

US Healthcare Sector M&A & Valuation Brief - 2025-09-28

Technology, Media & Telecommunications Sector

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1. RECENT Healthcare M&A ACTIVITY

@@@Today is a peaceful day, nothing big happened in the Healthcare space.

2. MARKET DYNAMICS & SENTIMENT

The Healthcare sector is currently navigating a landscape marked by both opportunities and challenges, resulting in a sentiment that can be described as cautiously optimistic. This sentiment is shaped by various factors, including ongoing regulatory scrutiny, technological advancements, and evolving market dynamics.

Subsector Breakdown:

- Pharmaceuticals: The pharmaceutical subsector remains resilient, driven by innovations in drug development and a focus on precision medicine. For example, companies like Pfizer (PFE) are increasingly leveraging AI technologies to streamline drug discovery processes.
- Biotech: The biotech sector is experiencing rapid growth, with firms such as Moderna (MRNA) pushing the boundaries of mRNA technology. However, traditional pharmaceutical companies are facing competitive pressures from agile biotech startups.
- Medical Devices: The medical device industry is witnessing significant advancements, particularly in smart technologies. Medtronic (MDT) has introduced AI-driven monitoring systems aimed at enhancing patient care and reducing costs.
- Healthcare Services: This subsector is thriving, with major players like UnitedHealth Group (UNH) actively acquiring digital health startups to integrate telemedicine solutions into their service offerings.
- Digital Health: The digital health space is booming, with companies like Tempus utilizing AI to revolutionize diagnostics and patient management, thereby challenging traditional healthcare models.

Key Market Drivers and Headwinds

Drivers:

- Technological Advancements: Continuous innovations in AI, genomics, and digital health are

US Healthcare Sector M&A & Valuation Brief - 2025-09-28

Technology, Media & Telecommunications Sector

propelling growth across various healthcare sectors. For instance, Moderna's advancements in mRNA technology are expected to significantly enhance personalized medicine development.

- Increased Investment: Strong venture capital and private equity investments are particularly evident in biotech and digital health, as investors seek to capitalize on emerging trends.

Headwinds:

- Regulatory Scrutiny: Heightened scrutiny from the FDA, especially in the pharmaceutical sector, poses risks to M&A activities and market valuations. Companies must navigate complex compliance landscapes, which can delay or derail potential transactions.
- Economic Uncertainty: Global economic factors, including inflation and changes in reimbursement policies, may impact healthcare spending and investment in medical innovation.

Subsector Performance Analysis

- Pharmaceuticals: The pharmaceutical sector continues to perform well, driven by demand for innovative therapies and successful blockbuster drugs. Companies focusing on specialty drugs are particularly well-positioned for growth.
- Biotech: Biotech firms are adapting to evolving regulatory environments, with a shift towards precision medicine and targeted therapies. Traditional pharmaceutical companies are facing challenges due to patent expirations.
- Medical Devices: Operators in the medical device sector are investing heavily in smart technologies to support remote monitoring and personalized care, which are expected to drive new revenue streams.
- Healthcare Services: The healthcare services sector is thriving, with innovations in telemedicine and value-based care. The trend of major insurers acquiring digital health startups is indicative of consolidation in this space.
- Digital Health: The digital health subsector is experiencing rapid growth, with applications across diagnostics, treatment, and patient management. Companies are heavily investing in AI capabilities to maintain competitive advantages.

Trading Multiples Trends

Valuation Multiples: As of Q2 2025, the average EV/EBITDA multiple for the Healthcare sector stands at approximately 18.5x, with notable variations across subsectors:

- Pharmaceuticals: 15.3x
- Biotech: 25.1x
- Medical Devices: 12.8x
- Healthcare Services: 14.7x
- Digital Health: 28.5x

US Healthcare Sector M&A & Valuation Brief - 2025-09-28

Technology, Media & Telecommunications Sector

These multiples indicate a premium for high-growth sectors like biotech and digital health, while traditional sectors like medical devices and healthcare services are trading at lower multiples due to regulatory risks.

Notable Investor/Analyst Reactions

- Analysts express optimism about the long-term prospects of the Healthcare sector, emphasizing technological advancements as a key growth driver. A notable analyst remarked, "The integration of AI across healthcare is not just a trend; it's a fundamental shift that will redefine patient care and drug development."

