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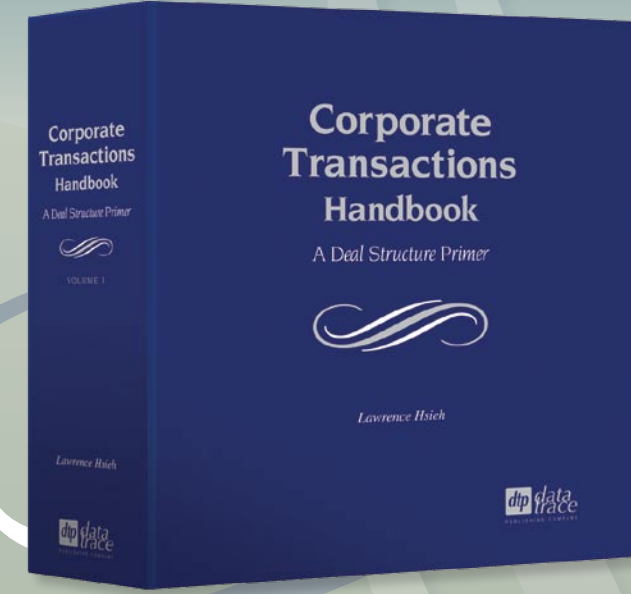
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## Corporate Transactions Handbook A Deal Structure Primer

Lawrence Hsieh

Provide your law associates with the premier resource on corporate transactions.

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# Corporate Transactions Handbook

## A Deal Structure Primer



- ▶ Why was the deal structured as a reverse triangular merger, instead of a direct merger?
- ▶ Why does the lender insist on structuring the multi-creditor facility as a participation loan rather than a syndication loan?
- ▶ Why are the parties arguing over materiality?
- ▶ Why insert an indemnification threshold versus a basket?

## A National Treatise with Answers

The *Corporate Transactions Handbook: A Deal Structure Primer* is an indispensable resource tool perfect for self-paced and self-directed learning. The treatise emphasizes the structural, legal and tax issues related to corporate transactions within two popular practice areas — Mergers and Acquisitions and Commercial Loans and Secured Transactions.

### Step Back and Analyze the Big Picture

A practical and valuable resource, the *Corporate Transactions Handbook* is a quick reference for busy junior to mid-level law associates and deal professionals to achieve a more thorough comprehension of the methods and strategy behind deal point fundamentals.

### Valuable Content at Your Fingertips

Examine over 40 varieties of the most commonly used transactions and deal point tactics within the popular specialties of Mergers and Acquisitions and Commercial Loans and Secured Transactions.

### Visualize the Process with Intuitive Flow Charts

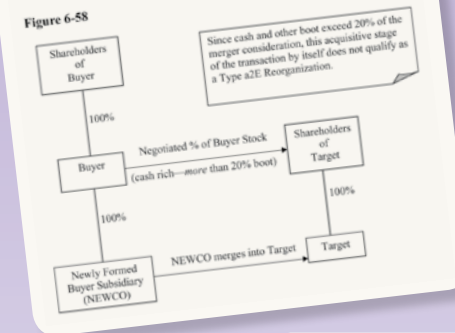
Do you need a quick refresher? Skip the text and reference the flow chart for a visual snapshot of each transaction.

### Annual Updates Keep You Prepared and Informed

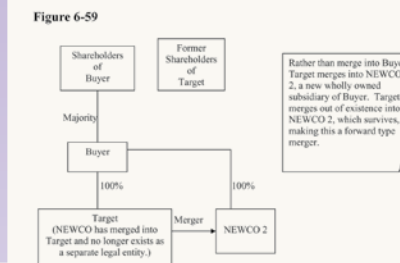
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6.17.2. The Transaction

6.17.2.1. Cash Rich Reverse Triangular Merger (Stage 1)

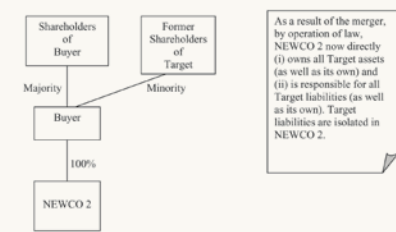


6.17.2.2. Forward Subsidiary Merger (a.k.a. Sideswaps Statutory Merger) (Stage 2)



6.17.3. Post-closing

Figure 6-60



## ABOUT THE AUTHOR

**Lawrence Hsieh**, a corporate attorney and member of the New York Bar, is a graduate of the University of Chicago Law School. He received his degree in mechanical engineering from Cornell University and teaches business law at the University of New Haven. Mr. Hsieh is also the regular columnist for the *New York Law Journal* "Contract Drafting" column. His website is [www.contractadviser.com](http://www.contractadviser.com).

## A Complete Guide to the Fundamentals of Corporate Transactions

An essential reference tool, the *Corporate Transactions Handbook* is broken into three key segments to give you a practical understanding of the structural, legal, and tax issues related to the most common types of corporate transactions.

**Mergers and Acquisitions** — Offers a clear treatment of over 40 permutations of asset purchase, stock purchase, statutory forward, reverse, and triangular mergers, tax-free reorganizations, spin-offs, split-offs, split-ups, and multi-step business combinations, and more!

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- Original Distribution of Securities
- Secondary Distribution of Securities
- Registration and Periodic Reporting
- Proxy Solicitation
- Tender Offers
- Application of Securities Laws

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