



TOP 10 TASKS/TOOLS • SELF-GUIDED TOUR

Practical Guidance Corporate and M&A

This Top 10 list contains key resources and tools found on the Corporate and M&A practice area page.

1. RESOURCE KITS

Find all the practice notes, checklists, templates, and clauses for a specific task or topic in these resource kits.

Resource Kits:

- [Public Merger Transaction Resource Kit](#)
- [Private Merger Transaction Resource Kit](#)
- [Tax Considerations in M&A Resource Kit](#)
- [Due Diligence Resource Kit](#)
- [Asset Acquisition Resource Kit](#)
- [Stock Acquisition Resource Kit](#)

2. MARKET STANDARDS M&A DEAL RESEARCH TOOL

Search and compare M&A deals in this comprehensive database of publicly filed deals with powerful search capabilities. Tailor your search with detailed deal point filters, easily find precedent language, and see deal point and transactional trends with data visualizations.

3. ACQUISITION AGREEMENTS

In the Acquisition Agreements task, over 40 annotated M&A agreement templates and detailed practice and drafting notes, checklists, and videos get you started when drafting stock purchase agreements, merger agreements, and asset purchase agreements. Find long-form and short-form, pro-buyer and pro-seller versions of agreements. Examples of our deep content include:

Annotated Templates:

- [Asset Purchase Agreement \(Pro-Seller\) \(DE\)](#)
- [Asset Purchase Agreement \(Pro-Buyer\) \(DE\)](#)
- [Asset Purchase Agreement \(Division of Seller's Business\) \(Neutral\) \(DE\)](#)
- [Asset Purchase Agreement \(Pro-Buyer\) \(Short-Form\) \(CA\)](#)
- [Asset Purchase Agreement \(Pro-Seller\) \(Short-Form\) \(CA\)](#)

4. M&A PROVISIONS

Pinpoint the clauses you need in our [M&A Provisions Resource Kit](#) and learn about negotiation strategies and specific considerations to incorporate into your draft.

Annotated Clauses:

- [Earn-Out Clause](#)
- [Break-Up Fees Provisions](#)
- [Sandbagging Clauses](#)
- [Indemnification Clause \(Tipping Basket\)](#)
- [Indemnification Clause \(Deductible\)](#)
- [Indemnification Clauses \(Representations and Warranties Insurance\)](#)
- [Material Adverse Change Definition Clause](#)

5. STRUCTURING AND PLANNING A DEAL

Attorneys often play a key role in advising a client at the very beginning stages of an acquisition.

Prepare for your deal with this comprehensive guidance on deal timelines, structuring considerations, public target M&A considerations, and more.

Practice Notes: [Asset Purchase, Stock Purchase, and Merger Structures: Benefits and Drawbacks](#)
[Distressed M&A: An Overview of Deal Structuring Considerations](#)
[Fiduciary Duties and Director Approvals in M&A Deals \(DE\)](#)
[Financial Advisory Engagement Letters](#)
[Foreign Investment Review in International Jurisdictions](#)

6. DIVESTITURES OF DIVISIONS AND SUBSIDIARIES

Use this guidance to navigate issues specific to divestiture transactions under U.S. public company disclosure regulations, tax laws, fiduciary duties, and antitrust laws.

Practice Notes: [Board and Shareholder Approvals in Divestiture Transactions](#)
[Tax Considerations in Divestiture Transactions](#)
[Securities Law Considerations in Divestiture Transactions](#)
[Antitrust and Other Regulatory Considerations in Divestiture Transactions](#)

Annotated Templates: [Asset Purchase Agreement \(Division of Seller's Business\) \(DE\)](#)
[Equity Carve-Out Underwriting Agreement \(With Form Lock-Up Agreement\)](#)
[Indemnification Agreement \(Spin-Off or Carve-Out Subsidiary\)](#)
[Parent Corporation Board Resolutions for Approval of Spin-Off](#)

7. PUBLIC M&A

Find all the guidance you need to manage a public target acquisition, from regulatory requirements to fiduciary duties to cross-border considerations.

Resource Kit: [Public Merger Transaction Resource Kit](#)

Practice Notes: [Disclosure Requirements in Public Company M&A Transactions](#)
[Financial Projections in Public Company Mergers: Preparation and Disclosure](#)
[Reverse Mergers and Going Public](#)
[Cross-Border Tender Offers and Other Business Combinations](#)
[Securities Laws Exemptions](#)
[Contingent Value Rights](#)

8. M&A BY INDUSTRY

Gain insights to successfully manage M&A deals in specific industries, such as healthcare, aerospace and defense, financial services, energy, technology, media and telecom, and life sciences.

Practice Notes: [Bank M&A Practice Guide](#)
[Life Sciences M&A Transactions](#)
[Nonprofit Hospital Acquisitions: Structuring and Regulatory Considerations](#)
[Telemedicine and Digital Health: Strategic Opportunities and Legal Considerations for Private Equity Investment](#)
[Physician Practice Acquisitions: Avoiding Legal Pitfalls](#)

Annotated Clauses: [Bank M&A clauses](#)
[Life Sciences M&A clauses](#)

9. SPECIALTY ISSUES IN MERGERS & ACQUISITIONS

Spot issues, understand buyer vs. seller negotiating positions, and ensure your client's issues are fully covered in an acquisition agreement, with coverage of antitrust, environmental, IP, employment, real estate, and tax issues.

- [Antitrust](#)
- [Environmental](#)
- [Intellectual Property](#)
- [Labor and Employment](#)
- [Real Estate](#)
- [Tax](#)

10. MARKET TRENDS

Benchmark your M&A transaction to the market standard in publicly filed deals using Market Trends practice notes. Market Trends provide analysis of highly negotiated “money” deal points or trends in transactions (such as de-SPAC transaction trends). Recent practice notes include:

Practice Notes:

- [Market Trends 2022: De-SPAC Transactions](#)
- [Market Trends 2022: No-Shops, Go-Shops, and Fiduciary Outs](#)
- [Market Trends 2022: Termination Fees](#)
- [Market Trends 2022: Representations and Warranties Insurance](#)
- [Market Trends 2021/22: De-SPAC Transaction Terminations](#)

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