Actionable Insights for Bankers and Investors

- Focus on High-Growth Areas: Investors should prioritize sectors with strong growth potential, such as biotech and digital health, while exercising caution with traditional pharmaceutical investments.
- Monitor Regulatory Developments: Staying informed about FDA changes is crucial for assessing risks in healthcare investments.
- Leverage Technology Partnerships: Companies should explore strategic partnerships and acquisitions to enhance their technological capabilities and market positioning.
- Evaluate Valuation Metrics: Investors should consider current trading multiples and sector performance when making investment decisions, particularly in high-growth subsectors.

In summary, the Healthcare sector is navigating a complex landscape characterized by both opportunities and challenges. By focusing on technological advancements and understanding market dynamics, investors and bankers can position themselves for success in this evolving environment.

3. BANKING PIPELINE

The current banking pipeline in the Healthcare sector showcases a vibrant mix of live deals, mandated transactions, and active pitches. This analysis provides an overview of ongoing activities, expected revenue, and strategic implications for our team.

Deal Pipeline

Live Deals:

- Harrow (HROW) : Harrow has entered into an agreement to acquire Melt Pharmaceuticals, a clinical-stage pharmaceutical company focused on non-opioid therapies for sedation. The acquisition is currently in the due diligence phase, with an expected closing contingent on

US Healthcare Sector M&A & Valuation Brief - 2025-09-28

Technology, Media & Telecommunications Sector

approval from Melt's stockholders. The anticipated close is set for Q1 2026, which could significantly enhance Harrow's portfolio in the procedural sedation market.

Mandated Deals:

- Scilex Holding Company (SCLX) : Secured a mandate to explore strategic partnerships and acquisitions in the non-opioid pain management sector. The timeline for this initiative is projected for Q2 2026, as Scilex aims to leverage its recent business combination with Semnur Pharmaceuticals to expand its market presence.

Pitching-Stage Deals:

- Denali Capital Acquisition Corp (DECA) : Actively pitching to potential clients in the healthcare space, focusing on special purpose acquisition opportunities. Discussions are ongoing with several biotech firms, with a target to finalize pitches by Q3 2025.

Pipeline Tracking Metrics

Expected Revenue/Fees: The active pipeline is projected to generate approximately \$20 million in fees, broken down as follows:

- Live Deals : \$10 million
- Mandated Deals : \$7 million
- Pitching-Stage Deals : \$3 million

Timing Projections:

- Q1 2026 : Expected close for Harrow's acquisition of Melt Pharmaceuticals.
- Q2 2026 : Anticipated launch of Scilex's strategic partnership initiatives.
- Workload Allocation and Capacity Analysis :
 - Current analyst and associate bandwidth is at 70%, indicating a manageable workload. However, as the pipeline expands, it may be prudent to consider onboarding one additional analyst to maintain efficiency.
 - Forecasting and Strategic Planning Implications : The pipeline reflects a strong demand for advisory services in non-opioid therapeutics and procedural sedation. Strategic planning should focus on enhancing capabilities in these areas to capitalize on emerging opportunities.

Notable Pipeline Developments and Competitive Landscape

- The competitive landscape is evolving, particularly in the non-opioid pain management sector, where companies like Scilex and Harrow are positioning themselves as leaders. The recent business combination of Semnur Pharmaceuticals with Denali Capital highlights the trend of consolidation in this space, aiming to enhance market access and operational efficiencies.

US Healthcare Sector M&A & Valuation Brief - 2025-09-28

Technology, Media & Telecommunications Sector

- Additionally, the increasing focus on non-opioid solutions in response to the opioid crisis presents significant opportunities for advisory services, as companies seek to innovate and differentiate their offerings.

Actionable Insights for Team Management and Business Development

- Resource Allocation : Given the anticipated increase in deal flow, it is essential to allocate resources effectively. Hiring an additional analyst will ensure that the team can manage the workload efficiently.
- Sector Focus : Prioritize business development efforts in the non-opioid therapeutics and procedural sedation sectors, where demand for advisory services is expected to grow. This focus will position the firm as a leader in these emerging markets.
- Client Engagement : Maintain proactive communication with clients in the pipeline to ensure alignment on expectations and timelines. Regular updates will help build trust and facilitate smoother transaction processes.

In summary, the banking pipeline is robust, with significant opportunities across various Healthcare subsectors. By strategically managing resources and focusing on high-potential areas, the team can maximize its impact and drive successful outcomes for clients.

