

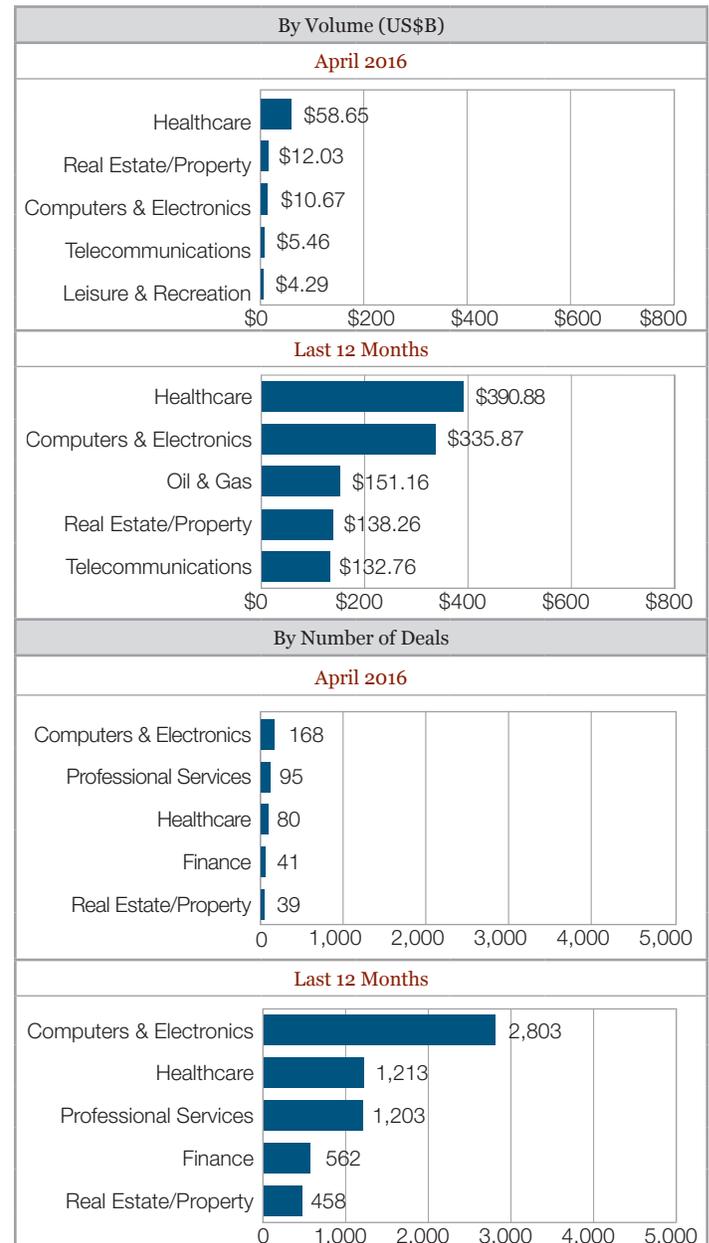
## May 2016, Issue 50

### M&A Activity

Figure 1

April 2016	Global	+/- From Prior Month	U.S.	+/- From Prior Month
<b>Total</b>				
Volume (US\$B)	235.11	(0.91)	115.57	48.03
No. of deals	2,821	(339)	711	(48)
Avg. value of deals (US\$mil)	159.6	23.2	424.9	196.7
Avg. deal multiple <sup>1</sup>	12.4x	1.2	12.4x	1.8
<b>Strategic Transactions</b>				
Volume (US\$B)	187.92	(4.90)	96.38	47.05
No. of deals	2,472	(378)	578	(49)
Avg. value of deals (US\$mil)	140.2	20.8	411.9	222.9
Avg. deal multiple <sup>1</sup>	12.4x	1.1	12.4x	1.1
<b>Sponsor-Related Transactions</b>				
Volume (US\$B)	47.18	3.98	19.19	0.98
No. of deals	349	39	133	1
Avg. value of deals (US\$mil)	354.8	(17.6)	505.1	(15.2)
Avg. deal multiple <sup>1</sup>	12.2x	1.5	12.4x	3.1
<b>Crossborder Transactions<sup>2</sup></b>				
Volume (US\$B)	69.16	(16.52)	Inbound 32.02 Outbound 4.76	Inbound 8.10 Outbound (10.22)
No. of deals	684	(70)	Inbound 129 Outbound 117	Inbound (10) Outbound 11
Avg. value of deals (US\$mil)	194.3	(21.6)	Inbound 421.3 Outbound 116.0	Inbound 93.6 Outbound (268.1)
Avg. deal multiple <sup>1</sup>	11.2x	(0.3)	Inbound 10.6x Outbound 13.5x	Inbound 0.3 Outbound 1.2

