
MOS 4495B Section – 001

Mergers and Acquisitions

Fall/Winter 2018

Course Outline

1. Course Information:

1.1 Class Location and Time:

<u>SECTION</u>	<u>LOCATION</u>	<u>DAY</u>	<u>TIME</u>
001	TC-202	Wednesday	1:30PM-4:30PM

1.2 Contact Information:

Instructor: Sheng Tang

Office: SSC 4434

Office Hours: Mondays 11:00am-12:00pm (or by appointment)

Phone: 661-2111 x86720

Email: stang82@uwo.ca

DAN Department of Management and Organizational Studies strives at all times to provide accessibility to all faculty, staff, students and visitors in a way that respects the dignity and independence of people with disabilities. Please contact the course instructor if you require material in an alternate format or if you require any other arrangements to make this course more accessible to you. You may also wish to contact Services for Students with Disabilities (SSD) at 519-661-2147 for any specific question regarding an accommodation.

More information about "Accessibility at Western" is available at: <http://accessibility.uwo.ca>

2. Calendar Description

2.1 Course Description:

This course is designed to provide the tools necessary to understand and analyze corporate merger and acquisition (M&A) activity. Students will learn background knowledge and practical issues in M&A transactions, such as the motives and strategies, valuation, and managerial incentives, and practice M&A valuation techniques using real data.

3 lecture hours, 0.5 course

Prerequisite(s): MOS 3311F/G and enrolment in 4th year of BMOS.

2.2 Senate Regulations

Senate Regulations state, "unless you have either the requisites for this course or written special permission from your Dean to enroll in it, you will be removed from this course and it will be deleted

from your record. This decision may not be appealed. You will receive no adjustment to your fees in the event that you are dropped from a course for failing to have the necessary prerequisites.”

This regulation is in regards to the COURSES required. Students not in BMOS are permitted to enroll in up to 1.0 MOS courses, per the Academic Timetable.

3. Textbook

Textbook: Donald DePamphilis. *“Mergers, Acquisitions, and Other Restructuring Activities”* 9th Ed. Elsevier/Academic.

4. Course Objectives and Format

The format of the class is a combination of lecture and discussion. The classes are designed to be interactive and lively: I will ask questions (sometimes on a random basis) and implement in class cases and article discussions. I expect all students to actively participate in these activities and respond to questions.

To get the most out of class sessions, please read the assigned lecture notes and other assigned material (such as cases and articles) before class and come ready to ask and answer questions. This will help you to follow the discussion in class and even enjoy the cold-calling.

I strongly suggest you prepare a printed name card and you place it in front of you during each lecture. This will help me learn your names and will facilitate our communication in class.

My class notes are made available so that during class you will have time to listen and fill in notes around the basic material that is being covered. However, the notes are not a substitute for coming to class. There will be material (such as solutions to in-class problems, article questions and midterm exams) that you will be responsible for that is not covered in the notes.

If you miss class, do not ask me if you missed anything important (the answer is “yes”) and if you can make up for missing in-class contribution or get class notes or solutions to in-class problems (the answer is “no”).

5. Learning Outcomes

Upon successful completion of MOS 4495 Mergers and Acquisitions, students will

- Have obtained a deep understanding of key issues in M&As
- Know how to estimate value of a target firm and deal synergies
- Understand the implications of different payment method choices, deal structures and corporate governance mechanisms
- Be able to design and pitch an M&A transaction to a potential acquirer
- Be able to present and defend their analysis in front of audience
- Learn to work with a team on a project.

6. Evaluation

Class Contribution	25%
Merger Proposal (Pitch book)	25%
Merger Proposal Presentation	10%
Final Examination	40%
Total	100%

Your class contribution grade will be based on (1) participation in the discussions and responses to “cold-calling” throughout the course and 2) your participation grade will depend on how often and how well you participate in class discussions (and not on mere attendance). Unprofessional behavior, such as missing classes, late arrivals or early departures without a valid reason, or using laptops for non-class related activities, will have a negative impact on participation grade.

