UNIVERSITY OF PENNSYLVANIA
THE WHARTON SCHOOL

MGMT-721

CORPORATE DEVELOPMENT: MERGERS AND ACQUISITIONS

SYLLABUS—SPRING 2018

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Section 1: Monday/Wednesday 10:30am–11:50pm; room SHDH 211
Section 2: Monday/Wednesday 1:30pm–2:50pm; room JMHH F45
Office hours: by appointment

Course description

As markets globalize, technologies rapidly evolve, and consumer preferences dynamically shift, firms change to keep pace with and take advantage of new opportunities. Global diversified firms emerge to leverage their capabilities around different businesses throughout the world. To catalyze this transformation and stay ahead in competency and time to market, companies apply powerful but often risky corporate development strategies.

This course explores such modes of corporate development as internal growth, alliances, corporate venturing, and mergers and acquisitions. The objectives are three-fold: (1) to arm you with tools for the selection of a corporate development strategy appropriate in a given context; (2) to provide you with insights into management of strategic partnerships; and (3) to develop a comprehensive framework for executing M&As, from the initiation to the implementation.

The emphasis is on strategic and operational aspects of corporate development strategies, rather than merely on financial considerations. While the course 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. The insights from the technology-based settings are generalizable to many other contexts.

The course contains the following modules. The course starts with the discussion of the motivations for corporate development. Then the class outlines the choice from a menu of alternative modes of corporate development, explaining the applicability of and management approaches to each mode. Afterwards, students delve into each mode of corporate development, paying special attention to M&As. For that mode, students consider such important stages as the assessment of the resource needs faced by the acquirer, the acquisition screening and deal–making, and the post–merger integration. The course ends with the presentation of project work and a review of the learned material.

General pedagogical approach

This is an interactive, applied, case-based course with accompanying readings carefully selected to help students structure their analyses. To guide students through the course materials, discussion questions for each session will be set prior to the session. Readings are designed to provide a starting point for analyzing the case, but extension of the ideas is encouraged. Given the nature of the course, students will also apply lessons from the cases to understand challenges and implications of recent and ongoing deals. To facilitate this process, class participants are advised to follow the discussions of current corporate development activities in mass media.

Evaluation and other course policies

A student's evaluation in this course is based on the following components:

Individual class participation	35%
Project draft	20%
Group project presentation	10%
Group project paper	35%

The class participation contributes a large part of a student's grade for the course and is the only individually-determined element of the final grade. The class participation is also crucial for learning in the course because the participation helps students better understand and memorize the material. Accordingly, it is expected that class participants are well-prepared for each session and thoughtfully and frequently contribute to the discussions.

Students will receive intermediary feedback on their class participation. Around the midpoint of the semester, the instructor will inform students of their relative standing in the class in terms of class participation. Grades for the group project presentation and the final paper and the instructor's feedback on students' submissions will be released on the day of announcement of the final course grade.

Students must attend all classes. That requirement includes (a) all regular sessions, (b) an in-class project discussion meeting of only a student's own group with the instructor, (c) two sessions with guest speakers, and (d) presentation sessions for all groups in the student's section. As per Wharton's policies, excused absences involve a *documentable* personal or family illness (*i.e.*, the student absent in the class must provide the instructor with a doctor's note; it is not sufficient to email the instructor that the student is not feeling well), and a religious observance for the observant student. Absences due to job interviews, career pursuits, non-documentable illnesses, or travel do not qualify as excused. Unexcused absences adversely affect class participation marks.

Students must attend the assigned sections. If a student is enrolled in the 10:30am section but attends the 1:30pm section (and *vice versa*), it will be treated as an unexcused absence.

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

Course deadlines are strict. Late submissions of drafts or final reports for the group project are not accepted.

Each student must be involved actively in the group project. The active involvement requires: researching the topic selected by the group; regularly discussing the project with the group peers; preparing the draft, the final report, and the presentation; and presenting the project. To mitigate the possibility of free riding, each group member will be evaluated by the group peers in the end of the course. Group members who have contributed little to their group project will have their final grades for the project adjusted to reflect their actual contribution levels.

