Fundamental Blocking & Tackling of International M&A
Expanding By Cross-Border Acquisition

Global Issues Forum
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Blocking & Tackling?
What do we mean when we refer to “blocking and tackling” in M&A practice? Topics for today’s panel discussion will include:

- Diligence and Risk Analysis in Foreign Markets
- Customs & Legal Approaches to the Transaction
- Bringing the Right Team to the Table
- Operations and Integration Post-Closing
Panelist Introductions…

• Matthew Bester, Accenture
• John Gambaccini, Womble Bond Dickinson (US)
• Marc Lim (Andersen Tax)
• Todd Harris, Womble Bond Dickinson (US)
• Ian Holden, Womble Bond Dickson (UK)
Let’s talk about...

- Diligence and Risk Analysis in Foreign Markets
- Customs & Legal Approaches to the Transaction
- Operations and Integration Post-Closing
- Bringing the Right Team to the Table
A few “non-corporate” issues…

- Understanding FCPA / Anti-Bribery Act and similar compliance issues
- Data management, privacy regulations
- Awareness of international IP protection regimes/processes
- Role/impact of employment regulations, unions, works councils, etc.
Corporate/Finance Issues…

- Challenges around structuring ownership / investment in different markets
  - IP distribution and structuring
- Funding and movement of money cross-border
- Tax regimes differ from jurisdiction to jurisdiction, with impact on both transactions and operations
- Foreign currency translation / accounting systems
Let’s talk about…

Diligence and Risk Analysis in Foreign Markets

Customs & Legal Approaches to the Transaction

Bringing the Right Team to the Table

Operations and Integration Post-Closing
Selected Key Issues: Customs and Legal Approaches

- What style of transaction documentation is going to be used?
- What venue, choice of law, and dispute resolution mechanisms apply to the transaction?
- Who is running/managing the business (local presence, from afar, etc.)?
- Aspects/approaches for tax diligence and modeling
Selected Key Issues:
Customs and Legal Approaches (Continued…)

• What is the regulatory/approval environment in the relevant jurisdiction(s)?
  • Best practices in setting expectation to close for internal clients and stakeholders?
  • Best practices in managing foreign filings?
• What is “gun jumping” and why should you be worried about it?
  • What CAN you discuss/do re integration BEFORE closing?
Let’s talk about…

Diligence and Risk Analysis in Foreign Markets

Customs & Legal Approaches to the Transaction

Bringing the Right Team to the Table

Operations and Integration Post-Closing
Selected Key Issues: Bringing the Right Team to the Table

- Team involvement on global and local basis?
  - Legal counsel?
  - Finance team?
  - Accountants/tax advisors?
- Most cost-effective/efficient approaches to move the transaction forward?
Let’s talk about…

- Diligence and Risk Analysis in Foreign Markets
- Customs & Legal Approaches to the Transaction
- Bringing the Right Team to the Table

Operations and Integration Post-Closing
Selected Key Issues: Operation and Integration Post-Closing

- General Considerations in the post-closing phase?
  - Filings/Regulatory
  - HR?
  - IP?
  - Finance/Tax?
- Best practices in integrating legal functions with a merger partner?
- Key lessons from panelists’ experience with integration successes and failures?
Thank you for participating today!