I will assign a contribution grade after each class:

- 3 points: for exemplary contribution – applies and analyzes most concepts, theories, or materials to argue or support a point of view; applies relevant information and discusses reasoned implications or conclusions; extends or expands the class conversation.
- 2 points: applies some (does not use) relevant course concepts, theories, or materials to argue or support a point of view. Applies information that is not entirely relevant or draws unclear conclusions. Continues the class conversation/replies with relevant comments to classmates
- 1 point: attends the class OR contribution does not include a point of view.
- 0 point: absence.

Group Project:

Students must form teams of 4-5 students to develop a pitch book for a proposed corporate merger and make a presentation in class.

It is your job to find people and form a team by the second class. If you cannot find a group, please notify me. Every group member should be able to respond for the entire work done by the group. If a group member reneges on the promise to perform his/her task, the other group members should bring this to my attention.

Merger Proposal (Pitch Book) Project

Each group will develop a pitch book (report) proposing merger of two actual companies. You can choose any publicly traded companies with the financial information available to analyze. Your task is to develop a comprehensive analysis to convince CEO and the board of directors of an acquiring or target firm to proceed with the proposed transaction.

The final exam is short answer and numerical format, and are **closed book examinations. Dictionaries are NOT allowed into the examinations.**

Only non-programmable calculators will be allowed into the exams. If you are unsure, please ask your professor to check your calculator.

Electronic devices of any kind (including pagers, cell phones, smart watches and calculators) are NOT permitted at exams.

Students are responsible for material covered in the lectures as well as the assigned chapters/sections in the text. The midterm exam will be in class time. The final exam will be scheduled during the exam period. Exams will not be returned to students but may be reviewed in the instructor's office.

Students are **REQUIRED TO COMPLETE ALL COMPONENTS** of this course. There are no exceptions to this. Extra assignments to improve grades **will NOT** be allowed.

Exams will be scored using the program Scan Exam which examines the answer sheets for unusual coincidences in the pattern of answers given which may be indicative and used as supporting evidence of cheating.

Grades will not be adjusted on the basis of need. It is important to monitor your performance in the course. Remember: *You* are responsible for your grades in this course.

7. Lecture and Examination Schedule

- Introduction to Mergers and Acquisitions
- Measuring M&A success and merger arbitrage
- Motives and strategies for M&A
- Merger process, due diligence, and regulation
- M&A valuation:
- DCF, comparable multiples and prior transactions methods
- Structuring the deal
- Corporate governance and takeover defenses
- Leveraged Buyouts (LBOs)
- Corporate restructuring and divestiture
- Cross-Border M&A

A detailed lecture schedule will be posted on the course website on OWL.

Ideally, you should do the required readings before the topic is covered in class. Lectures are intended to highlight certain areas of each topic--there is not enough time available for us to cover all the material in class. However, you are responsible for all the material in the text. Thus, it is important for you to keep up with the readings. Students should also note that the workload for this course is heavy and should schedule their time accordingly.

Exam schedule will be posted on OWL.

Disclaimer

The professor reserves the right to change or update this outline, and any other course related materials, at any time. The students will be informed in a timely manner through course website and/or announcements during class.

8. Student Responsibilities

Material covered in lectures will not always be the same as material covered in the textbook. These two sources should be viewed as complimentary and not redundant. As such, students who want to do well in this course are **strongly encouraged** to attend lectures on a regular basis. Please note that the instructor will not be providing copies of lectures notes or overheads. Therefore, if you miss a lecture, you should try to obtain this material from another student.

8.1 Respect

Please act respectfully towards the classroom, the Professor and your fellow students. Acting respectfully means arriving on time, turning off phones, avoiding private discussions during lectures, refraining from viewing non-course material on your laptops, and cleaning up after yourself. Acting respectfully provides a better learning experience for everyone.

Private in-class discussions are distracting to students and the Professor. If other students are distracting your attention from the material, you should ask them to be quiet. If you feel uncomfortable doing this (or the problem persists), please see the instructor.

Late arrivals are also distracting. Please try to arrive on time for classes.

8.2 No Recording of Classes

Students are not permitted to record any portion of a class, audio or video, without the prior written permission of the professor.

9. Exam Policies

- Bring student identification to exams.
- Nothing is to be on/at one's desk during an exam except a pencil, an eraser, and the individual's student card
- Do not wear baseball caps to exams
- Do not bring music players, cell phones, beepers, or other electronic devices to exams
- To ensure fairness to all students, questions will not be answered during exams.