Figure 2 - Most Active U.S. Target Industries<sup>3</sup>



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and valued at \$100 million or higher regardless of whether a definitive merger agreement was reached and filed or withdrawn.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 May 5, 2016 unless otherwise specified. "Last 12 Months" data is for the period from May 2015 to April 2016 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.

<sup>1</sup> 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.

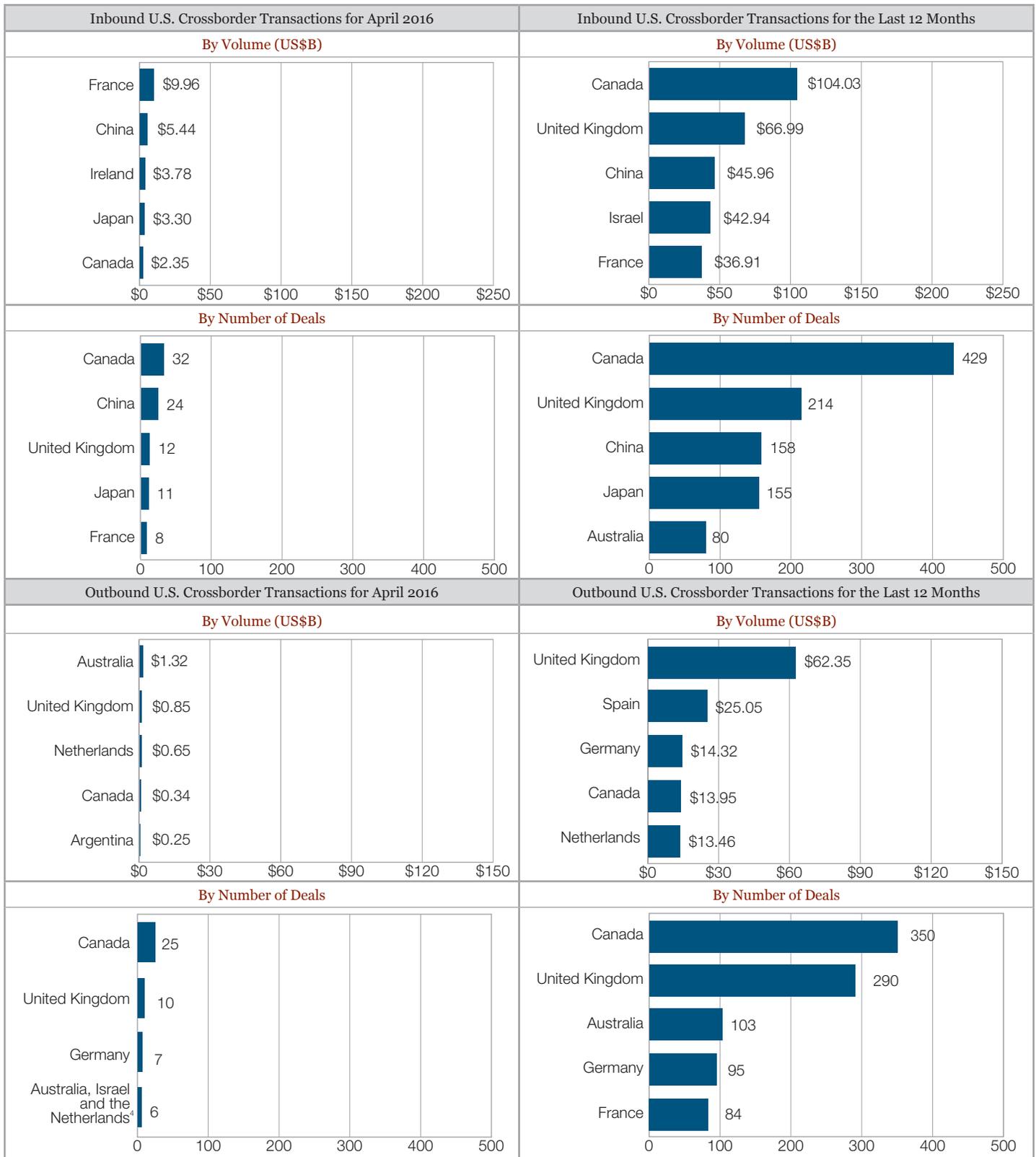
<sup>2</sup> Global crossborder transactions are those where the acquirer and the target have different nationalities. Nationality is based on where a company has either its headquarters or a majority of its operations.

