UNIVERSITY OF PENNSYLVANIA  
THE WHARTON SCHOOL  
MGMT-249  
MERGERS AND ACQUISITIONS  
SYLLABUS – FALL 2017

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Section 1: Monday/Wednesday 3:00pm-4:30pm  
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 five modules. In Module I, we begin by examining the different modes of corporate partnership, including the applicability and management approaches for each. In Module II, we turn our attention to the different modes of mergers and acquisition in particular. In Module III, we delve into acquisition screening and deal-making. In Module IV, we consider post-merger integration in detail. Module V concludes the course with a session on divestitures (my area of specialization), 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:

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<tr>
<th>Component</th>
<th>Percentage</th>
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<tbody>
<tr>
<td>Class Participation</td>
<td>35%</td>
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<tr>
<td>Project Draft</td>
<td>20%</td>
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<tr>
<td>Project Presentation</td>
<td>10%</td>
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<tr>
<td>Project Paper</td>
<td>35%</td>
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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.

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.

Please be respectful of our guest speakers. They are busy and important people who take personal time to come to our classes. Your attendance, participation, and attention are expected (as in any other class session) on Wednesday 9/27, Wednesday 11/1, Monday 11/6, and Monday 11/20 (the Monday before Thanksgiving).

Final grades are final. I take great care to grade as fairly as possible, and so will not discuss grades at the end of the course. Students with final scores of 65 or below will receive failing grades.

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 COMPSTAT. 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
- 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 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 (absolutely no exceptions will be made). A project topic and list of group members is due to me by email by 5pm on September 29. During class time on either October 11 or October 16, 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 10, whether your meeting is on October 11 or October 16. Please bring a copy to your meeting too.

A draft of your project is due to me by file upload on Canvas by 5pm on November 3, on which you will receive feedback. This draft is to be in outline form.

Your final presentation slides are due to me by file upload on Canvas by 9pm on November 28. The final presentation of your project will take place during the classes between November 29 and December 6. 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 11, to be uploaded on Canvas. The paper is to be a maximum of 20 double-spaced pages, excluding exhibits.
CLASS SCHEDULE

08/30  Session 1:  Course Overview

09/04  *Labor Day (No Class)*

I. MODES OF CORPORATE PARTNERSHIP

09/06  Session 2:  Deciding Between Corporate Development Strategies
    Case:  Monsanto’s March into Biotechnology (A) (HBS)
    Reading:  When to Ally and When to Acquire (HBR)

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09/11  Session 3:  Managing Strategic Alliances
    Case:  Lipitor: At the Heart of Warner-Lambert (Michigan)
    Reading:  The Relational View: Cooperative Strategy… (AMR)

09/13  Session 4:  Managing Alliance Networks
    Case:  Star Alliance, 2000 (Brandeis)
    Smarter Ways to Do Business with the Competition (Euro Business Forum)
    Reading:  Constellation Strategy: Managing Alliance Groups (Ivey Business Journal)
    Strategy as Ecology (HBR)

09/18  Session 5:  Engaging in Strategic Outsourcing of Peripheral to Core Activities
    Case:  R&D Services at Wipro Technologies: Outsourcing Innovation? (Wharton)

09/20  Session 6:  Engaging in Corporate Venturing
    Case:  Intel Capital: The Berkeley Networks Investment (HBS)
    Readings:  Making Sense of Corporate Venture Capital (HBR)
    Corporate VCs Are Moving the Goalposts (HBR)

II. MODES OF MERGERS AND ACQUISITIONS

09/25  Session 7:  Horizontal Acquisitions
    Case:  Cisco’s Acquisition Strategy (1993 to 2000): Value Growth… (Wharton)
    Reading:  The Influence of Organizational Acquisition Experience… (ASQ)

09/27  Session 8:  Distressed Acquisitions
    Speaker:  Howard Brownstein (Brownstein Corporation)

09/29  *Project Topic and List of Group Members Due by E-mail by 5pm*

10/02  Session 9:  Vertical Acquisitions
    Case:  The Walt Disney Company & Pixar Inc.: To Acquire or Not to Acquire? (HBS)

10/04  Session 10:  Diversifying Acquisitions
    Case:  American Can Company, 1984 (HBS)
    Readings:  To Diversify or Not To Diversify (HBR)
    Legacy Diversitures: Motives and Implications (OS) (skim)
    Corporate Spinoffs and Analysts’ Coverage Decisions… (SMJ) (skim)
10/09 Session 11: Globalizing Acquisitions  
Case: House of Tata: Acquiring a Global Footprint (HBS)

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

10/11 Session 12: Project Discussion Meetings  
Schedule Appointment & Bring Outline (meeting in regular classroom)

10/16 Session 13: Project Discussion Meetings  
Schedule Appointment & Bring Outline (meeting in regular classroom)

III. ACQUISITION SCREENING AND DEAL-MAKING

10/18 Session 14: Assessing Needs  
Case: PepsiCo’s Restaurants (HBS)

10/23 Session 15: Performing Due Diligence  
Case: Cadbury Schweppes: Capturing Confectionery (A) (HBS)

10/25 Session 16: Valuing Synergies and Managing Risk  
Case: Dow’s Bid for Rohm and Haas (HBS)

10/30 Session 17: Group Project Work  
Dedicated class time to be used for project work (draft due Friday 11/03)

11/01 Session 18: Anatomy of a Deal  
Speakers: Ian Hartman, Jeffrey Legath, and Eric Siegel (Dechert LLP)

11/03 *Project Draft Due on Canvas by 5pm*

IV. POST-MERGER INTEGRATION

11/06 Session 19: Integration Strategies  
Speaker: James Harris (Google)

11/08 Session 20: Embarking on Integration Planning  
Case: HP and Compaq Combined: In Search of Scale and Scope (Stanford)  
Readings: Buying Innovation: Managing Technology-Based Acquisitions (Wharton)

11/13 Session 21: 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)

11/15 Session 22: 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)
Speaker: Oliver Engert (McKinsey & Company, Inc.)

11/22  *Thanksgiving (No Class)*

V. DIVESTITURES, PROJECTS, AND SYNTHESIS

11/27  Session 24:  Divestitures  
Case: Motorola’s Spinoff of its Cell Phone Business (CBS)

11/28  *Presentation Due on Canvas by 9pm*

11/29  Session 25:  Project Presentations (1/3)

12/04  Session 26:  Project Presentations (2/3)

12/06  Session 27:  Project Presentations (3/3)

12/11  Session 28:  Synthesis of Course Learnings

12/11  *Final Paper Due on Canvas by 5pm*