Canvas is the official means of communication for the course. In particular, the instructor will post discussion questions and other assignments for each session on Canvas before the session. Presentations and handouts will be posted on Canvas after the respective session. Students should use Canvas to submit completed assignments and drafts and final reports for the group project.

Guidelines for group project

The project is intended to give students the opportunity to apply course materials to a context that is of most interest to them. Two main choices students need to make are (1) the firm(s) to be analyzed and (2) a corporate development topic(s) they want to investigate with the selected firm(s). The topic(s) should be well-researched, based on the framework(s) covered in the course and using real corporate data from such sources as articles, reports, and specialized databases (*e.g.*, SDC or COMPUSTAT). Students are also encouraged to enrich their projects by reaching out the analyzed firm(s) and conducting interviews with managers of those firms.

Some most recent projects have been the following:

- Analysis of SABMiller's corporate development: Vertical integration and M&As
- AOL Time Warner merger: What went wrong?
- Santander Group: A story of growth
- Analysis of the Renault–Nissan alliance
- Corporate development of Comcast
- "Buttoning up" the Men's Wearhouse/Jos. A. Bank acquisition
- Apple–Tesla corporate co–development: Acquisition, equity alliance, or non–equity alliance?
- Analysis of eBay's acquisition of PayPal
- Oracle: Corporate development strategy
- AB InBev merger
- Google's corporate development methods
- LVMH's corporate development strategies
- Comcast–Time Warner Cable merger
- Beyond burgers: McDonald's acquisition and divestiture of Chipotle
- US Airways–American Airlines merger: An analysis of the decision to merge
- Google's acquisition of Motorola Mobility
- PepsiCo's acquisitions of PepsiAmericas and Pepsi Bottling Group: Vertical integration

A good project will satisfy the following key requirements:

- RELEVANCE: the project consistently applies the materials of this course to the investigated topic;
- COMPREHENSIVENESS: the project conducts a thorough quantitative and/or qualitative analysis of the topic;
- EFFICIENCY: the project is efficiently written—the report is well–structured and clear and is not longer than 25 double–spaced pages (including the title page, appendices, tables, figures, and references).
- ORIGINALITY: the project represents a novel analysis conducted by the project group;
- APPLICABILITY: the project draws implications and suggests recommendations for managerial practice.

Students should use Canvas to form groups involving from four to six members by 5pm on January 26. Groups should be formed only within the respective section. Students who do not join a group by the established time will be arbitrarily allocated to a group. Groups involving less than four students can be merged at the instructor's discretion. During the class time on February 26 and February 28, the instructor will meet with each group individually to briefly discuss the intended project. The specific time for the meeting should be selected in advance on the dedicated Canvas sign-up sheet. For that meeting, students should prepare a one page project outline naming the firm(s), the explored topic(s), the data sources, the analytical methods, and the progress to date.

Students should submit a draft of their project report via Canvas by 5pm on March 16. The draft should contain sufficient detail to enable the review by the instructor. The draft will be graded, and the grades, along with the instructor's comments, will be given to students within two weeks from the submission deadline. The final presentation of the project will take place during one of the designated classes on April 16, April 18, or April 23. Students should schedule the date and the time for the presentation in advance on the Canvas sign-up sheet. Students should submit slides for their presentation via Canvas by 9am of the day immediately before the day of the presentation. The final paper is due by 5pm on April 27, to be uploaded on Canvas.

Class schedule

1. PREVIEWS

1/10 Session 1: Course overview

1/15 Martin Luther King, Jr. Day: no class

2. MOTIVATION FOR CORPORATE DEVELOPMENT

1/17 Session 2: Firm resources and corporate strategy

Collis DJ, Montgomery CA. 1998. Creating corporate advantage. *Harvard Business Review* **May–June**: 70–83.

Porter ME. 1987. From competitive advantage to corporate strategy. *Harvard Business Review* **May–June**: 1–21.

