

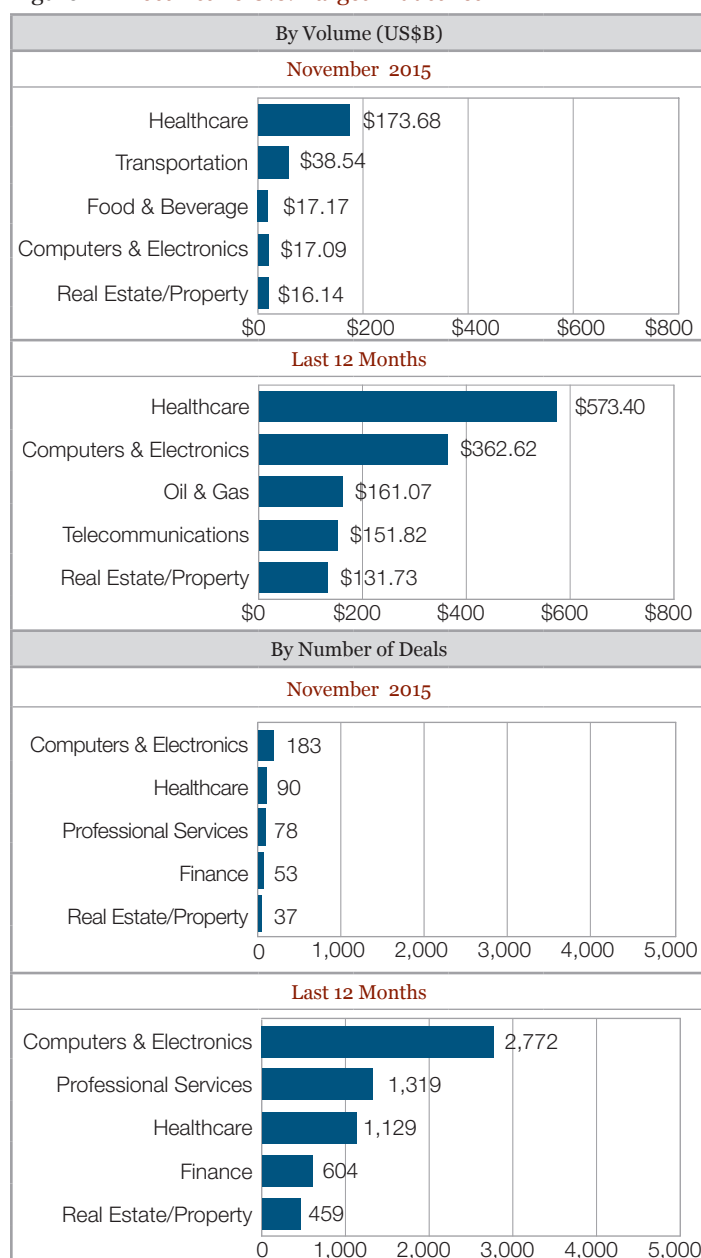
December 2015, Issue 45

M&A Activity

Figure 1

November 2015	Global	+/- From Prior Month	U.S.	+/- From Prior Month
Total				
Volume (US\$B)	543.21	(4.80)	332.82	96.08
No. of deals	2,698	(253)	733	(107)
Avg. value of deals (US\$mil)	364.6	(2.0)	1,077.1	398.7
Avg. deal multiple ¹	12.0x	0.2	13.4x	0.4
Strategic Transactions				
Volume (US\$B)	481.37	75.82	307.39	191.36
No. of deals	2,339	(243)	569	(83)
Avg. value of deals (US\$mil)	356.8	56.0	1,168.8	765.9
Avg. deal multiple ¹	12.0x	0.4	13.5x	1.4
Sponsor-Related Transactions				
Volume (US\$B)	61.84	(80.62)	25.44	(95.28)
No. of deals	359	(10)	164	(24)
Avg. value of deals (US\$mil)	438.6	(530.6)	553.0	(1,426.0)
Avg. deal multiple ¹	11.9x	(0.7)	13.3x	(2.8)
Crossborder Transactions²				
Volume (US\$B)	173.63	(16.62)	Inbound 72.19 Outbound 39.24	Inbound 56.97 Outbound 27.14
No. of deals	714	(36)	Inbound 137 Outbound 146	Inbound (2) Outbound (5)
Avg. value of deals (US\$mil)	474.4	(64.6)	Inbound 989.0 Outbound 653.9	Inbound 791.2 Outbound 421.3
Avg. deal multiple ¹	10.2x	(0.3)	Inbound 16.1x Outbound 9.1x	Inbound 6.0 Outbound (0.7)

