

INDEX

- Accretion, 129
- Acquirer(s), 21, 97, 134–139
 - characteristics, 189
 - domestic, 59
 - financial, 178
- Acquisition(s), 11, 21
 - process, 109, 116
 - speed, 148–149
- Adaptation–Aggregation–Arbitrage (Triple-A triangle), 162
- Alliance learning process, 21
- Antitrust authorities, 26–29
- AOL, 4, 84
- Apple, 12, 46
- Asset
 - “stripping”, 38–39
 - valuation, 19
- Awareness gap, 70, 71, 73

- Barilla, 21
- Belgian-Dutch bank Fortis, 107
- “Big conglomerates” model, 15
- Big deals, 16
- BMW, 4, 106, 107
- Boeing Company, 216–217
- “Bootstrap game”, 128, 129
- British Insulated Callender’s Cables (BICC), 7, 102
- Buy-side transactions, 68, 69

- Chrysler to Cerberus Capital Management, 85
- Cisco, 12, 21
- Coca-Cola Company, 164
- “Contractual growth”, 67

- Corporate-level interventions, 169
- Cost(s), 104
 - cost-based synergies, 38
- Cross-border
 - acquisitions, 3
 - M&As, 59, 120
 - strategy, 164
 - strategy and organization matrix, 162, 164–165
- Cultural, administrative, geographical, and economical dimensions (CAGE), 58, 162
 - distance, 61, 62
- Cultural/culture, 87, 178, 191
 - compatibility, 87
 - and cultural differences in M&A, 10
 - distances, 62
 - diversity, 62
 - incompatibility, 62
 - insensitivity, 183
 - integration, 183–186
 - issues, 151
 - methodology to understanding, 108–113

- Deal-breakers, 149–152
- Deal-making process, 119
- Dedicated alliance function, 21
- Dedicated divestiture teams, 71
- Dedicated M&A team, 21–23
- Destroy value, M&As, 9
- “Deterioration trap”, 72
- Dilution, 64, 129

- Discounted cash flows analysis (DCF analysis), 97
- Divestment, method to assessing opportunities for, 67–79
- Douglas Daft, 164
- Draka's acquisition, case of, 92
- Due diligence
 - activities, 62
 - process, 89, 95–121
- Early warning system, 71–72
- Earnings per share (EPS value), 128
- eBay, 4, 190
 - acquisition of Skype, 190
 - in China case, 117
- Emerging markets, due diligence process, 117–121
- Emotions, 90
 - recognizing emotions with price tag, 139–144
 - seller's implicit goals and, 92–94
- Employees, 29, 194, 217
 - distraction, 29
 - from Nextel, 190
- Escrow account, 153
- Evaluation gap, 73, 74
- External advisors, 23, 63–65
- Exxon-Mobil, 83
- Facebook, 52, 53
- Family-owned company, 18–19
- Finance/financial/financing, 95, 150, 166
 - advisors, 24, 25
 - effectiveness of, 126
 - factor, 130
 - finance/accounting, 98
 - M&A, 51–58
 - theory, 131
- Fiscal
 - due diligence, 103
 - factor, 130
 - issues, 95
 - problems, 106
- Ford, 39
- Friendly takeover, 16, 131
- GE, 12, 21, 75
- Geographic location and proximity of firms, 15
- Geographical distance, 15, 170
- Global deals
 - by value, 3, 4, 5–6
 - by volume, 3, 4
- Global execution, 218–221
- “Globalization Penalty”, 157
- Greenpeace, 24
- Honda, 106
- Horizontal
 - acquisitions, 40, 45
 - integration, 40
- Hostile takeover, 2, 16, 133, 204
- Human capital, access to, 48, 198
- Human resources, 95, 119, 177
- Identity, 181
 - confusing culture, 191–192
 - corporate, 208, 222
 - ignoring, 191
- Implementation gap, 78
- InBev, 12, 63
 - InBev–Anheuser Busch deal, 63
- Indication of interest (IOI), 97
- Industrial assets, access to, 48
- Information technology giant
 - EMC's acquisition of VMware, 47
- Integration team, 14, 23
 - nonexistence, 11
 - settlement of dedicated, 208–209
- Intellectual property (IP), 48, 197–198
- Internal sponsor, 23
- Internalized branding, 222–223
- Intrinsic value, 124–127
- Investment analysis, 127