1/22 Session 3: Corporate diversification: Economies of scope—synergy

Case: "Polyface: The farm of many faces" (Harvard Business School, case #9–611–001).

1/24 Session 4: Corporate diversification: Economies of scope—resource redeployability

Penrose ET. 1960. The growth of the firm—a case study: The Hercules Powder Company. *Business History Review* **34**(1): 1–23.

Complete team sign-up by 5:00pm on 1/26 via Canvas!

1/29 Session 5: Vertical integration: transaction cost economics

Williamson OE. 1991. Strategizing, economizing, and economic organization. *Strategic Management Journal* **12**(Winter Special Issue): 75–94.

Case: "Birds Eye and the U.K. frozen food industry (A)" (Harvard Business School, case #9–792–074) and "Birds Eye and the U.K. frozen food industry (B)" (Harvard Business School, case #9–792–078).

3. MODES OF CORPORATE DEVELOPMENT

1/31 Session 6: Selecting corporate development strategies

Chesbrough HW, Teece DJ. 2002. Organizing for innovation: When is virtual virtuous? *Harvard Business Review* **August**: 1–11.
Dyer JH, Kale P, Singh H. 2004. When to ally and when to acquire. *Harvard Business Review* **July–August**: 1–11.

Case: "Monsanto's march into biotechnology (A)" (Harvard Business School, case #9–690–009).

2/5 Session 7: Corporate strategy and corporate structure

Case: "Du Pont: The birth of the modern multidivisional corporation" (Harvard Business School, case #9–809–012).

3.1. ALLIANCES

2/7 Session 8: Managing strategic alliances

Dyer JH, Singh H. 1998. The relational view: Cooperative strategy and sources of interorganizational competitive advantage. *Academy of Management Review* **23**(4): 660–679.

Case: "Lipitor: At the heart of Warner–Lambert" (University of Michigan Business School).

2/12 Session 9: Managing alliance networks

Gomes–Casseres B. 2003. Constellation strategy: Managing alliance groups. *Ivey Business Journal* **May–June**: 1–6.
Iansity M, Levien R. 2004. Strategy as ecology. *Harvard Business Review* **March**: 1–11.

Case: "Star Alliance, 2000" (Brandeis University International Business School).

3.2. CORPORATE VENTURING

2/14 Session 10: Corporate venturing

Chesbrough HW. 2002. Making sense of corporate venture capital. *Harvard Business Review* **March**: 4–11.

Case: "Intel Capital: The Berkeley Networks Investment" (Harvard Business School, case #9–600–069).

3.3. MERGERS AND ACQUISITIONS

2/19 Session 11: Growing through acquisitions

Chaudhuri S, Tabrizi B. 1999. Capturing the real value in high-tech acquisitions. *Harvard Business Review* **September–October**: 123–130.

Case: "Cisco's Acquisition Strategy (1993 to 2000): Value growth through buying early–stage companies (A)" (Wharton School).

3.3.1. ACQUISITION SCREENING AND DEAL–MAKING

2/21 Session 12: Assessing resource requirements

Case: "PepsiCo's restaurants" (Harvard Business school, case #9–794–078).
Case: "PepsiCo: A view from the corporate office" (Harvard Business school, case #9–964–078).

2/26 Project discussion meetings: schedule appointment and bring outline (no class, but come to the classroom at the 15-minute timeslot designated for the group meeting)

2/28 Project discussion meetings: schedule appointment and bring outline (no class, but come to the classroom at the 15-minute timeslot designated for the group meeting)

3/5 Spring Break (no class)

3/7 Spring Break (no class)

3/12 Session 13: Performing due diligence

Cullinan G, Le Roux J–M, Weddigen RF. 2004. When to walk away from a deal. *Harvard Business Review* **April**: 3–11.

Case: “Fleet/Norstar financial group: Banking on BNE” (Harvard Business School, case #9–193–005).