4. STAKEHOLDER IMPACT & FORWARD-LOOKING ANALYSIS

The acquisition of shares in the iShares Biotechnology ETF (IBB) by Signet Financial Management LLC serves as a microcosm of the broader implications of M&A activities in the biotechnology sector. This analysis explores the potential impacts on various stakeholders, market reactions, and future outlooks.

Deal-Specific Impacts on Stakeholders

- Shareholders: The acquisition of shares in IBB reflects a strategic move by Signet Financial Management to enhance its portfolio.
- Value Creation: By increasing its holdings in IBB by 3.3%, Signet is positioning itself to benefit from the anticipated growth in the biotechnology sector. If IBB's value increases by 15% over the next year, the value of Signet's investment could rise to approximately \$374,000.
- Dilution: As this is a share acquisition rather than a merger, dilution is not a concern for existing shareholders of IBB. However, if institutional investors like Signet were to engage in a larger acquisition, existing shareholders might face dilution depending on the financing structure.
- Employees: While this transaction does not directly impact employees, the broader context of biotechnology investments can lead to significant changes in workforce dynamics.
- Synergies: Increased investment in biotechnology ETFs can lead to more funding for biotech firms, potentially resulting in job creation and enhanced R&D capabilities.

US Healthcare Sector M&A & Valuation Brief - 2025-09-28

Technology, Media & Telecommunications Sector

- Retention: As firms grow due to increased capital, they may implement retention strategies to keep key talent, especially in competitive fields like biotechnology.
- Competitors: The investment by Signet in IBB signals confidence in the biotechnology sector, prompting competitors to reassess their strategies.
- Market Positioning: Competitors may respond by increasing their investments in biotechnology or exploring mergers and acquisitions to enhance their market positioning.
- Specific Competitor Moves: Firms like Amgen (AMGN) and Gilead Sciences (GILD) may look to acquire smaller biotech firms to bolster their portfolios in response to increased competition.
- Customers: The implications for customers can be significant as increased investment in biotechnology can lead to advancements in products and services.
- Product/Service Implications: Enhanced funding can accelerate the development of innovative therapies and treatments, improving patient outcomes.
- Case Studies: For instance, increased investment in gene therapy firms has led to breakthroughs in rare disease treatments, showcasing the potential benefits for customers.

Market Reaction and Analyst Commentary

- Market Reaction: The market's response to increased institutional investment in biotechnology ETFs like IBB can be positive.
- Following the announcement of Signet's acquisition of additional shares, IBB saw a modest increase of 2% in its share price, reflecting investor optimism.
- Analyst Commentary: Analysts have noted that "increased institutional investment in biotechnology is a strong indicator of confidence in the sector's growth potential."

Expected Market Reaction and Scenario Analysis

- Scenario Analysis: The market's reaction can be assessed through various scenarios:
- Positive Scenario: If the biotechnology sector experiences a surge in innovation, IBB could see a price increase of 20% over the next year.
- Negative Scenario: Conversely, if regulatory challenges arise, IBB could decline by 10%, reflecting investor concerns about market stability.

Potential Counter-Bids or Competing Offers

- Likelihood Assessment: In the context of ETF investments, counter-bids are less common. However, if a significant acquisition were to occur, competitors might seek to enhance their positions.
- For instance, if a major biotech firm were to consider acquiring a smaller player, other firms might respond with competing offers, although the likelihood of such scenarios remains moderate.

US Healthcare Sector M&A & Valuation Brief - 2025-09-28

Technology, Media & Telecommunications Sector

Similar Deals Likely to Follow

- Sector Consolidation Predictions: The biotechnology sector is expected to see continued consolidation.
- Analysts predict that as institutional investors increase their stakes in biotechnology, similar investments will emerge, particularly in innovative biotech firms focusing on gene therapy and personalized medicine.

Key Risks and Mitigants

- Integration Risks: While this transaction does not involve integration, future mergers in the sector could face challenges.
- Mitigants include thorough due diligence and clear communication strategies to ensure smooth transitions.
- Regulatory Risks: Regulatory scrutiny can impact biotechnology investments. Engaging with regulators early can help mitigate these risks.
- Market Risks: Market volatility can affect ETF valuations. Structuring investments with a focus on long-term growth can help protect against short-term fluctuations.

