

Selling a Company

London: 13 July, 21 September, 8 December, 8 March 2011, 5 July 2011, 18 October 2011

Course Overview:

The objective of a seller should be to achieve the highest price subject to the least onerous terms and to walk away from a transaction with measurable and finite liabilities.

This course examines common errors and pitfalls in the disposal process and emphasises strategies for realising a maximum value for a seller whilst limiting the legal redress of a buyer.

Procedures for valuing a company and for the planning, negotiation and execution of its sale are described together with the meaning and effect of representations, warranties and indemnities.

The course also reviews the principal points to be negotiated in the Sale & Purchase Agreement to limit a seller's liability.

Course Content:

Introduction

- Typical mistakes in disposals
- Reasons for selling
- Planning for success
- Preliminary considerations

Valuation

- Initial guidelines
- NAV, DCF & PERs
- Valuation by comparison

Pre-sale planning

- Appointment of advisers
- Disclosure to advisers
- Engagement letter and fees
- 'Sell side' due diligence
- Preparing the management
- Grooming and separation issues

Executing the sale

- Writing an Information Memorandum
- Searching for a buyer
- Confidentiality Letter
- Letter of Intent & Heads of Agreement

Negotiations

- Preparatory tactics
- Arguments on valuation
- Exclusivity
- Representations, warranties and indemnities
- Limitation of seller's liability
- Earn-outs

Legal considerations

- Completion accounts
- 'Locked box' transactions
- Avoiding unprofessional tactics
- Completion

Times	Cost	Solicitors Regulation Authority (SRA) CPD Hours
09.30-17.00	£575 + VAT (£675.63)	6

Delivering this course in-house for you to a number of participants could be very cost effective. Please call us on 020 7387 4484 to discuss this further.