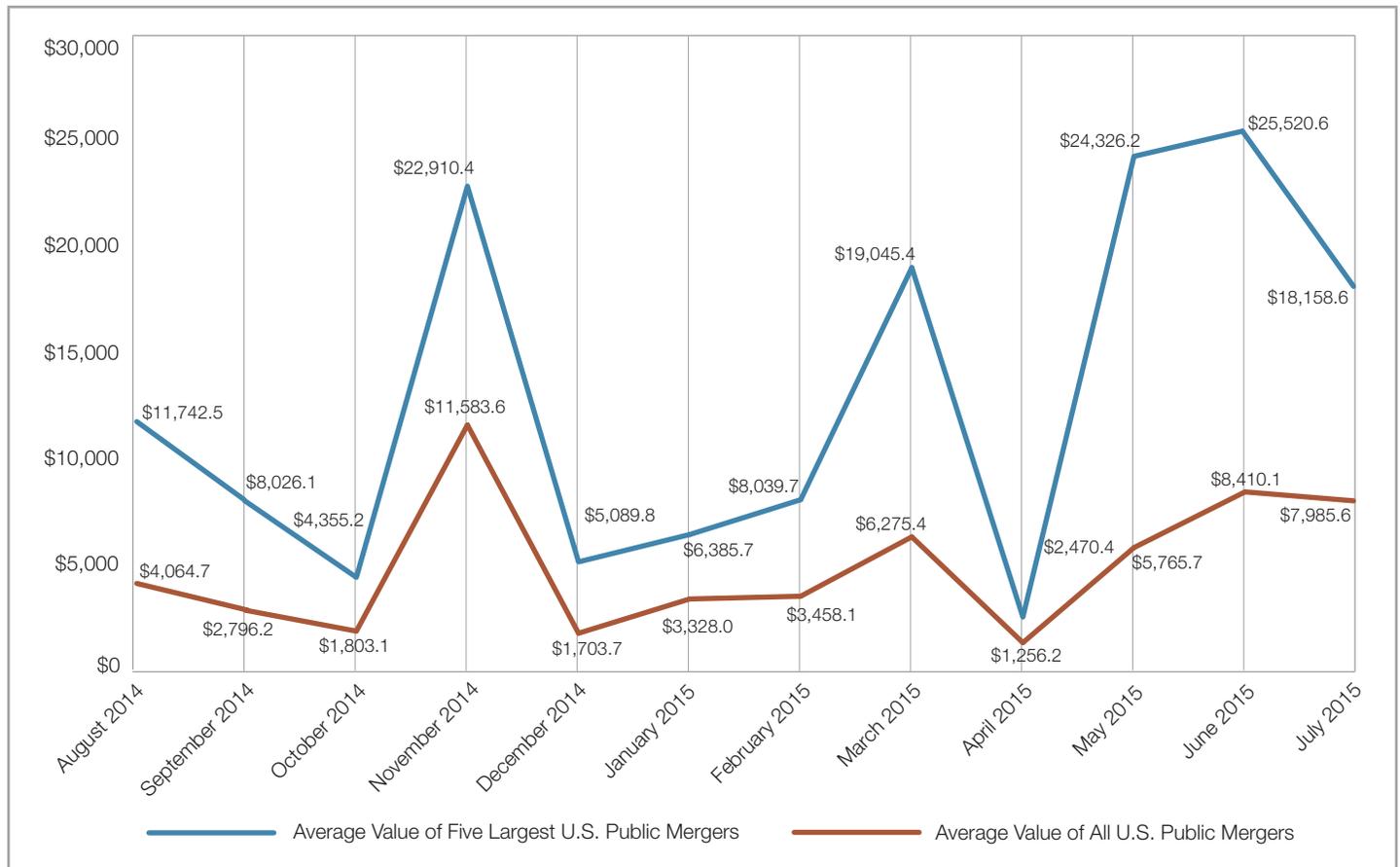
