

**UNIVERSITY OF PENNSYLVANIA
THE WHARTON SCHOOL**

MGMT 7210

CORPORATE DEVELOPMENT: MERGERS AND ACQUISITIONS

SYLLABUS – FALL 2024

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Section 1: Monday/Wednesday 12:00pm-1:30pm
Section 2: Monday/Wednesday 1:45pm-3:15pm
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 venture capital; and, (3) to develop a comprehensive framework for executing M&A, 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, several 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 three modules. In Module I, we begin by examining the different modes of corporate development, ranging from organic growth to partnerships (alliances, outsourcing, and corporate venture capital) to mergers and acquisitions. In Module II, we turn our attention to acquisition screening and deal-making. In Module III, we consider post-merger integration.

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 newsletter, DealBook, to keep abreast of current deal activity.

Evaluation and Course Policies

As described in greater detail below, evaluation in the course is based on class attendance and participation, three short individual module assignments, and a group project, in the following proportions:

Individual Class Participation	30%
Individual Module Assignments	15%
Group Project Draft	20%
Group Project Paper	30%
Group Project Peer Assessment	5%

Class Attendance

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 and will count against your participation grade.*

Students must attend their assigned sections. If you are enrolled in the 12:00pm section but you attend the 1:45pm section (and vice versa) without my express prior permission, it will be treated as an unexcused absence.

This class has a "laptops-down" policy. Please keep your cellphones, laptops, and any other unnecessary devices off your desks. Please limit the use of approved electronic devices (tablets) to a minimum, and only to matters that are directly related to class.

Generative AI and Plagiarism

If you use Generative AI to do your preparation and assignments for this class, you'll be wasting a huge (and expensive!) opportunity to learn how to think and communicate. You can cut corners if you wish, but you will regret losing the opportunity to develop your own thoughts and skills.

You may not submit any work generated by an AI program as your own. If you include material generated by an AI program, it should be cited like any other reference material (quote the AI as you would any other source and include your prompts with the output [attaching screenshots to assignments is fine]).

Any plagiarism or other form of cheating will be addressed under relevant Penn policies.

Class Preparation and Participation

I expect you to read all the assigned materials in advance of each session. All reading materials are available through the course Canvas site (via Study.net). To assist in your preparation, discussion questions for each class will be posted on Canvas in advance of each session. Any presentations and handouts will be posted on the same site after the respective session.

Active participation in a conceptual class like this one is crucial to learning. Thus, I will track and grade attendance and participation every day of class. *I will use two criteria to evaluate participation: (1) Did you speak up? (2) Was the contribution of high quality?*

I am not expecting you to say something in every single class, but *I will be looking for a pattern of sustained quality participation throughout the course.* This can be accomplished by answering the questions asked in class, reacting to the comments of your peers in ways that generate healthy debate, or asking questions that help better explain or understand a concept. Not every comment made in class merits points.

Grading

Final grades are final. I take great care to grade fairly, and so will not discuss grades at the end of the course. *Students who have final scores of 65 or below and/or excessive numbers of unexcused absences (as determined at my discretion) will receive failing grades.*

Individual Module Assignments

There will be three short individual module assignments, one for each of the three course modules. The purpose of these assignments is to help you better digest and integrate what we are learning in class, at your own pace and from your own perspective. They will also allow me to engage with each of you on a more individual level. These assignments will be due by file upload to Canvas **by 9pm on October 7, November 15, and December 4.** These assignments are to be worked on individually and not in collaboration with your group members or any other classmates.

Here is the prompt to answer for each of the individual module assignments (this will also be posted on Canvas):

“In a short paper (a few paragraphs, 1-2 pages max), please discuss one or more of the takeaways, concepts, or frameworks from the [first/second/third] module that have resonated with you the most and elaborate on why you found it interesting. This may be a concept or a framework that was enlightening or questionable to you based on your previous experiences, prior work, or your future career path. It can also be something that you have found useful, insightful, or perhaps unclear with respect to the material that we have covered so far. I am leaving this reasonably open-ended so that it is most useful to each of you individually, and I will try to engage with your write-ups and respond to any questions or comments that may come up as I read through these.”

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. *Please do not choose any deal or company from any of the cases we will cover in class this semester (see below).*

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
- LATAM Airlines Group: The LAN-TAM Merger
- Big Bang vs. Gradual Growth: How Oil Super-Majors Became Shale Gas Leaders
- Kraft's Hostile Acquisition of Cadbury
- Amazon-Zappos Acquisition
- Hypothetical Merger between Pearson and Kaplan
- 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 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 six or seven within your section (no cross-section groups allowed), with a maximum of 12 groups per section. A list of group members is due to me by email and Canvas sign-up **by 9pm on September 11**. I will assign any remaining students to random groups by **September 13**.

A project topic is due to me by email **by 5pm on September 20**.

A one-page project summary with a description of your project topic, the sources of data, analytical methods, and progress to date is due by file upload on Canvas **by 9pm on October 1**.

