

**UNIVERSITY OF PENNSYLVANIA
THE WHARTON SCHOOL**

MGMT-721

CORPORATE DEVELOPMENT: MERGERS AND ACQUISITIONS

SYLLABUS – FALL 2016

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Section 1: Monday/Wednesday 9:00am-10:30am, SH-DH 211

Section 2: Monday/Wednesday 12:00pm-1:30pm, SH-DH 211

Office Hours: By Appointment

COURSE DESCRIPTION

As product and factor markets globalize, technology rapidly evolves, and competition intensifies, companies worldwide are fundamentally changing their structures and processes to keep pace and take advantage of new opportunities. We are witnessing the emergence of the disaggregated and distributed global firm that leverages internal and external capabilities around the world in real-time, blurring traditional organizational boundaries and leading to the creation of virtual enterprises. To catalyze this transformation and stay ahead in competency, cost, and time to market, companies are utilizing an array of powerful but often risky inorganic strategies, in the hopes that they can “plug and play” with local and global entities, and gain the needed resources to compete effectively.

This course explores the various modes of corporate development available to managers to drive firm growth and change, including alliances, outsourcing, corporate venturing, and particularly mergers and acquisitions. The objectives are three-fold: (1) to arm you with a set of tools to facilitate the selection of the appropriate growth strategy in a given situation; (2) to provide you with insights into how to manage partnerships like alliances, outsourcing, and corporate venturing; and, (3) to develop a comprehensive framework for executing M&As, from initiation to implementation.

The emphasis is on strategic and operational aspects of these transactions, rather than financial considerations. While we will cover deals from a variety of industries, a number of them are from technology-based sectors. This is not only due to the recent prevalence and continued importance of external growth strategies in these sectors, but also because the fast pace provides early assessments of outcomes and management lessons. As we will see, insights from these settings are generalizable to many other contexts.

The course has four modules. We begin by examining the different modes of corporate development, including the applicability and management approaches for each, particularly various types of partnerships. We then delve into acquisition screening and deal-making. Afterwards, we consider post-merger integration in detail. The course ends with the presentation of project work and a review of the course learnings.

Pedagogical Approach

This is an applied, case-based course with accompanying readings to help structure your thinking. Discussion questions for the case will be set prior to each session, to enable you to focus your attention. Readings are designed to provide a starting point for analyzing the case, but extension of the ideas is encouraged, as they will be applied in an integrative fashion in the discussions. Given the nature of the course, we will also apply the lessons from the cases to understand the challenges and implications of relevant recent and on-going deals. To facilitate this process, you should subscribe to the New York Times' free e-mail newsletter DealBook, to keep abreast of current deal activity (sign-up at www.nytimes.com).

Evaluation and Course Policies

Evaluation in the course is based on class participation and a group project (described below), in the following proportion:

Class Participation	35%
Project Draft	20%
Project Presentation	10%
Project Paper	35%

Discussion questions and any other assignments for each class will be posted on Canvas in advance. Any presentations and handouts will be posted on the same site after the respective session.

Since class participation is a crucial component of not only the evaluation but also the learning in the course, it is expected that you are well-prepared for each session. Please take note that class participation is the only component of your course grade that is individually-determined; the rest of your grade will be determined by your group's performance on the project. Thus, it is strongly in your interest to thoughtfully and frequently contribute to the case discussions.

Students are expected to attend all classes. As per Wharton's policies, excused absences are defined as a *documentable* personal or family illness (*i.e.*, you must provide me with a doctor's note; it is insufficient to email me that you are not feeling well), and religious observance for observant students. Absences due to job interviews, career pursuits, non-documentable illnesses, or travel are unexcused. Each unexcused absence will result in a one-point reduction of your final course grade.

Students must attend their assigned sections. If you are enrolled in the 9am section but you attend the 12pm section (and vice versa), it will be treated as an unexcused absence.

This class has a strict "laptops-down" policy. The use of all electronic devices, including tablets, is prohibited in class and will adversely affect class participation marks. You should plan your class preparation accordingly.

