

# University of Texas Annual Technology Law Conference

## Recent Developments in Private Company Mergers and Acquisitions

May 2020

1

1

### Topics to be Covered

- Impact of COVID-19 on Private M&A Deals
- Recent Developments in Delaware caselaw
- Post-closing integration matters
- Questions

2

2

## **Impact of COVID-19 on Private M&A Deals**

3

3

## **Impact of COVID-19 on Private M&A Deals**

- Purchase price considerations
- Deal timing/due diligence
- Deal financing
- Specific merger agreement provisions

4

4

## Purchase Price Considerations

- Stock market volatility and COVID-19 creating uncertainty in value
- Public markets impact private company valuations and sentiment
- Concern over economic uncertainty adversely impacts valuation
- Virus uncertainty can impact working capital adjustments
  - Consider collar on adjustment amount
  - Consider cap on amount of working capital adjustment

5

5

## Deal Timing/Due Diligence Considerations

- Working remotely is effective but can be less efficient than face to face meetings
- Potential delays in regulatory clearances (HSR, CFIUS)
- More difficult to determine corporate culture fit
- Employee communication challenges
- Integration planning challenges
- Potential for different COVID implications based on location

6

6

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## Title search: Recent Developments in Private Company Mergers and Acquisitions

Also available as part of the eCourse

[2020 Technology Law eConference](#)

First appeared as part of the conference materials for the  
33<sup>rd</sup> Annual Technology Law Conference session

"Key Issues in Mergers and Acquisitions of Private Companies"