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America's Premier Private M&A Conference



October 7–9, 2020*

 Live Webcast

**Three consecutive mornings of panels and presentations*

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Times listed are Central Standard

WEDNESDAY MORNING, OCT. 7, 2020

Presiding Officer:

Cookie F. Munson, SAM Holding Company, Inc. & Subsidiaries (SAM), Austin, TX

9:00 a.m.

Welcoming Remarks by Institute Co-Chairs

Wilson Chu, McDermott Will & Emery LLP, Dallas, TX
Larry E. Glasgow, Jackson Walker LLP, Dallas, TX

9:15 a.m.

1.00 hr

Lessons Learned from COVID-19...So Far

COVID-19 has prompted dealmakers to shake-up their approaches to doing deals and fine-tune their transaction agreements. Hear from seasoned practitioners on how deals are getting done, important issues to spot and key clauses to include in deal documents to avoid pitfalls and give clients the edge.

Moderator:

Igor Kirman, Wachtell, Lipton, Rosen & Katz, New York, NY

Panelists:

Samantha Hale Crispin, Baker Botts L.L.P., Dallas, TX
Jenny Hochenberg, Cravath, Swaine & Moore LLP, New York, NY
Robert B. Little, Gibson, Dunn & Crutcher LLP, Dallas, TX

10:15 a.m.

Panel Transition

10:30 a.m.

1.00 hr

Opportunistic M&A: Key Considerations For Today's Distressed Deal

With the fallout from the COVID-19 pandemic, the gyrating stock market, and unprecedented amounts of dry powder for financial sponsors, there is a unique opportunity for distressed M&A. Hear insights into dealmaking in the current environment, including an overview of types of distressed opportunities and practical tips for advising your sell-side and buy-side clients from both a legal and financial advisor perspective.

Moderator:

Rita-Anne O'Neill, Sullivan & Cromwell LLP, Los Angeles, CA

Panelists:

Christina Carroll, Stout, Los Angeles, CA
Diego E. Gomez-Cornejo, McDermott Will & Emery, Dallas, TX
Michael A. Saslaw, Vinson & Elkins LLP, Dallas, TX

11:30 a.m.

Adjourn

VIRTUAL EXHIBITOR HALL OPEN AND OPTIONAL NETWORKING DISCUSSIONS BEGIN

Attendees can visit live with Sponsors in our Virtual Exhibitor Hall (11:30 a.m. – 1:30 p.m.) and/or join one of two Networking Breakout Discussions (12:00 p.m. – 1:00 p.m.)

CONCURRENT BREAKOUTS

Optional Breakout Discussions

Join fellow registrants and faculty for informal networking and discussions in key areas of M&A practice. Please select a Discussion Topic on the registration form to attend.

BREAKOUT A: TECHNOLOGY M&A

12:00 p.m. Technology M&A

Moderator:

Scott C. Craig, Wilson Sonsini Goodrich & Rosati, P.C., Austin, TX

BREAKOUT B: EUROPEAN M&A

12:00 p.m. European M&A

Moderators:

Jan-Willem Van Rooij, Loyens & Loeff N.V., Rotterdam, Netherlands
Patrick Spicer, Matheson, Dublin, Ireland

1:00 p.m.

Discussion Groups Adjourn

THURSDAY MORNING, OCT. 8, 2020

Presiding Officer:

John Clifford, McMillan LLP, Toronto, ON

9:00 a.m.

1.00 hr

How Transactional Insurances Continue to Change the M&A Game

RWI and other transactional insurances continue to re-define transaction risk allocation. Get an overview and the market terms for these insurances as well as how practitioners are using them to solve sticky transaction issues.

Moderator:

David Rex, Prophet Equity, Southlake, TX

Panelists:

Robert R. Kibby, Munsch Hardt Kopf & Harr, P.C., Dallas, TX
Christina A. Tate, Winston & Strawn LLP, Dallas, TX
Andrew Zimmerman, Willis Towers Watson, New York, NY

10:00 a.m.

Panel Transition

10:15 a.m.

1.00 hr

Dealmaking in a Distressed Energy Market, aka "It's Déjà Vu All Over Again"

The commodity cycle has turned again, and viciously this time. Bankruptcies and restructurings are plentiful, and transacting in this environment is challenging. Explore issues facing sellers in a distressed market, landmines for buyers to avoid and alternative structures that have emerged as a result of the stress & distress in energy markets.

Moderator:

J. Holt Foster III, Thompson & Knight LLP, Dallas, TX

Panelists:

Julie Ashworth, Global Infrastructure Partners, New York, NY
Robert Teigman, Houlihan Lokey, Houston, TX
Cliff W. Vrielink, Sidley Austin LLP, Houston, TX
Sean T. Wheeler, Kirkland Ellis LLP, Houston, TX

11:15 a.m.

