

THE UNIVERSITY OF TEXAS SCHOOL
OF LAW

12TH ANNUAL MERGERS AND
ACQUISITIONS INSTITUTE

October 20, 2016

Chris Torrente (Kirkland & Ellis LLP), Moderator

Panelists

- Jeremiah Gordon, Google Capital
- Michael J. Kendall, Goodwin Procter LLP
- John P. Romney, Levine Leichtman Capital Partners

Growth Equity

Intersection between VC and PE

Venture Capital

Company Type: Early-stage
Percent Acquired: Less than 50%
(most times substantially less)
Structure of the Security: Equity
(sometimes convertible debt)
Risk/Return: High Risk/Reward
Financials: Losing capital or pre-revenue

Private Equity

Company Type: Mature
Percent Acquired: More than 51%
Structure of the Security: Equity
Risk/Return: Lower Risk, Medium
Reward
Financials: Steady and Positive
EBITDA



Growth Equity

What is Growth Equity?

- *Company Type:* Adolescent (proven business-model, with substantial organic revenue growth)
- *Percent Acquired:* Minority Position (Less than 50%)
- *Structure of the Security:* Equity
- *Risk/Reward:* Medium Risk, High Reward
- *Financials:* EBITDA-positive or expected to be within 12-18 mos.

For those old enough to remember the commercials, U.S. growth equity could perhaps be called the Reese's Peanut Butter Cup of the private investment world. **"You got venture capital in my private equity!" "No, you got private equity in my venture!"**

-Cambridge Associates LLC U.S. Market Commentary

Minority Investment — Approach

From a Target's Perspective

- Need for Additional Capital
 - Accelerate growth by investing in new product development
 - Expand to new geographic regions
 - Add-on acquisitions
 - Monetize a portion of founder's/management's ownership
- Interest in Specific Skillset/Expertise
- Desire for Credibility Brought by Independent, Experienced Investor

Minority Investment — Approach

From an Investor Standpoint

- Deal Sourcing
- Determining Valuation
- Presenting Yourself to a Potential Target
 - Distinguishing characteristics
 - “Partnership” Approach
- Structure/Type of Security Purchased



Find the full text of this and thousands of other resources from leading experts in dozens of legal practice areas in the [UT Law CLE eLibrary \(utcle.org/elibrary\)](http://utcle.org/elibrary)

Title search: Key Issues in Structuring and Negotiating Growth Equity Investments

Also available as part of the eCourse

[2016 Mergers and Acquisitions eConference](#)

First appeared as part of the conference materials for the
12th Annual Mergers and Acquisitions Institute session

"Key Issues in Structuring and Negotiating Growth Equity Investments"