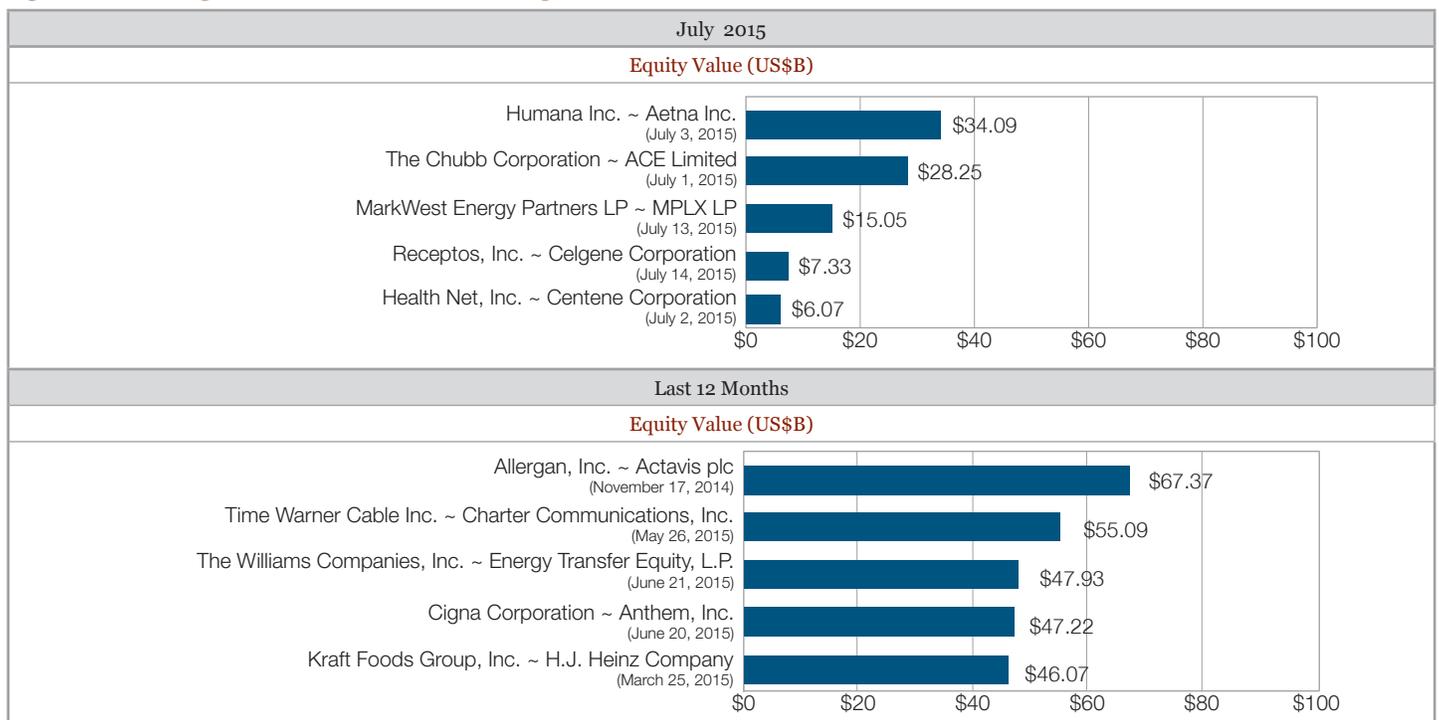