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.

<sup>3</sup> 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



<sup>4</sup> Each of Australia, Israel and the Netherlands was the country of destination for six transactions in April 2016.

M&A Activity (Continued)

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

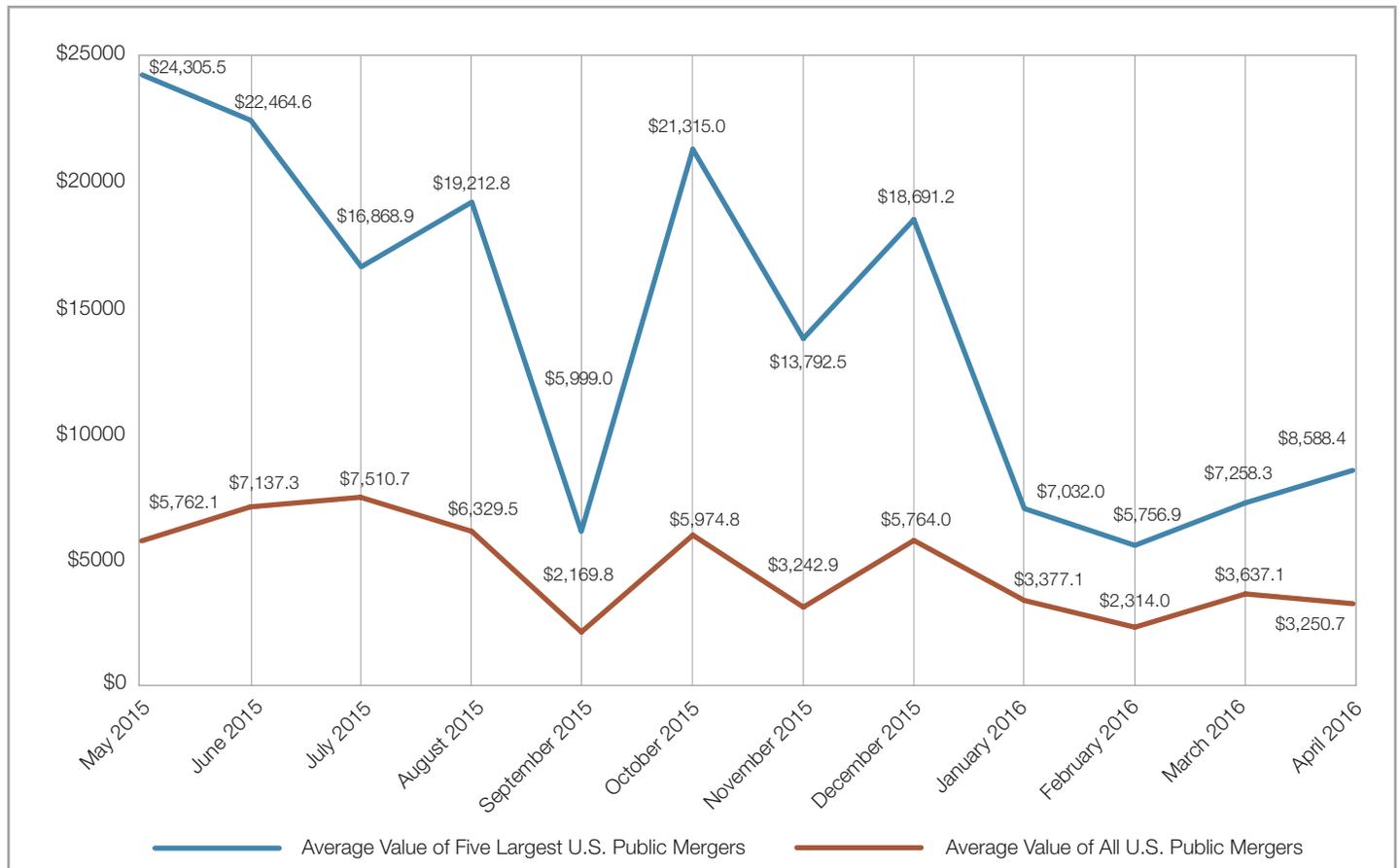
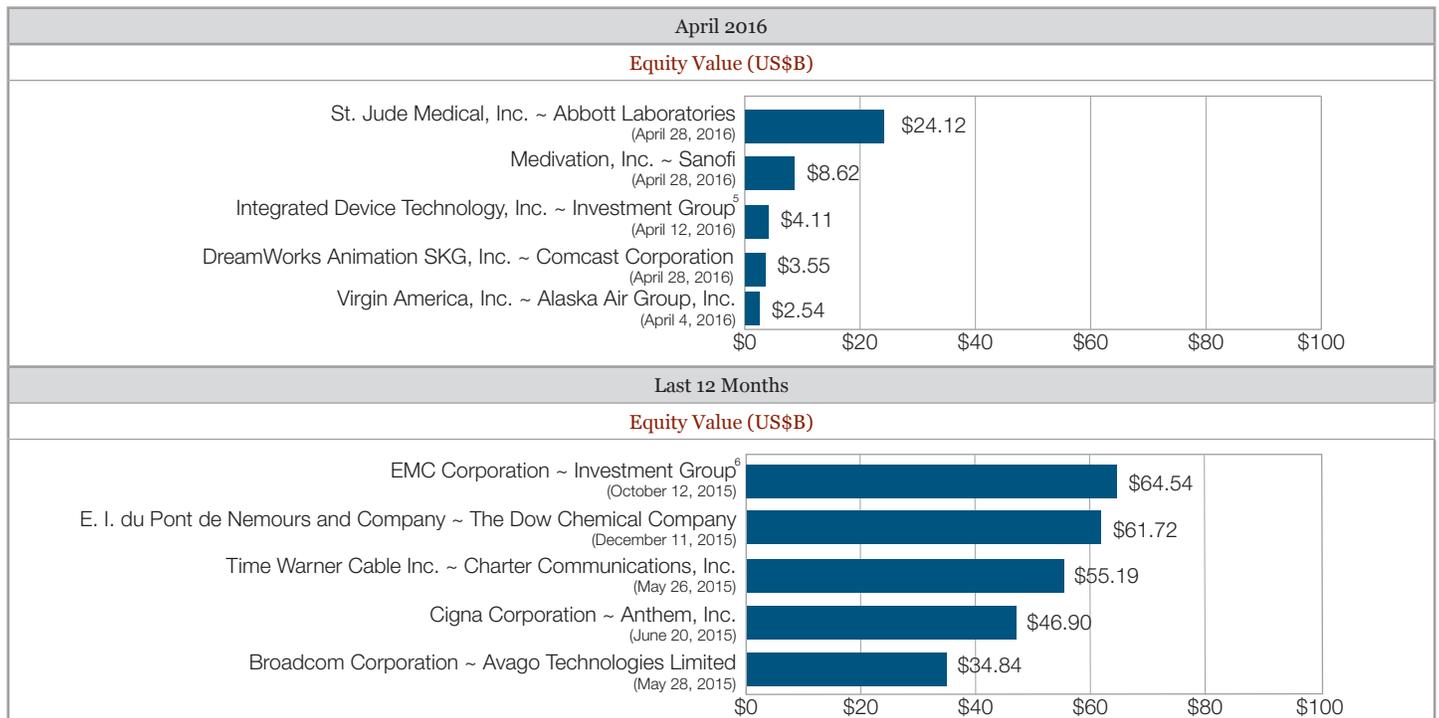


