UT LAW CLE

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

**NANCY WEISLING** Senior Advisor, The Braff Group

**JONATHAN PORTER** Partner, Husch Blackwell

M. RAMANA RAMESWARAN Partner, Katten

UT LAW CLE BTEXAS Law

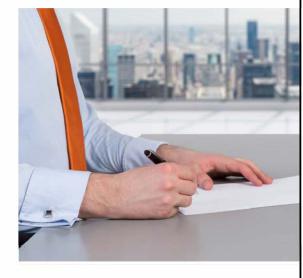
**TEXAS** Law

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

### UT LAW CLE BTEXAS Law

Jue Diligence

## **Anatomy of a Deal**

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

3

## Anatomy of a Deal

#### Negotiations and Closing

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





Find the full text of this and thousands of other resources from leading experts in dozens of legal practice areas in the <u>UT Law CLE eLibrary (utcle.org/elibrary)</u>

# Title search: Healthcare Transactions: How to Ensure Compliance and Successfully Complete the Deal!

First appeared as part of the conference materials for the 35<sup>th</sup> Annual Health Law Conference session "Healthcare Transactions: How to Ensure Compliance and Successfully Complete the Deal!"