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and valued at \$100 million or higher regardless of whether a definitive merger agreement was reached and filed or withdrawn.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 December 2015 unless otherwise specified. "Last 12 Months" data is for the period from December 2014 to November 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.

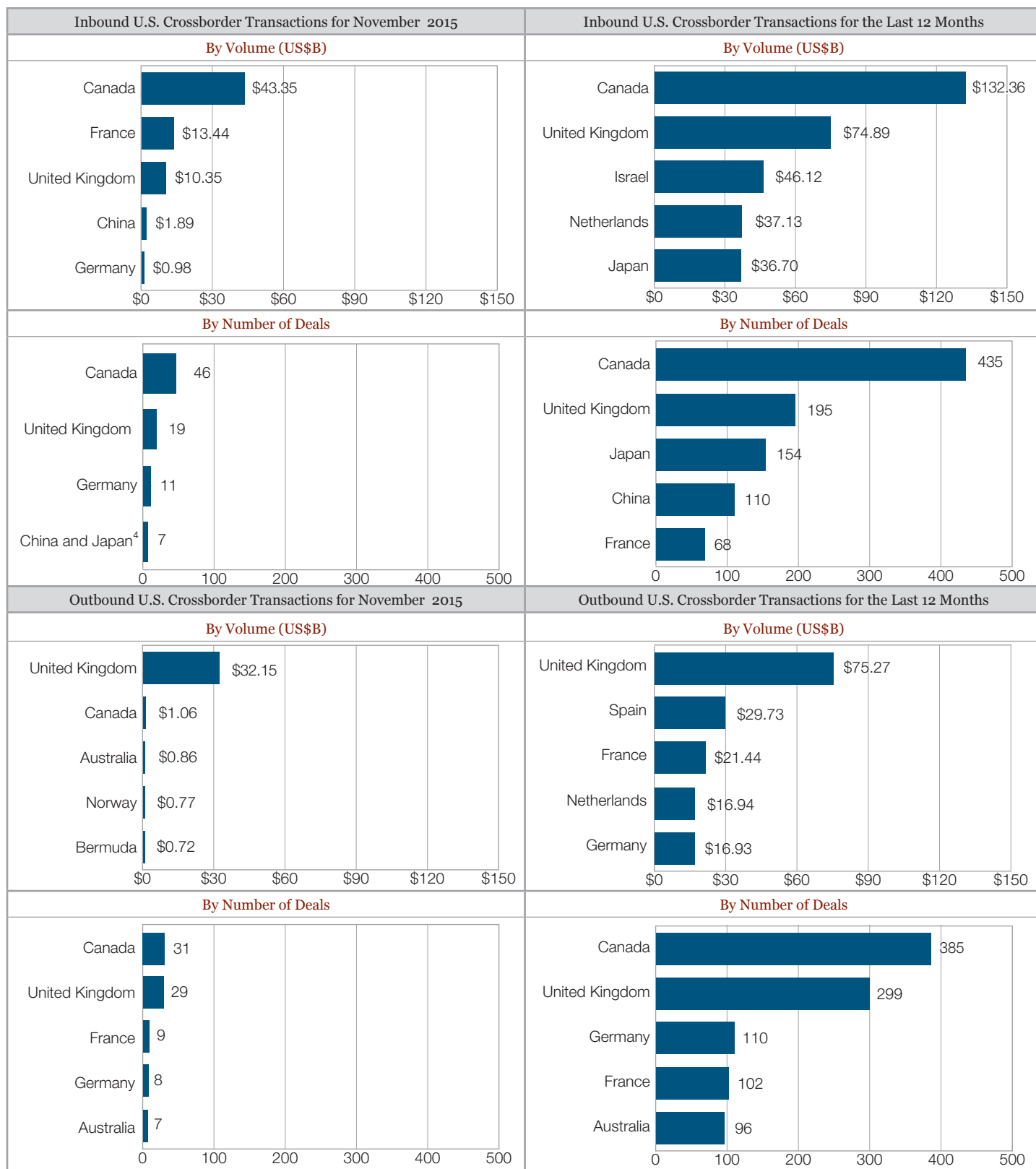
¹ Ratio of enterprise value to EBITDA, trailing 12 months. This statistic is calculated using a smaller subset of deals for which this data is available.