Figure 5 - Five Largest Announced U.S. Public Mergers



<sup>5</sup> According to a Schedule 13D and 13D/A disclosure filed on April 12, 2016, Libin Sun, Liang Xu, Haiping Zhou, Zhibin Lin, Junping Chen, Libin Yang and Nauman A. Aly are members of the investment group reported by FactSet MergerMetrics.

<sup>6</sup> Members of the investment group reported by FactSet MergerMetrics are Silver Lake Partners, Dell Inc. and MSD Partners LP.

M&A Terms

Figure 6 - Average Break Fees as % of Equity Value<sup>7</sup>

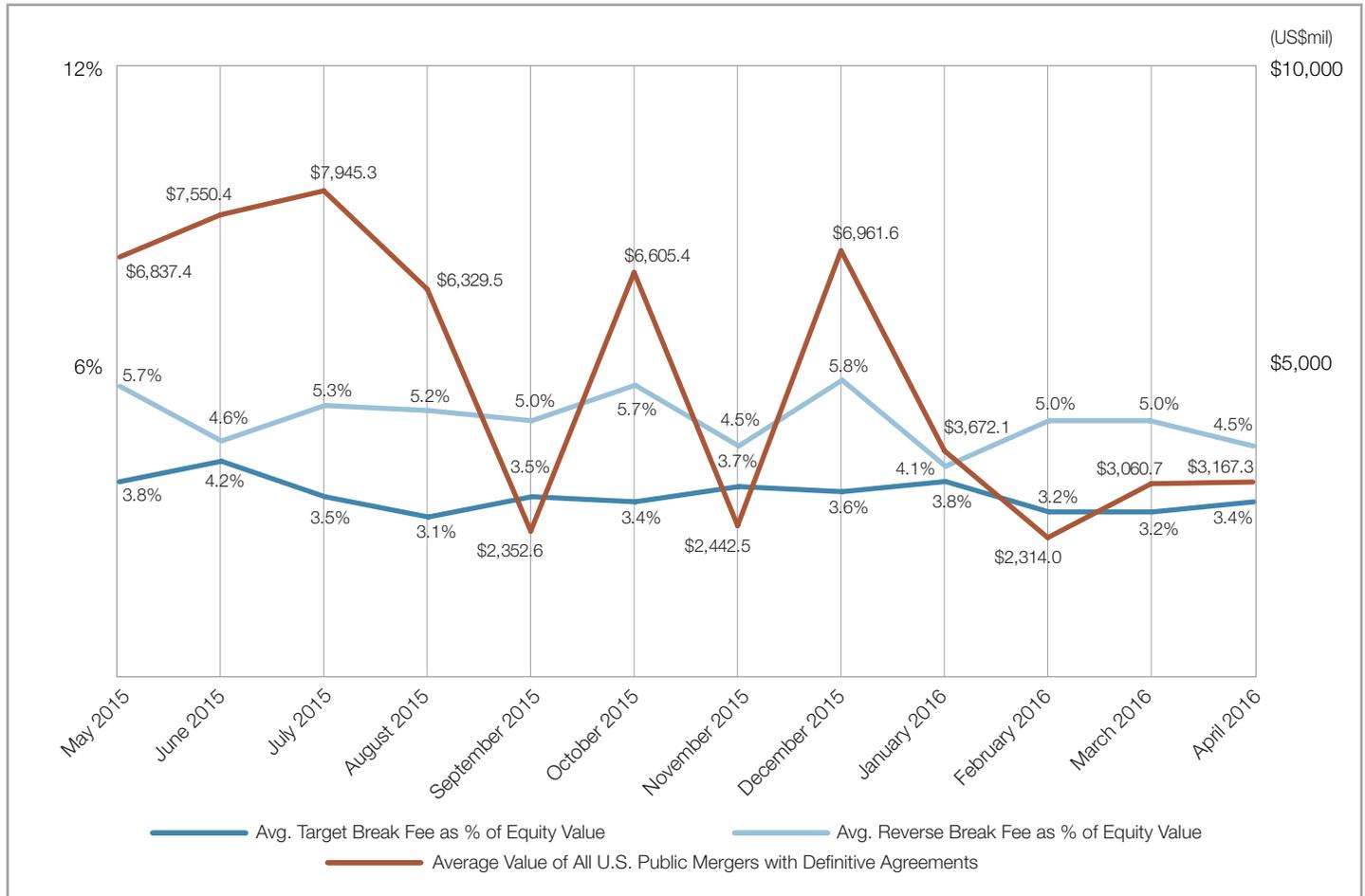


Figure 7 - Average Break Fees as % of Equity Value

	April 2016	Last 12 Months
Target Break Fee for All Mergers	3.4	3.5
Reverse Break Fee for All Mergers	4.5	5.1
Reverse Break Fee for Mergers Involving Financial Buyers <sup>8</sup>	6.5	6.4
Reverse Break Fee for Mergers Involving Strategic Buyers	4.1	4.7

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.

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

<sup>8</sup> One transaction in April 2016 involving a financial buyer had a reverse break fee.

<sup>9</sup> Two transactions in April 2016 involved a financial buyer.

<sup>10</sup> One transaction in April 2016 had a go-shop provision.

<sup>11</sup> One transaction in April 2016 involving a financial buyer had a go-shop provision.

<sup>12</sup> No transactions in April 2016 involving a strategic buyer had a go-shop provision.

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

	April 2016	Last 12 Months
% of Mergers with Go-Shops	7.1	10.4
% of Mergers Involving Financial Buyers with Go-Shops <sup>9</sup>	50.0	40.9
% of Mergers Involving Strategic Buyers with Go-Shops	0.0	6.5
Avg. Go-Shop Window (in Days) for All Mergers with Go-Shops <sup>10</sup>	36.0	35.4
Avg. Go-Shop Window (in Days) for Mergers Involving Financial Buyers with Go-Shops <sup>11</sup>	36.0	36.1
Avg. Go-Shop Window (in Days) for Mergers Involving Strategic Buyers with Go-Shops <sup>12</sup>	N/A	34.7

M&A Terms (Continued)