Figure 5 - Five Largest Announced U.S. Public Mergers



M&A Terms

Figure 6 - Average Break Fees as % of Equity Value⁷

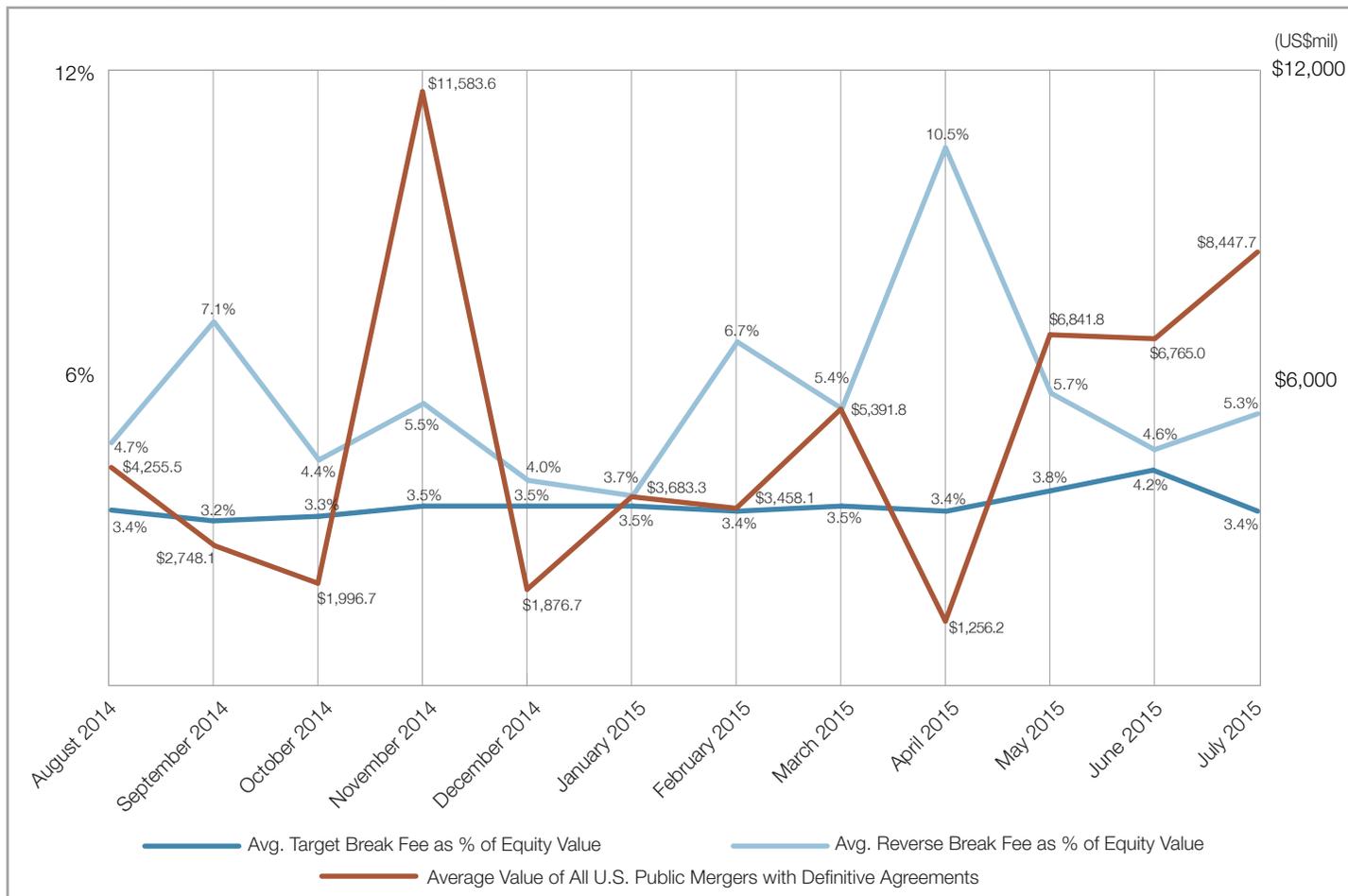


Figure 7 - Average Break Fees as % of Equity Value

	July 2015	Last 12 Months
Target Break Fee for All Mergers	3.4	3.5
Reverse Break Fee for All Mergers	5.3	5.5
Reverse Break Fee for Mergers Involving Financial Buyers ⁸	N/A	7.4
Reverse Break Fee for Mergers Involving Strategic Buyers	5.3	4.8

Figures 6-12 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 (unless otherwise indicated). Data from Dealogic and FactSet MergerMetrics July include multiple offers for the same target company. Data obtained from FactSet MergerMetrics has not been reviewed for accuracy by Paul, Weiss.