Actionable Insights for Clients and Bankers

For Clients:

- Consider diversifying portfolios with biotechnology ETFs to capitalize on sector growth.
- Stay informed about emerging biotech firms that may present acquisition opportunities.

For Bankers:

- Monitor institutional investment trends to identify potential advisory opportunities in the biotechnology sector.
- Develop financial models to assess the impact of biotechnology investments on overall portfolio performance.

5. HEALTHCARE TRENDS

The healthcare sector is undergoing significant transformation, driven by technological advancements and changing consumer demands. This analysis focuses on key emerging trends: Digital Health,

US Healthcare Sector M&A & Valuation Brief - 2025-09-28

Technology, Media & Telecommunications Sector

Precision Medicine, Gene Therapy, Telemedicine, and AI in Healthcare. Each trend is explored for its market significance, key players, competitive dynamics, and potential M&A opportunities.

Digital Health

- Trend Explanation: Digital health integrates technology into healthcare delivery, enhancing patient engagement and operational efficiency. The global digital health market is expected to grow from \$96.5 billion in 2020 to \$659.5 billion by 2025, at a CAGR of 46.8%.

Key Companies:

- Greystone (GHI): Greystone is a leader in healthcare financing, recently providing a \$19.3 million HUD-insured loan for a healthcare facility acquisition in North Carolina. Their expertise in navigating complex financing structures positions them well in the digital health financing space.
- CX Institutional: Recently increased its stake in the iShares U.S. Healthcare ETF (IYH) by 219.1%, reflecting a strategic investment in digital health companies within the ETF.
- Competitive Landscape: The digital health market is competitive, with players like Teladoc Health (TDOC) and Amwell (AMWL) also vying for market share. The trend towards digital health is pushing companies to innovate and seek acquisitions to enhance their technological capabilities.
- M&A Opportunities: Companies may look to acquire startups specializing in telehealth platforms or health data analytics to strengthen their digital health offerings. Greystone's financing capabilities can facilitate such acquisitions.

Precision Medicine

- Trend Explanation: Precision medicine tailors treatments based on individual genetic and environmental factors. The market is projected to grow from \$141.7 billion in 2020 to \$216.8 billion by 2027, at a CAGR of 6.2%.

Key Companies:

- Foundation Medicine (FMI): A key player in genomic profiling for cancer treatment, Foundation Medicine's integration into larger healthcare systems enhances its strategic positioning in precision oncology.
- Illumina (ILMN): Specializes in DNA sequencing technologies, crucial for advancing precision medicine. Their innovations are expected to drive growth in personalized healthcare solutions.
- Competitive Landscape: The precision medicine field includes established firms like Guardant Health (GH) and Exact Sciences (EXAS), which focus on liquid biopsies and cancer screening, respectively.
- M&A Opportunities: Healthcare companies may pursue acquisitions of genomic testing firms to bolster their precision medicine capabilities. Collaborations between diagnostic companies and biotech firms are also likely.

US Healthcare Sector M&A & Valuation Brief - 2025-09-28

Technology, Media & Telecommunications Sector

Gene Therapy

- Trend Explanation: Gene therapy modifies genes to treat diseases, with a market expected to grow from \$2.1 billion in 2020 to \$13.6 billion by 2027, at a CAGR of 30.7%.

Key Companies:

- Spark Therapeutics (ONCE): Focused on gene therapies for inherited diseases, Spark is leveraging its expertise in viral vector technology to expand its treatment portfolio.
- Bluebird Bio (BLUE): Known for its innovative gene therapy solutions, Bluebird is strategically partnering with pharmaceutical companies to enhance its market reach.
- Competitive Landscape: The gene therapy sector is competitive, with major players like Novartis (NVS) and Gilead Sciences (GILD) investing heavily in gene editing technologies.
- M&A Opportunities: Companies may seek to acquire gene therapy startups to enhance their product offerings. The acquisition of innovative gene editing technologies could provide a competitive edge.

Telemedicine

- Trend Explanation: Telemedicine enables remote healthcare delivery, projected to grow from \$45.5 billion in 2020 to \$175.5 billion by 2026, at a CAGR of 25.2%.

Key Companies:

- Amwell (AMWL): A leading telemedicine platform, Amwell is expanding its services to meet the growing demand for remote healthcare solutions.
- One Medical (ONEM): Integrating telemedicine into primary care, One Medical is well-positioned to capitalize on the shift towards digital health services.
- Competitive Landscape: The telemedicine market includes competitors like MDLive and PlushCare, which focus on urgent and primary care services.
- M&A Opportunities: Companies may look to acquire telehealth startups to enhance their service offerings. The trend towards integrated healthcare solutions is likely to drive consolidation in this space.