Figure 9 - Form of Consideration as % of U.S. Public Mergers<sup>13</sup>

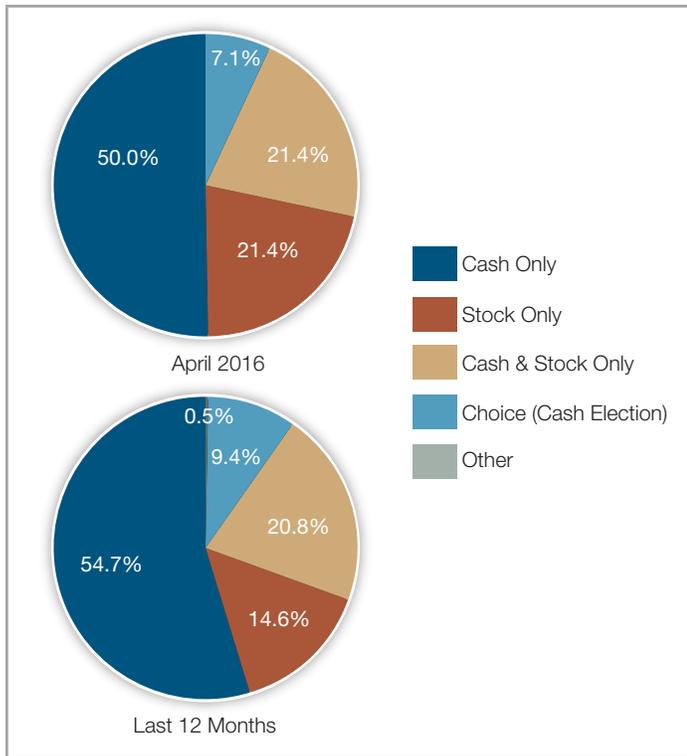


Figure 10 - % of Partial and All Stock Deals that Have a Fixed Exchange Ratio

April 2016	100.0
Last 12 Months	94.1

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

April 2016	28.6
Last 12 Months	17.7

Figure 12 - Hostile/Unsolicited Offers as % of U.S. Public Mergers<sup>14</sup>

April 2016	16.7
Last 12 Months	16.8

<sup>13</sup> Due to rounding, percentages may not add up to 100%.

<sup>14</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).

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 Paul, Weiss M&A Group consists of more than 30 partners and over 100 counsel and associates based in New York, Washington, Wilmington, London, Toronto, Tokyo, Hong Kong and Beijing. The firm's Corporate Department consists of more than 60 partners and over 200 counsel and associates.

Our M&A Group is among the most experienced and active in the world. We represent publicly traded and privately held companies, leading private equity firms, 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.

Recent highlights include: advising Time Warner Cable in its \$78.7 billion merger with Charter Communications (pending); representing funds affiliated with Apollo Global Management and Protection 1 in its approximately \$15 billion agreement to acquire ADT Corporation (pending); advising Automatic Data Processing in its \$5 billion spin-off of ADP Dealer Services, now called CDK Global; representing Encana in its \$7.1 billion acquisition of Athlon Energy; advising EXOR in its successful \$6.9 billion unsolicited cash bid for PartnerRe; representing NorthStar Realty Finance in its \$4 billion acquisition of Griffin-American Healthcare REIT II; advising Platform Specialty Products in its \$2.3 billion acquisition of Alent; and representing Grupo Salinas in its \$2.5 billion sale of Iusacell to AT&T.

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:



**Matthew W. Abbott**  
Partner  
New York  
212-373-3402  
[mabbott@paulweiss.com](mailto:mabbott@paulweiss.com)



**Angelo Bonvino**  
Partner  
New York  
212-373-3570  
[abonvino@paulweiss.com](mailto:abonvino@paulweiss.com)



**Ariel J. Deckelbaum**  
Partner  
New York  
212-373-3546  
[ajdeckelbaum@paulweiss.com](mailto:ajdeckelbaum@paulweiss.com)



**Jeffrey D. Marell**  
Partner  
New York  
212-373-3105  
[jmarell@paulweiss.com](mailto:jmarell@paulweiss.com)

Counsel Frances F. Mi, associates Joseph S. Friedman, Yashreeka Z. Huq, Samuel J. Welt, Ryan D. Blicher, David S. Lightstone and Edy Glzman and law clerk N. Arie Abramov contributed to this publication.

## Our M&A Partners

[Matthew W. Abbott](#)

[Edward T. Ackerman](#)

[Scott A. Barshay](#)

[Angelo Bonvino](#)

[Jeanette K. Chan](#)

[Ellen N. Ching](#)

[Ariel J. Deckelbaum](#)

[Ross A. Fieldston](#)

[Brian P. Finnegan](#)

[Adam M. Givertz](#)

[Robert D. Goldbaum](#)

[Neil Goldman](#)

[Bruce A. Gutenplan](#)

[Justin G. Hamill](#)

[David K. Lakhdir](#)

[Stephen P. Lamb](#)

[John E. Lange](#)

[Xiaoyu Greg Liu](#)

[Jeffrey D. Marell](#)

[Toby S. Myerson](#)

[Kelley D. Parker](#)

[Marc E. Perlmutter](#)

[Carl L. Reisner](#)

[Kenneth M. Schneider](#)

[Robert B. Schumer](#)

[John M. Scott](#)

[Judie Ng Shortell](#)

[Tarun M. Stewart](#)

[Steven J. Williams](#)

[Betty Yap](#)

[Kaye N. Yoshino](#)

[Tong Yu](#)

[Taurie M. Zeitzer](#)