



Baker Botts M&A School Tool Kit Series

SYLLABUS

WEDNESDAY, AUGUST 29, 2018

- Overview of M&A Transactions
- Confidentiality, Non-Solicitation and Non-Circumvention Agreements

WEDNESDAY, SEPTEMBER 5, 2018

- Legal Structures of Transactions - Asset Acquisitions, Stock/Equity Acquisitions
- Letters of Intent
- Acquisition Agreement Overview

WEDNESDAY, SEPTEMBER 12, 2018

Panel Speakers

- Legal Due Diligence
- Purchase Price - Form of Consideration, Pre- and Post-Closing Adjustments and Earn-Outs

WEDNESDAY, SEPTEMBER 19, 2018

- Representations and Warranties
- Pre- and Post-Closing Covenants and Conditions to Closing
- Non- Competition and Non-Solicitation Agreements

WEDNESDAY, SEPTEMBER 26, 2018

- Regulatory Matters, Including Hart-Scott-Rodino
- Indemnities

WEDNESDAY, OCTOBER 3, 2018

- Termination Provisions and Break-Up Fees;
- Dispute Resolution - Arbitration
- Promissory Notes and Administrative Services
- Closing the Transaction