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 seven transactions in November 2015.

M&A Activity (Continued)

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

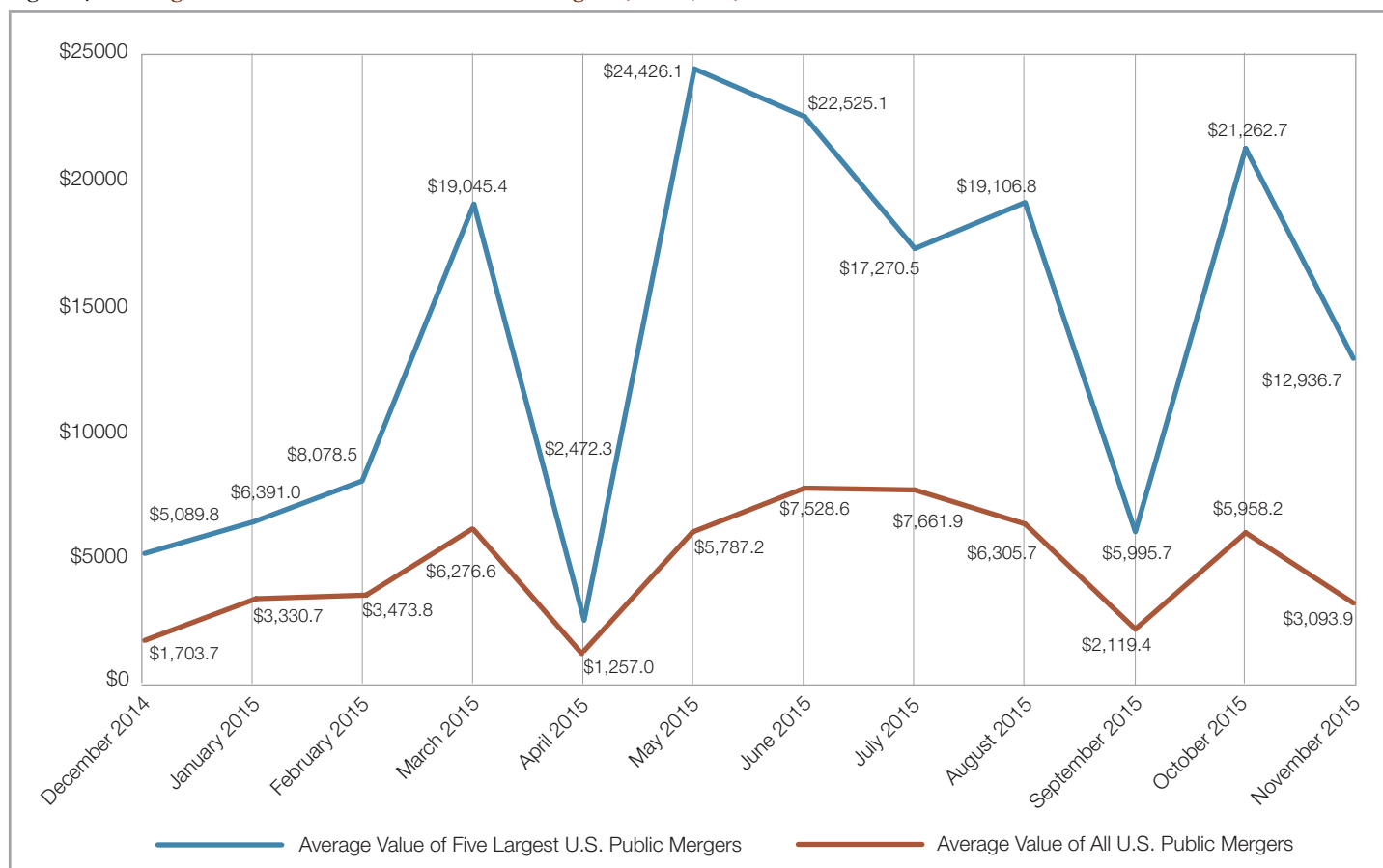