- Jaguar Land Rover (JLR), 39
- LBO, 26
- Legal, 95
 - advisors, 26, 27
 - issues, 150
 - legal/regulatory, 98
- Lenovo, 113, 114, 155
- Letter of intent (LOI), 95, 97–98
- Leverage/leveraging
 - networks, 73
 - ratio, 146–147
- LinkedIn, 35
- Listed company, 18–19
- Managing culture, 180
- Market/marketing, 14, 82
 - capitalization, 2
 - “concentration doctrine”, 26
 - power, 40–46
 - “power hypothesis”, 26
 - value, 124–127
- The Mattel acquisition of The Learning Company, 104–105
- Merger(s), 2, 193–194
 - global, 93
 - timeline of merger integration, 195
- Mergers and acquisitions (M&A), 1, 3, 8, 12, 38, 46, 129–130, 157, 217–218
 - accelerate market access for target’s products, 46
 - access skills and technologies faster or at lower cost, 47–49
 - archetypes, 14
 - buying cheap, 50–51
 - causes of deal disappointment or difficulties, 38
 - consolidating to removing excess capacity, 40–46
 - dedicated M&A team, 21–23
 - destroying value, 9
 - execution across national borders, 58–63
 - financial M&A, 51–58
 - “hall of shame”, 4
 - improving target company performance through business portfolio optimization, 38–40
 - integration strategies, 196
 - phases of, 33–36
 - playbook, 13–21
 - process, 34, 95
- Microsoft, 35
- Mood of bid, 16
- Multinational company (MNC), 168
 - Cross-border Strategy and Organization matrix, 164–165
 - Draka, 159–160, 165–166
 - integrated arbitrage within transnational firm, 163–164
 - international market, 161–162
 - multinational firm, 157–159
- Multinational firm, 158, 163, 170
- Multinationalism impact on transactions, 60
- MySpace, 52, 53
- Negotiating factors, 130
- Negotiation, 123, 139, 151
 - acquirer, 134–139
 - agreement with managers, 131–134
 - distinguish between market and intrinsic value, 124–127
 - firm protection from contingencies, 147–148
 - identify and manage potential deal-breakers, 149–152
 - payment alternatives to retrieving maximum value, 144–147

- post-closing risks management, 152–153
 - recognizing emotions with price tag, 139–144
 - time management and speed of acquisition, 148–149
 - valuation art supporting by science, 127–131
- Net present value (NPV), 129
- News Corp., 52, 53
- Newsfeed, 53
- Nexans Company, 42, 133
- Nonstrategic assets, 68

- Organic growth, 8, 38
 - Ferrero's strategy, 9
- Organizational, 95, 98
 - boundaries, 62
 - chart, 207–209
 - compatibility, 84–87
 - culture, 71
 - methodology to understanding organizational structure and processes, 113–115
 - model, 10
 - resources, 11
 - threats, 74
 - trade-off, 67
- Overconfidence, 1, 2

- Payment alternatives to
 - retrieving maximum value, 144–147
- Pfizer-Allergan merger, 32
- “Pillage and plundering”, 38–39
- Post-closing risks management, 152–153
- Post-contractual clauses, 96
- Post-merger
 - disinvestments, 68
 - integration plan, 69
- Post-merger integration process, 155, 157, 197
 - accelerators of integration, 200–201
 - accepting imperfect
 - organizational chart, 207–209
 - adequating control mechanisms
 - between HQ and subsidiaries, 169–174
 - balancing speed with precision, 205–207
 - characteristics of acquirer, 189
 - cogency of decisions, 230
 - communication, 211–212, 223–228
 - creating advantage from
 - multinational presence, 157–167
 - cultural integration, 181–183
 - earning trust of acquiring entity, 187–188
 - engagement of people priority, 212–214
 - example of, 192–193
 - global execution, 218–221
 - headquarters task profile, 167–169
 - IP, 197–198
 - M&A, 196, 198–199, 217–218
 - making people decisions fast, 201–204
 - mergers, 194, 199–200
 - methodology to setting right
 - integration speed, 193
 - methodology to setting right
 - level of integration, 174–179
 - Nextel, 189–190
 - priority actions in, 198
 - protecting existing business, 209–211
 - Prysmian Group, 229
 - recognizing soft side of
 - integration, 179–180
 - requirement for speed, 204–205
 - small deals, 191