10. E-mail Policies

The following policies apply to all emails between students and the Professor. Please respect the fact that the Professor receives hundreds of emails from students and must deal with those emails in a fair and organized manner. Unacceptable emails will receive a reply saying only "Please see Email Policies on the course outline".

10.1 UWO.CA Email Addresses Only

For privacy reasons, students must use their Western email accounts to contact the Professor. The Professor will not respond to emails from non-uwo.ca addresses (e.g. hotmail.com, gmail.com, etc.).

10.2 Subject Line Must Include Course and Section Number

The subject line of emails must contain the name or number of the course, and the section number in which the student is enrolled. The Professor teaches different courses and sections and cannot properly respond to questions if he does not know which course or section you are enrolled in.

10.3 Acceptable Emails

- questions about the course content or materials
- asking to set up an appointment to ask questions or review an exam
- notification of illness or other special circumstances
- providing constructive comments or feedback about the course

10.4 Unacceptable Emails

- questions that may be answered on OWL or on this course outline
- asking when grades will be posted
- asking what grade a student received
- asking where or when an exam is scheduled or the material covered on an exam
- requests for grade increases, extra assignments, or reweighting of course components

11. Attendance

It is expected that students will attend all classes. The professor does not provide access to lecture notes. Students are encouraged to obtain missed lecture notes from a fellow student.

11.1 Short Absences.

If you miss a class due to minor illness or other problems, check your course outlines for information regarding attendance requirements and make sure you are not missing a test or exam. Cover any readings and arrange to borrow the missed lectures notes from a classmate.

11.2 Extended Absences.

If you are absent more than approximately two weeks or if you get too far behind to catch up, you should consider reducing your workload by dropping one or more courses. The Academic Counsellors can help you to consider the alternatives. At your request, they can also keep your instructors informed about your difficulties.

12. Grade Fairness

Fairness requires that all students be treated equally and be evaluated using the criteria set out in this course outline. The evaluation criteria are based on actual achievement and not on how hard a student has tried. Claims by students of an excellent academic history, good attendance record, need to obtain or maintain a scholarship, desire to be admitted to Ivey or graduate school, or other personal issues, cannot be used to justify a higher grade in the course or a reweighting of course components. There is no extra work or assignments available for extra credit or to “make up” for a course component that was missed or performed poorly.

13. Posting of Grades

Midterm exam grades will be posted on OWL once the grades are available. Final exam grades and final course grades are not posted on OWL and are available once they have been posted by the Registrar under “Academic Summary” at the Student Centre website.

14. University Policy Regarding Illness

14.1 Illness

The University recognizes that a student’s ability to meet his/her academic responsibilities may, on occasion, be impaired by medical illness. Illness may be acute (short term), or it may be chronic (long term), or chronic with acute episodes. The University further recognizes that medical situations are deeply personal and respects the need for privacy and confidentiality in these matters. However, in order to ensure fairness and consistency for all students, academic accommodation for work representing 10% or more of the student’s overall grade in the course shall be granted only in those cases where there is documentation supplied (see below for process) indicating that the student was seriously affected by illness and could not reasonably be expected to meet his/her academic responsibilities.

Documentation shall be submitted, as soon as possible, to the appropriate Dean’s office (the Office of the Dean of the student’s Faculty of registration/home Faculty) together with a request for relief specifying the nature of the accommodation being requested. These documents will be retained in the student’s file, and will be held in confidence in accordance with the University’s Official Student Record Information Privacy Policy

http://www.uwo.ca/univsec/pdf/academic_policies/general/privacy.pdf

Once the petition and supporting documents have been received and assessed, appropriate academic accommodation shall be determined by the Dean’s Office in consultation with the student’s instructor(s). Academic accommodation may include extension of deadlines, waiver of

attendance requirements for classes/labs/tutorials, arranging Special Exams or Incompletes, re-weighting course requirements, or granting late withdrawals without academic penalty.

Academic accommodation shall be granted only where the documentation indicates that the onset, duration and severity of the illness are such that the student could not reasonably be expected to complete his/her academic responsibilities. (Note: it will not be sufficient to provide documentation indicating simply that the student was seen for a medical reason or was ill.)