Panel Transition

11:30 a.m. 1.25 hrs

M&A Cartoon Showcase

With the aid of a humorous series of animated M&A negotiating cartoons, the panelists illustrate and comment on the often contentious battles between buyers and sellers in the negotiation of several key provisions in the definitive acquisition agreement. Among the controversial provisions highlighted are the "10b-5" representation, the "consequential damages" waiver and the "accuracy of representations" condition.

Richard E. Climan, Hogan Lovells US LLP, Menlo Park, CA

Joel I. Greenberg, Arnold & Porter Kaye Scholer LLP, New York, NY

12:45 p.m. Adjourn

VIRTUAL EXHIBITOR HALL OPEN AND OPTIONAL NETWORKING DISCUSSIONS BEGIN

Attendees can visit live with Sponsors in our Virtual Exhibitor Hall (12:45 p.m. – 2:45 p.m.) and/or join one of two Networking Breakout Discussions (1:15 p.m. – 2:15 p.m.)

CONCURRENT BREAKOUTS

Optional Breakout Discussions

Join fellow registrants and faculty for informal networking and discussions in key areas of M&A practice. Please select a Discussion Topic on the registration form to attend.

BREAKOUT C: WOMEN IN M&A

1:15 p.m. Women in M&A

Moderators:

Joanna Lin, McDermott Will & Emery, Dallas, TX
Rita-Anne O'Neill, Sullivan & Cromwell LLP, Los Angeles, CA

BREAKOUT D: HEALTHCARE M&A

1:15 p.m. Healthcare M&A

Moderator:

Alden S. Crow, Jackson Walker LLP, Dallas, TX

2:15 p.m. Discussion Groups Adjourn

FRIDAY MORNING

Presiding Officer:

Geoff Belsher, Blake, Cassels, & Graydon LLP, New York, NY

9:00 a.m. 1.00 hr

Trending Topics in Indemnification in Uninsured M&A

Risk allocation continues to be one of the most important and nuanced subjects in structuring private target M&A transactions. With a focus on uninsured deals, review recent trends and developments in the indemnification arena and learn what practitioners need to know today and tomorrow.

Moderator:

Mark S. Solomon, Katten Muchin Rosenman LLP, Dallas, TX

Panelists:

Craig Menden, Willkie Farr & Gallagher LLP, Palo Alto, CA
Michael G. O'Bryan, Morrison & Foerster LLP, San Francisco, CA
Noelle M. Reed, Skadden, Arps, Slate, Meagher & Flom LLP, Houston, TX
Jennifer T. Wisinski, Haynes and Boone, LLP, Dallas, TX

10:00 a.m. Panel Transition

10:15 a.m. 1.00 hr

Fraud Carveouts and Other Traps for the Conventional Thinker: A Conversation with Glenn West

Moderator:

Jessica C. Pearlman, K&L Gates LLP, Seattle, WA

Panelist:

Glenn D. West, Weil, Gotshal & Manges LLP, Dallas, TX

11:15 a.m. Adjourn

VIRTUAL EXHIBITOR HALL OPEN

Visit live with Sponsors in our Virtual Exhibitor Hall (11:15 a.m. – 1:15 p.m.)

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Wednesday Optional Breakout Discussions:

Discussion Breakout A: Technology M&A

Discussion Breakout B: European M&A

Thursday Optional Breakout Discussions:

Discussion Breakout C: Women in M&A

Discussion Breakout D: Healthcare M&A

Printed and Shipped Course Binder – Available for order through Friday, October 9, 2020

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LIVE WEBCAST

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KEY DATES

October 2, 2020

Last day for full refund cancellation

October 5, 2020

*Last day for partial refund cancellation
\$50 processing fee applied*

October 7, 2020, 9:00 a.m., CST

Webcast begins

October 9, 2020

*Last day to order printed and shipped binder
at conference pricing*

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UT Law CLE’s Mergers and Acquisitions Institute is the leading private M&A conference of its kind in the United States. Although we are going virtual this year, the Institute continues to provide the latest in deal trends, structures, pitfalls and opportunities in M&A, including the impact of COVID-19 and key takeaways for practitioners. The combination of a cutting-edge program with nationally recognized speakers, prestigious U.S. and international sponsors, networking opportunities, and much more, makes this an online event you won’t want to miss!

WHAT OTHERS ARE SAYING

“Cutting edge yet practical topics; nationally recognized speakers.”

“Timely up to date info ... panel format is entertaining.”

“Glenn West is outstanding.”

“Multiple points of view from nationally-recognized, well-informed and experienced experts.”

“Wonderfully brilliant.”

UT Law CLE is committed to Practice Excellence.

We are here to support our community while we navigate the coronavirus pandemic together. Information and updates regarding our in-person conferences and live webcasts will be posted at www.utcle.org.

In addition, we continue to offer multiple educational opportunities online—both live and on-demand—by bringing practitioners together virtually. We are fortunate to serve so many of you who strive for excellence in the practice of law.