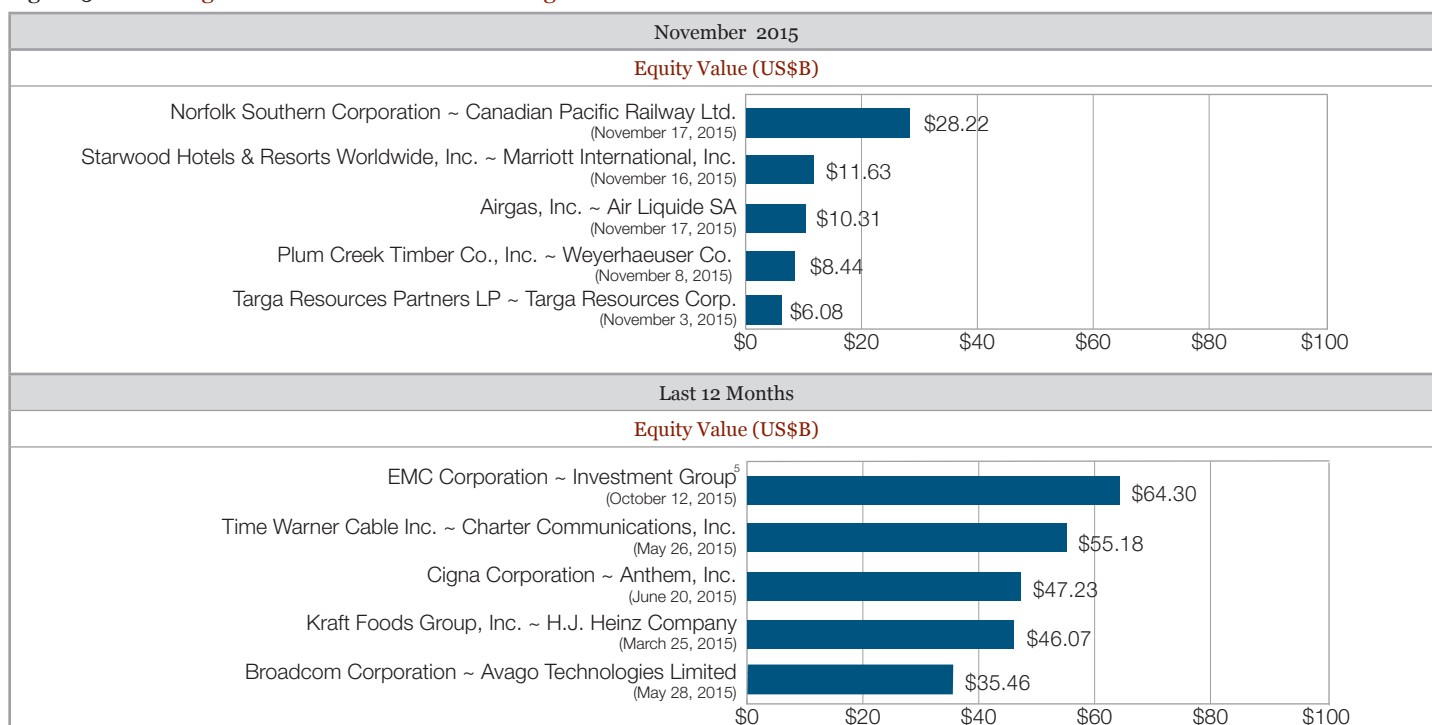


Figure 5 - Five Largest Announced U.S. Public Mergers



⁵ Members of the investment group reported by FactSet MergerMetrics are Silver Lake Partners, MSD Partners LP and Dell Inc.