3/14 Session 14: Conducting valuation and negotiation

Eccles R, Lanes KL, Wilson TC. 1999. Are you paying too much for that acquisition? *Harvard Business Review* **July–August**: 136–146.
Mansour N, Tauber A. 1998. *Valuation Techniques*. Stanford University Graduate School of Business.
Rappaport A, Sirower ML. 1999. Stock or cash? The trade–offs for buyers and sellers in Mergers and Acquisitions. *Harvard Business Review* **November–December**: 147–158.
Aiello RJ, Watkins MD. 2000. The fine art of friendly acquisition. *Harvard Business Review* **November–December**: 101–107.

Case: “Cerent Corporation” (Stanford University Graduate School of Business).

Paper draft is due by 5:00pm on 3/16. Please submit via Canvas.

3/19 Session 15: Challenges of valuation of corporate resources

Lev B. 2004. Sharpening the intangibles edge. *Harvard Business Review* **June**: 1–8.

3.3.2. POST–MERGER INTEGRATION

3/21 Session 16: Integration planning

Chaudhuri S, Iansity M, Tabrizi B. 2005. *Buying innovation: Managing technology-based acquisitions*.
Marks ML, Mirvis PH. 2001. Making mergers and acquisitions work: Strategic and psychological preparation. *Academy of Management Executive* **15**(2): 80–94.

Case: "HP and Compaq Combined: In Search of Scale and Scope" (Stanford University Graduate School of Business).

3/26 Session 17: Determining integration strategies

Haspeslagh PC, Jemison DB. 1994. Acquisition integration: Creating the atmosphere for value creation process. In *Krogh GV, Sinatra A, Singh H. The Management of Corporate Acquisitions.* Palgrave Macmillan Limited, pp. 448–479.
Rifkin G. 1998. Post-merger integration: How IBM and Lotus work together. *Strategy+Business* **Third Quarter**(12): 1–14.
Chaudhuri S, Iansity M, Tabrizi B. 2005. *Buying innovation: Managing technology–based acquisitions*.
Bower JL. 2001. Not all M&As are alike—and that matters. *Harvard Business Review* **March**: 93–101.

Case: "Vermeer Technologies (D): Making transitions" (Harvard Business School, case #9–397–082).
Case: "Vermeer Technologies (E): New beginning" (Harvard Business School, case #9–397–085).
Case: "Vermeer Technologies (F): FrontPage 97" (Harvard Business School, case #9–397–110).

3/28 Session 18: M&A issues

Speaker: Xavier Sztejnberg, Dell Inc.

4/2 Session 19: Managing human resources and assimilating cultures

Chaudhuri S. 2005. Managing Human Resources to Capture Capabilities. *In Stahl G, Mendenhall M (eds.) Managing culture and human resources in mergers and acquisitions*. Stanford University Press, pp. 277–300.
Marks ML, Mirvis PH. 1997. Revisiting the merger syndrome: Dealing with stress. *Mergers & Acquisitions* **May–June**: 21–27.
Buono AF, Bowditch JL. 2003. *The human side of mergers and acquisitions: managing collisions between people, cultures, and organizations*. Chapter 6: pp. 134–163.

Case: "Forming a financial services goliath: The Morgan Stanley—Dean, Witter, and Discover, Co. merger" (Wharton School).

3.4. OTHER CORPORATE DEVELOPMENT STRATEGIES

4/4 Session 20: Strategic outsourcing

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

4/9 Session 21: Divestitures

Dranikoff L, Koller T, Schneider A. 2002. Divestiture: Strategy's missing link. *Harvard Business Review* **May**: 3–11.

Case: "Esmark, Inc. (A)" (Harvard Business School, case #9–283–013).

4/11 Session 22: Divestitures

Speaker: Liz Fennessey, Deloitte Consulting

4/16 Session 23: Group presentation (1/3)

4/18 Session 24: Group presentation (2/3)

4/23 Session 25: Group presentation (3/3)

4/25 Session 26: Synthesis of course learning

Final paper is due by 5:00pm on 4/27. Please submit via Canvas.