Guidelines for Project Work

The project is intended to give you the opportunity to apply your learning from the course to a context that is most interesting and relevant to you. There is a great deal of latitude in selecting a topic, as long as it relates to corporate development strategies at a firm or industry level. You may study past, current, or even hypothetical deals that you consider advisable. The topic should be well-researched, based on an extensive review of public information such as articles and reports, and

specialized databases like SDC or COMPUSTAT. I strongly encourage you to attempt to gain access to the companies being studied to collect data and conduct interviews, since this can lead to a uniquely rich and insightful analysis.

Past projects have included:

- Anheuser Busch-InBev Merger
- The Corporate Development Strategy of Electronic Arts
- Comcast-NBC Universal Merger
- CarMax vs. AutoNation: The Case for Organic Growth
- BMS's Evolving Acquisition Strategy: Pre- and Post-String of Pearls Strategy
- Hertz at a Strategic Crossroads
- Disney's Acquisition of Pixar in 2006
- LATAM Airlines Group: The LAN-TAM Merger
- Big Bang vs. Gradual Growth: How Oil Super-Majors Became Shale Gas Leaders
- Nomura's Acquisition of Lehman Brothers
- Kraft's Hostile Acquisition of Cadbury
- Amazon-Zappos Acquisition
- Hypothetical Merger between Pearson and Kaplan
- The Changing Direction of Cross-Border M&A
- Consolidation in the Oil & Gas Industry: From Mega-Mergers Onwards

A good project will:

- clearly and logically apply the course material to the phenomenon being investigated;
- present a thorough and rigorous quantitative and/or qualitative analysis of the phenomenon;
- draw implications and suggest recommendations for managerial practice;
- discuss which insights are generalizable and under what conditions.

The project is to be worked on in groups of five within your section (absolutely no exceptions will be made). A project topic and list of group members is due to me by email **by 5pm on September 30**. During class time on either **October 10** or **October 12**, I would like to meet with each group to discuss the project proposal (attendance at these meetings is mandatory). For this 15-minute meeting, which should be scheduled in advance on the dedicated Canvas sign-up sheet, please prepare a one page project outline with a description of your topic, the sources of data, analytical methods, and progress to date. This outline is due to me by file upload on Canvas **by 9pm on October 9**, whether your meeting is on October 10 or October 12.

A draft of your project is due to me by file upload on Canvas **by 5pm on October 28**, on which you will receive feedback. This draft is to be in presentation form, but with sufficient detail to enable it to be read as a coherent document.

Your final presentation slides are due to me by file upload on Canvas **by 9pm on November 29**. The final presentation of your project will take place during the classes between **November 30** and **December 7**. Sign up with your group for a presentation slot on Canvas. Attendance and participation are mandatory on all presentation days (even if your group has already presented).

The final paper is due **by 5pm on December 12**, to be uploaded on Canvas. The paper is to be a maximum of 20 double-spaced pages, excluding exhibits.

CLASS SCHEDULE

I. MODES OF CORPORATE DEVELOPMENT AND MANAGEMENT OF PARTNERSHIPS

08/31 Session 1: Course Overview

09/05 *Labor Day (No Class)*

09/07 Session 2: Deciding Between Corporate Development Strategies

Case: Monsanto's March into Biotechnology (A) (HBS)

Reading: When to Ally and When to Acquire (HBR)

09/12 Session 3: Managing Strategic Alliances

Case: Lipitor: At the Heart of Warner-Lambert (Michigan)

Reading: The Relational View: Cooperative Strategy... (AMR)

09/14 Session 4: Managing Alliance Networks

Case: Star Alliance, 2000 (Brandeis)

Smarter Ways to Do Business with the Competition (Euro Business Forum)

Star Alliance Seeks Integration (Korea Times)

Star Alliance Cuts Costs to Stay Ahead (The Nation)

Reading: Constellation Strategy: Managing Alliance Groups (Ivey Business Journal)
Strategy as Ecology (HBR)

09/19 Session 5: Engaging in Strategic Outsourcing of Peripheral to Core Activities

Case: R&D Services at Wipro Technologies: Outsourcing Innovation? (Wharton)

09/21 Session 6: Engaging in Corporate Venturing

Case: Intel Capital: The Berkeley Networks Investment (HBS)

Reading: Making Sense of Corporate Venture Capital (HBR)