M&A Terms

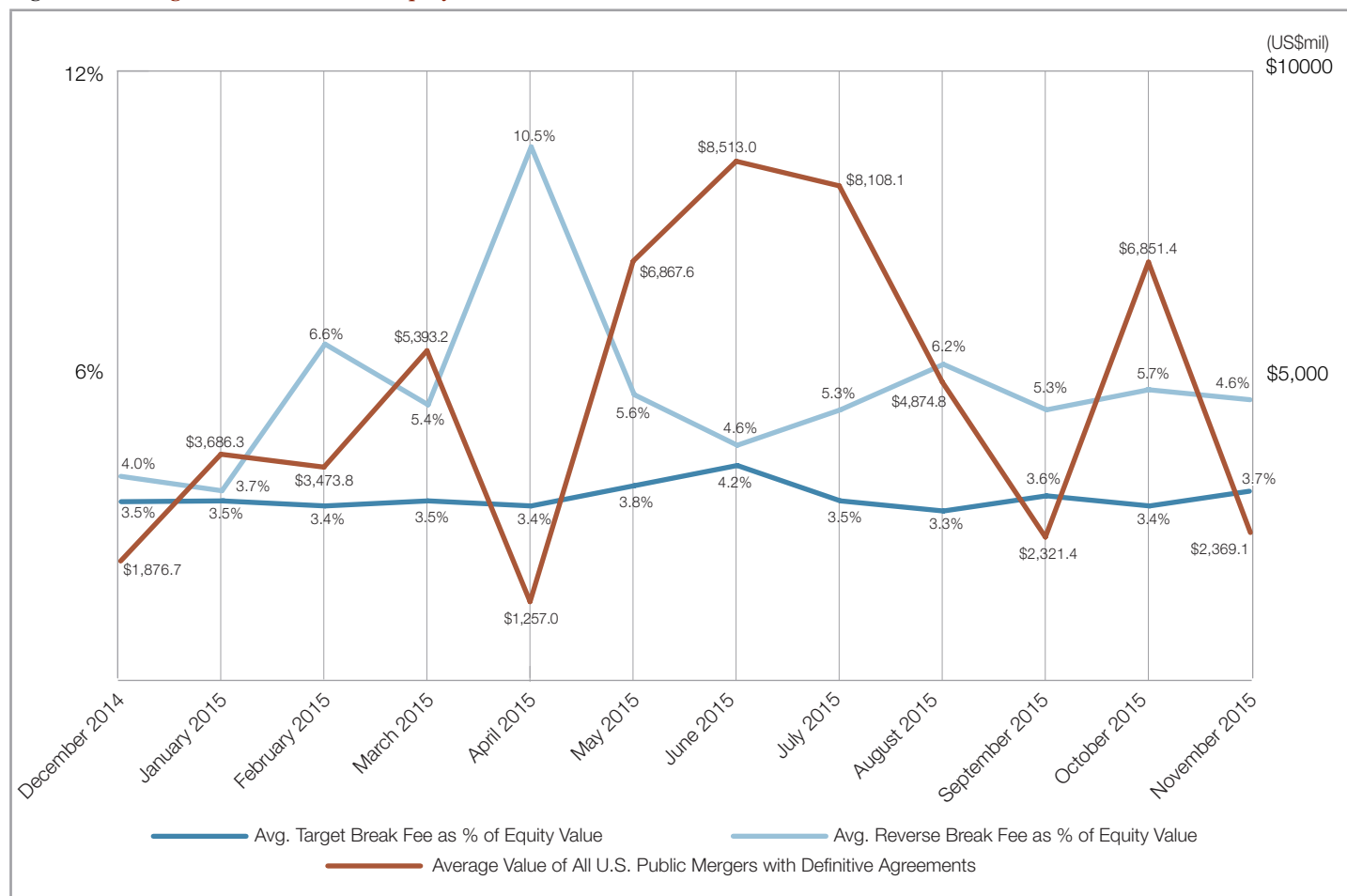
Figure 6 - Average Break Fees as % of Equity Value⁶

