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## HEALTHCARE TRANSACTIONS: HOW TO ENSURE COMPLIANCE AND SUCCESSFULLY COMPLETE THE DEAL!

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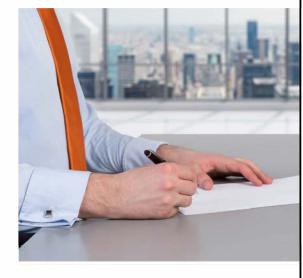
**TEXAS** Law

The University of Texas at Austin School of Law

## Anatomy of a Deal

#### Negotiation and Letter of Intent

- · Purchase price
- · Payment terms
- Payment forms (cash, stocks, notes, other securities)
- Seller financing
- Contingencies
- Net Working Capital
- Employment agreements
- Exclusivity periods
- · Assets, liabilities, and/or shares to be acquired
- Anticipated closing date



## Anatomy of a Deal



- Quality of Earnings (Financial Due Diligence)
  - A QoE is a prediction of future earnings and cash flows
  - Buyers must understand historical revenues, trends and assumptions used in forecasts
  - Other areas that are examined include quality of the assets, net working capital, accounting policies, debt and debt-like items, proof of cash and revenue, financial controls and reporting, quality of the supply chain, and adequacy of the management team

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## **Anatomy of a Deal**

- Due Diligence
  - Legal
  - Human Resources
  - Compliance
  - IT
  - Operations
  - Insurance

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## Anatomy of a Deal

#### Negotiations and Closing

- Purchase Agreement
- Disclosure Schedules
- Assignment of Contracts
- Assignment of Leases
- Employment/Consulting Agreements





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Also available as part of the eCourse 2024 Health Law eConference

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