09/26 Session 7: Growing through Acquisitions

Case: Cisco's Acquisition Strategy (1993 to 2000): Value Growth... (Wharton)

Reading: The Influence of Organizational Acquisition Experience... (ASQ)

09/28 Session 8: Managing Corporate Transformations: Acquisitions

Case: American Can Company, 1984 (HBS)

Reading: To Diversify or Not To Diversify (HBR)

09/30 *Project Topic and List of Group Members Due by E-mail by 5pm*

10/03 Session 9: Managing Corporate Transformations: Divestitures

Case: Esmark (A) (HBS)

Reading: Legacy Divestitures: Motives and Implications (OS)

Corporate Spinoffs and Analysts' Coverage Decisions... (SMJ)

Divestiture: Strategy's Missing Link (HBR)

10/05 Session 10: Turnaround Management

Speaker: Howard Brownstein (Brownstein Corporation)

Reading: TBD (check Canvas)

10/09 *Project Outline Due on Canvas by 9pm*

10/10 Session 11: Project Discussion Meetings
Schedule Appointment & Bring Outline (meeting room TBD, check Canvas)

10/12 Session 12: Project Discussion Meetings
Schedule Appointment & Bring Outline (meeting room TBD, check Canvas)

II. ACQUISITION SCREENING AND DEAL-MAKING

10/17 Session 13: Assessing Needs
Case: PepsiCo's Restaurants (HBS)

10/19 Session 14: Performing Due Diligence
Case: Fleet/Norstar Financial Group: Banking on BNE (HBS)
Reading: When to Walk Away from a Deal (HBR)

10/24 Session 15: Conducting Valuation and Negotiation
Case: Cerent Corporation (Stanford)
Valuation Techniques (Stanford)
Reading: Are You Paying Too Much for That Acquisition? (HBR)
Stock or Cash? The Trade-Offs for Buyers and Sellers in M&As (HBR)

10/26 Session 16: Managing Risk
Case: Dow's Bid for Rohm and Haas (HBS)

10/28 *Project Draft Due on Canvas by 5pm*

10/31 Session 17: Anatomy of a Deal
Speakers: Ian Hartman, Jeffrey Legath, and Eric Siegel (Dechert LLP)

III. POST-MERGER INTEGRATION

11/02 Session 18: Embarking on Integration Planning
Case: HP and Compaq Combined: In Search of Scale and Scope (Stanford)
Readings: Buying Innovation: Managing Technology-Based Acquisitions (Wharton)

11/07 Session 19: Integration in "Mergers of Equals"
Case: DaimlerChrysler Merger: The Quest to Create "One Company" (Babson)
Reading: Identity versus Culture in Mergers of Equals (EMJ)
Do CEOs in Mergers Trade Power for Premium?... (JLEO)

11/09 Session 20: Determining Integration Strategies
Case: Vermeer Technologies (D), (E), (F) (HBS)
Reading: Buying Innovation: Managing Technology-Based Acquisitions (Wharton)
Not All M&As Are Alike – and That Matters (HBR)

11/14 Session 21: Implementing Integration Strategies
Speaker: James Harris (Google)

- 11/16 Session 22: Managing Human Resources and Assimilating Cultures**
Case: Forming a Financial Services Goliath: The MS-DWD Merger (*Wharton*)
Reading: Managing Human Resources to Capture Capabilities... (*Book Ch.*)
- 11/21 Session 23: Best Practices in Post-Merger Integration**
Speaker: Oliver Engert (McKinsey & Company, Inc.)
- 11/23 *Thanksgiving (No Class)***
- 11/28 Session 24: Post-Divestiture Disintegration**
Case: Motorola's Spinoff of its Cell Phone Business (*CBS*)
Reading: TBD (check Canvas)
- 11/29 *Presentation Due on Canvas by 9pm***

IV. PROJECTS AND REVIEW

- 11/30 Session 25: Project Presentations (1/3)**
- 12/05 Session 26: Project Presentations (2/3)**
- 12/07 Session 27: Project Presentations (3/3)**
- 12/12 Session 28: Synthesis of Course Learnings**
- 12/12 *Final Paper Due on Canvas by 5pm***