A form to be completed by off-campus physicians is available at:

http://www.uwo.ca/univsec/pdf/academic_policies/appeals/medicalform.pdf

Whenever possible, students who require academic accommodation should provide notification and documentation in advance of due dates, examinations, etc. Students must follow up with their professors and their Academic Counselling office in a timely manner.

In the case of a final examination in the course, the student must arrange for a Special Examination or Incomplete through their Dean's office, for which you will be required to provide acceptable documentation.

If you feel that you have a medical or personal problem that is interfering with your work, you should contact your instructor and the Faculty Academic Counselling Office as soon as possible. Problems may then be documented and possible arrangements to assist you can be discussed at the time of occurrence rather than on a retroactive basis. In general, retroactive requests for grade revisions on medical or compassionate grounds will not be considered.

14.2 Make Up Examinations

The student must write a make-up exam if the regularly scheduled exam is missed for reasons for which adequate documentation is received by the instructor (this documentation must be supplied by the Academic Counseling office).

15. University Policy on Cheating and Academic Misconduct

Cheating on exams will not be tolerated; students are referred to the university policy on scholastic offenses. Looking at the test of another student, allowing another student to view your exam, or obtaining information about a test in advance are all examples of cheating. Students found cheating will receive a zero (0%) on that exam. A number of safeguards will be employed to discourage cheating. For example, examination supervisors (proctors) of the tests may ask students to move to another seat during the exam, cover their paper, avert their eyes from other students' papers, remove baseball caps, etc. This is not meant as a personal affront nor as an accusation of cheating, rather as vigilant attempts at proctoring. A copy of guidelines about how to avoid cheating can be obtained from the office of the Ombudsperson, Room 3135 WSSB, (519) 661-3573, ombuds@uwo.ca.

Students are responsible for understanding the nature of and avoiding the occurrence of plagiarism and other academic offenses. Students are urged to read the section on Scholastic Offenses in the Academic Calendar. Note that such offenses include plagiarism, cheating on an examination, submitting false or fraudulent assignments or credentials, impersonating a candidate, or submitting for credit in any course without the knowledge and approval of the instructor to whom it is submitted, any academic work for which credit has previously been obtained or is being sought in another course in the University or elsewhere. If you are in doubt about whether what you are doing is inappropriate, consult your instructor. A claim that "you didn't know it was wrong" will not be accepted as an excuse.

The penalties for a student guilty of a scholastic offense include refusal of a passing grade in the assignment, refusal of a passing grade in the course, suspension from the University, and expulsion from the University.

16. Procedures For Appealing Academic Evaluations

1. In the first instance, all appeals of a grade must be made to the course instructor (informal consultation).
2. If the student is not satisfied with the decision of the course instructor, a written appeal must be sent to the Undergraduate Chair: Student Affairs of the Department of Management and Organizational Studies.
3. If the response of the Undergraduate Chair is considered unsatisfactory to the student, he/she may then appeal to the Dean of the Faculty in which the course of program was taken.
4. Only after receiving a final decision from the Dean, may a student appeal to the Senate Review Board Academic. A Guide to Appeals is available from the Ombudsperson's Office.

17. Support Services

17.1 Support Services

The Registrar's office can be accessed for Student Support Services at <http://www.registrar.uwo.ca> Student Support Services (**including the services provided by the USC listed here**) can be reached at: <http://westernusc.ca/services/>
Student Development Services can be reached at: <http://www.sdc.uwo.ca/>

Students who are in emotional/mental distress should refer to Mental Health@Western http://www.health.uwo.ca/mental_health/ for a complete list of options about how to obtain help.

17.2 Academic Concerns.

If you are in academic difficulty, it is strongly recommended that you see your academic counsellor.

18. Other Issues

18.1 Grade Policy

The DAN Department has a grade policy which states that for courses in the 3000-4000 range, the class average must fall between 70% and 77% for all sections of a course taught by the same instructor. In very exceptional circumstances only, class averages outside this range may be approved by the Undergraduate Chair or Chair. Class averages are not grounds for appeal.

18.2 Senate Policy

For The University of Western Ontario Senate Regulations, please see the Handbook of Academic and Scholarship Policy at: http://www.uwo.ca/univsec/academic_policies/index.html