Figure 7 - Average Break Fees as % of Equity Value

	November 2015	Last 12 Months
Target Break Fee for All Mergers	3.7	3.6

	November 2015	Last 12 Months
Reverse Break Fee for All Mergers	4.6	5.4
Reverse Break Fee for Mergers Involving Financial Buyers ⁷	5.8	7.3
Reverse Break Fee for Mergers Involving Strategic Buyers	4.4	4.9

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 obtained from FactSet MergerMetrics has not been reviewed for accuracy by Paul, Weiss.

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

	November 2015	Last 12 Months
% of Mergers with Go-Shops	12.0	10.9
% of Mergers Involving Financial Buyers with Go-Shops ⁸	0.0	29.2
% of Mergers Involving Strategic Buyers with Go-Shops	13.0	8.3
Avg. Go-Shop Window (in Days) for All Mergers with Go-Shops ⁹	30.7	35.5
Avg. Go-Shop Window (in Days) for Mergers Involving Financial Buyers with Go-Shops ¹⁰	N/A	34.0
Avg. Go-Shop Window (in Days) for Mergers Involving Strategic Buyers with Go-Shops ¹¹	30.7	36.2

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

⁷ Two transactions in November 2015 involving a financial buyer had a reverse break fee.

⁸ Two transactions in November 2015 involved a financial buyer.

⁹ Three transactions in November 2015 had a go-shop provision.

¹⁰ No transactions in November 2015 involving a financial buyer had a go-shop provision.

¹¹ Three transactions in November 2015 involving a strategic buyer had a go-shop provision.

M&A Terms (Continued)

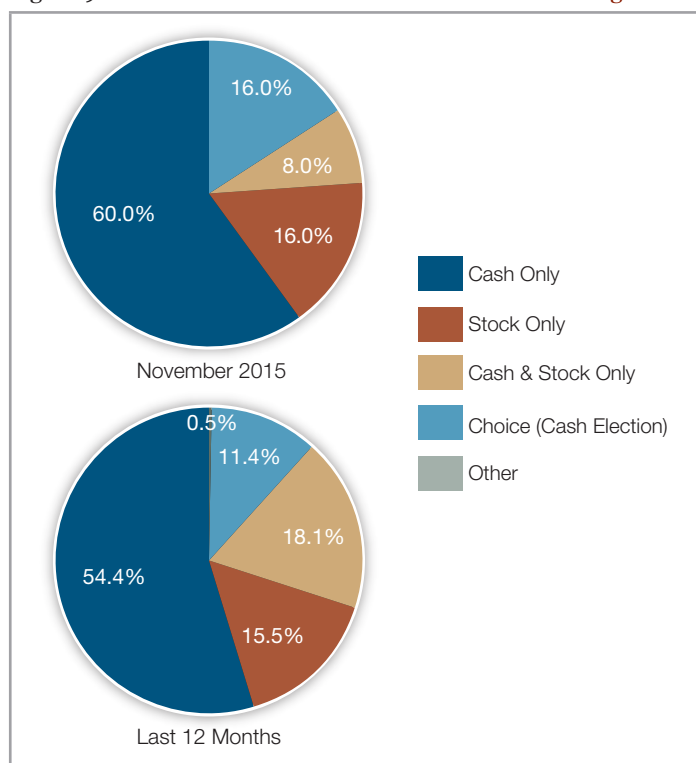
Figure 9 - Form of Consideration as % of U.S. Public Mergers¹²

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

November 2015	83.3
Last 12 Months	93.8

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

November 2015	32.0
Last 12 Months	24.4

Figure 12 - Hostile/Unsolicited Offers as % of U.S. Public Mergers¹³

November 2015	13.8
Last 12 Months	12.9

¹² Due to rounding, percentages may not add up to 100%.

¹³ 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 decision should be based on its content. Questions concerning issues addressed in this memorandum should be directed to:



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