



Mergers and Acquisitions of Private Companies: Post-Acquisition Integration

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From the beginning

- Seller's anticipatory preparation for successful acquisition and integration
 - Compliance
 - Other important topics
- Buyer's outlook for successful integration
- The diligence period
 - Documentation and discussions
 - Diligence-based planning
- Reverse diligence

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Diligence topics as pertinent to integration

- Diligence buckets – processes, players, policies, and risks
 - Compliance (SEC, antitrust, financial (SOX), FCPA, environmental, etc.)
 - HR (including employee vs. contractor classifications)
 - IP
 - Privacy
 - Cybersecurity
 - Third parties (vendors/suppliers/trade partners)
 - International

Integration objectives

- Buyer's internal processes, plans, and roadmaps
- Synergies
- Financial performance and growth/expansion
- Customer impact and the go-to-market strategy
 - Sales
 - Contract forms
 - Processes and procedures
- Integration models
 - Acquisition by private equity vs. strategic buyer
 - Federated vs. absorption

Pre-closing preparations

- Seller integration team
- Buyer integration team
- Cooperative planning during diligence
 - Avoiding antitrust issues during pre-closing planning
- Repair-in-advance closing conditions
- Minimizing risks
 - Generating lawsuits or regulatory actions
 - Breaching confidentiality

Integration challenges

- Syncing contracts and contracting approach
 - Customers
 - Vendors
- Syncing systems
- Handling data
- Harmonizing business cultures
- Managing business intelligence

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