A draft of your project is due by file upload on Canvas **by 5pm on November 8**, on which you will receive feedback. This draft is to be in outline form. There is no page limit.

The final paper is due by file upload on Canvas **by 5pm on December 9**. The paper is to be a maximum of 20 double-spaced pages, excluding exhibits. The peer assessment, which comprises a series of questions on Canvas about the contributions of your groupmates to the group project, is also due **by 5pm on December 9**.

Please be sure to submit all deliverables (including the peer assessment) by their deadlines. In fairness to all the students in the class, I am unable to accept late submissions.

CLASS SCHEDULE

08/26 Session 1: Course Overview

MODULE I. MODES OF CORPORATE DEVELOPMENT

08/28 Session 2: Organic Growth

Case: Becton Dickinson: Innovation and Growth (A) (HBS)

Reading: The Ambidextrous Organization (HBR)

09/02 *Labor Day (No Class)*

09/04 Session 3: Strategic Alliances

Case: Beyond Beer: Brewing Innovation at Molson Coors (HBS)

Readings: The Relational View: Cooperative Strategy... (AMR)
When to Ally and When to Acquire (HBR) [skim]

09/09 Session 4: Strategic Outsourcing

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

09/11 Session 5: Corporate Venture Capital

Case: JetBlue Technology Ventures (Stanford)

Readings: Making Sense of Corporate Venture Capital (HBR)
Corporate VCs Are Moving the Goalposts (HBR)

09/11 * List of Group Members Due by E-mail & Canvas Sign-Up by 9pm, or randomly assigned by 09/13 *

09/16 Session 6: The Current Antitrust Landscape

Speaker: William Stallings (Partner, Mayer Brown LLP)

09/18 Session 7: Vertical Acquisitions

Case: The Walt Disney Company & Pixar Inc.: To Acquire or Not to Acquire? (HBS)

09/20 *Project Topic Due by E-mail by 5pm*

09/23 Session 8: Horizontal Acquisitions

Case: Cisco Systems: New Millennium—New Acquisition Strategy? (INSEAD)

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

09/25 Session 9: Diversifying Acquisitions

Case: Danaher Corporation (HBS)

09/30 Session 10: What, Why, and How of M&A Strategy: IBM Experience

Speaker: Praveen Chunduru (Principal, M&A Strategy, IBM)

10/01 *Project Summary Due on Canvas by 9pm*

10/02 Session 11: Transformational Acquisitions

Case: Irene Rosenfeld at Mondelez International: Crafting a Corporate Strategy (HBS)

10/07 Session 12: Corporate Transformation
Speaker: Michael Dumais (*Retired Chief Transformation Officer, Raytheon*)

10/07 *Individual Module Assignment #1 Due on Canvas by 9pm*

10/09 *MBA Opportunity Week (No Class)*

10/14 *MBA Opportunity Week (No Class)*

10/16 *MBA Opportunity Week (No Class)*

MODULE II. ACQUISITION SCREENING AND DEAL-MAKING

10/21 Session 13: Needs Assessment
Cases: Walmart Ecommerce (A): Picking Up the Pace (*HBS*)
Walmart Ecommerce (B): Omnichannel Pursuits (*HBS*)

10/23 Session 14: Strategic Due Diligence
Case: Cadbury Schweppes: Capturing Confectionery (A) (*HBS*)

10/28 Session 15: Distressed Acquisitions
Speaker: Howard Brownstein (*President, The Brownstein Corporation*)

10/30 Session 16: Valuing Synergies and Managing Risk
Case: Dow's Bid for Rohm and Haas (*HBS*)

11/04 Session 17: Strategic Valuation
Case: \$19B for txt app WhatsApp...omg! (*HBS*)

MODULE III. POST-MERGER INTEGRATION

11/06 Session 18: Integration Planning
Case: Merging American Airlines and US Airways (*HBS*)

11/08 *Project Draft Due on Canvas by 5pm*

11/11 Session 19: Integration Strategies
Case: Ben and Jerry's: Preserving Mission and Brand within Unilever (*HBS*)
Reading: Not All M&As Are Alike – and That Matters (*HBR*)

11/13 Session 20: Integration Insights
Speaker: James Harris (*Principal Integration Manager, Google*)

11/15 *Individual Module Assignment #2 Due on Canvas by 9pm*

11/18 Session 21: Divestitures

11/20 Session 22: Best Practices in Post-Merger Integration
Speaker: Oliver Engert (*Senior Partner, McKinsey & Company*)

11/25 **Thanksgiving Break (No Class)**

11/27 **Thanksgiving Break (No Class)**

12/02 **Session 23: Synthesis of Course Learnings** (*no readings*)

12/04 **Individual Module Assignment #3 Due on Canvas by 9pm**

12/09 **Final Paper Due on Canvas by 5pm**

Peer Assessment Due on Canvas by 5pm