- stronger branding campaign and internalized, 222–223
 - timeline of merger integration, 195
 - total absorption, 188–189
 - UBS, 216
- Pre-merger integration exercises, 209
- Preservation, 195–196
- Price, 124, 150
- Price tag, recognizing emotions with, 139–144
- Price-earnings ratio (P/E ratio), 128
- Private equity fund (PE fund), 2, 26
- Private equity groups (PEGs), 26
- Private equity providers, 26
- “Private firm discount”, 19
- Privatization, 17
- Procter & Gamble (P&G), 161
 - West Africa with Mobil’s, 83
- “Proliferation trap”, 72
- Prysmian, 7, 8, 9, 10, 32, 55, 64, 166
 - acquisition of Draka, 40–41
 - blood-stream, 7
 - Prysmian–Draka, 42
- Prysmian People Performance (P3), 213
- Quick wins, 196
- Radical integration, 196–197
- Rationale for divestment, 67–68
- Re-branding, 214–215
- “Relationship capital”, 91, 132–133
- Reputation as acquirer management, 90, 91
- Research and development (R&D), 95, 106–107
 - consolidation, 137
 - and engineering teams, 82
 - redeployment, 15
- Revenue-based synergies, 38
- “Reverse treatment approach”, 74
- Rover, 4, 106, 107
- Royal Bank of Scotland (RBS), 4, 107
- Sears-Kmart merger, 53
- State-owned company, 17
- Strategic alliances, 38, 67, 197
 - management of, 21
- Strategic factors, 130
- Strategic fit, 18, 20
 - importance, 83
 - method to assessing, 81–84
- Strategy, 95
 - developing ideas for M&A, 63–65
 - executing M&A across national borders, 58–63
 - M&A, 38–58
 - method to assess opportunities for divestment, 67–79
 - strategic alternatives before rushing into M&A, 66–67
 - strategy-setting phase, 81–82
- Subsidiaries
 - adequate control mechanisms between HQ and, 169–174
 - strategies, 167
- Successful cultural integration, 188, 218
- Suppliers, 82, 194
- Supply chain, 14, 166
- Synergies
 - buildup period, 194
- Talent retention program establishment, 209
- Target
 - accelerate market access for target’s products, 46
 - company performance improvement, 38–40
 - countries by, 60–61

- model, 178
- selection, 82–94
- Tata Motors strategy, 39
- Tax issues, 151
- Technology, 137, 206
 - information technology giant
 - EMC's acquisition, 47
 - infrastructure, 208
 - leadership, 37
 - wealth, 229
- Technology, media,
 - telecommunications (TMT), 48
- “Third culture”, 87
- Third-party verification, 76
- Time, 207
 - management, 148–149
 - “Warner”, 84
- Tobin's Q, 50
- Total returns to shareholders (TRS), 16–17
- Traditional valuation techniques, 130–131
- Transformation, 51
- Transformational merger, 217
- Transnational firm, 163
- Turkish national, 184, 219
- Turnaround case, 18
- UBS company, 25, 216–217
- UK's Vodafone acquisition of Mannesmann, 147
- Undifferentiated arbitrage, 163
- Valeant Pharmaceuticals International, 57
- Valuation(s), 150
 - art supporting by science, 127–131
- Value, 1, 12
 - destruction, 11
 - intrinsic, 124–127
 - of M&A transaction, 12
 - payment alternatives to retrieving maximum, 144–147
 - value-generating strategy, 35
 - value-generating transactions, 127
- Vendor due diligence (VDD), 99–100
- Warren Buffet's Berkshire Hathaway and 3G, 86
- Weighted average cost of capital (WACC), 52
- Winning behaviors, 109