⁷ Based on the highest target break fees and reverse break fees payable in a particular deal.

⁸ No transactions in July 2015 involved a financial buyer.

⁹ No transactions in July 2015 involved a financial buyer.

¹⁰ Two transactions in July 2015 had a go-shop provision.

¹¹ No transactions in July 2015 involved a financial buyer.

¹² Two transactions in July 2015 involving a strategic buyer had a go-shop provision.

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

	July 2015	Last 12 Months
% of Mergers with Go-Shops	15.4	11.8
% of Mergers Involving Financial Buyers with Go-Shops ⁹	0.0	37.5
% of Mergers Involving Strategic Buyers with Go-Shops	15.4	7.5
Avg. Go-Shop Window (in Days) for All Mergers with Go-Shops ¹⁰	27.5	35.3
Avg. Go-Shop Window (in Days) for Mergers Involving Financial Buyers with Go-Shops ¹¹	N/A	38.8
Avg. Go-Shop Window (in Days) for Mergers Involving Strategic Buyers with Go-Shops ¹²	27.5	32.4

M&A Terms (Continued)

Figure 9 - Form of Consideration as % of U.S. Public Mergers¹³

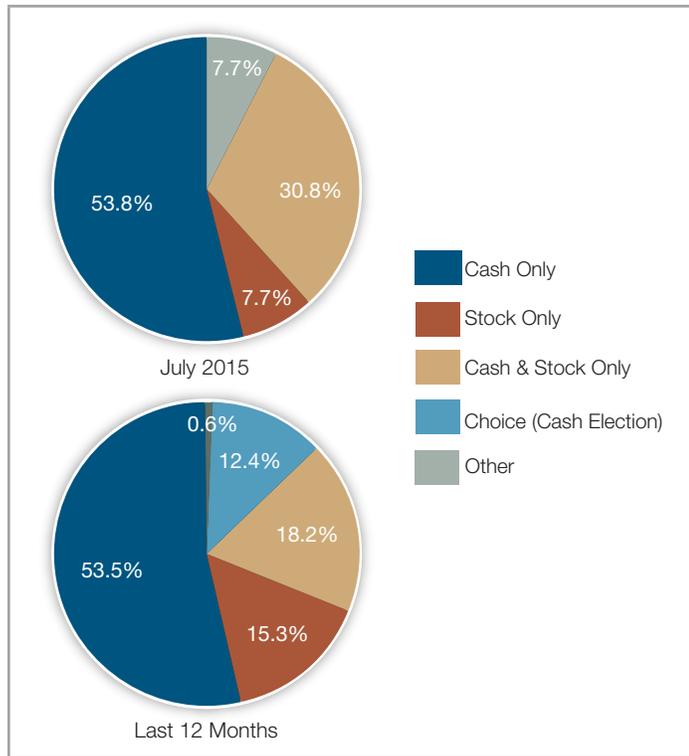


Figure 10 - % of Partial and All Stock Deals that Have a Fixed Exchange Ratio

July 2015	100.0
Last 12 Months	94.7

Figure 11 - Tender Offers as % of U.S. Public Mergers

July 2015	15.4
Last 12 Months	23.5

Figure 12 - Hostile/Unsolicited Offers as % of U.S. Public Mergers¹⁴

July 2015	7.1
Last 12 Months	12.7

¹³ Due to rounding, percentages may not add up to 100%.

¹⁴ 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).

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This publication is not intended to provide legal advice, and no legal or business decisions should be based on its content. Questions concerning issues addressed in this memorandum should be directed to:



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