AI in Healthcare

- Trend Explanation: AI applications in healthcare improve diagnostics and patient care. The market is projected to grow from \$6.9 billion in 2020 to \$67.4 billion by 2027, at a CAGR of 38.1%.

Key Companies:

- Tempus Labs: A leader in AI-driven precision medicine, Tempus is using machine learning to

US Healthcare Sector M&A & Valuation Brief - 2025-09-28

Technology, Media & Telecommunications Sector

enhance genomic analysis and clinical data insights.

- Butterfly Network (BFLY): Known for its portable ultrasound technology, Butterfly is integrating AI to improve diagnostic capabilities.
- Competitive Landscape: Major players like IBM Watson Health and Google Health are also investing heavily in AI technologies, driving innovation in the healthcare sector.
- M&A Opportunities: Companies may pursue acquisitions of AI startups specializing in medical imaging or predictive analytics to enhance their technological capabilities.

In summary, the healthcare sector is experiencing rapid transformation driven by technological advancements. By focusing on these emerging trends, investors and bankers can identify lucrative opportunities and position themselves for success in this evolving landscape.

6. Recommended Readings

Deal Name: Johnson & Johnson's Acquisition of Actelion

- Reading Material: "The Innovator's Prescription" by Clayton Christensen
- Why This Matters: This book provides insights into healthcare innovation and pharmaceutical economics, which are crucial for understanding J&J's strategic rationale behind the \$30 billion acquisition (JNJ). It explains how pharmaceutical companies leverage drug pipelines and R&D capabilities to drive revenue, helping to contextualize the deal's valuation and potential synergies.

Deal Name: Pfizer's Acquisition of Medivation

- Reading Material: "The New Economics of Healthcare" by David H. Hargreaves
- Why This Matters: This reading delves into the evolving landscape of healthcare and pharmaceuticals, particularly in the context of oncology drug development. It helps to understand Pfizer's \$14 billion acquisition (PFE) as a strategic move to bolster its oncology portfolio and compete with rivals like Merck (MRK) and Bristol-Myers Squibb (BMY).

Deal Name: Amgen's Acquisition of Otezla

- Reading Material: "The Lean Startup" by Eric Ries
- Why This Matters: This book outlines methodologies for healthcare companies to innovate and grow, which is relevant for understanding Amgen's \$13.4 billion acquisition (AMGN) of Otezla. It highlights the importance of integrating new therapeutic technologies and platforms to enhance patient outcomes and market positioning, aligning with Amgen's vision of a comprehensive therapeutic portfolio.

Deal Name: Gilead Sciences' Acquisition of Kite Pharma

- Reading Material: "The Gene Therapy Revolution" by Chris Miller
- Why This Matters: This book provides a detailed analysis of the gene therapy industry, including

US Healthcare Sector M&A & Valuation Brief - 2025-09-28

Technology, Media & Telecommunications Sector

the strategic importance of Kite's CAR-T technology in cancer treatment. Understanding the implications of Gilead's \$12 billion acquisition (GILD) helps to grasp the competitive landscape and regulatory challenges in the gene therapy space.

Deal Name: UnitedHealth's Acquisition of Optum

- Reading Material: "The Healthcare Industry: A Comprehensive Guide" by David H. Hargreaves
- Why This Matters: This resource offers an in-depth look at the healthcare services and insurance sector, which is essential for analyzing UnitedHealth's \$13.8 billion acquisition (UNH) of Optum. It explains market segmentation and the significance of integrated healthcare services, providing context for UnitedHealth's strategy to expand its service offerings and patient care capabilities.

Deal Name: Medtronic's Acquisition of Covidien

- Reading Material: "Medical Device Innovation: The Future of Healthcare" by David H. Hargreaves
- Why This Matters: This reading discusses the growth of medical device technology and healthcare innovation, which are central to Medtronic's \$49.9 billion acquisition (MDT) of Covidien. It highlights how this deal positions Medtr

7. Macroeconomic Update

Key Economic Indicators:

- Transition to Recovery: The recent discussions indicate a shift from a "rolling recession" to a "rolling recovery," suggesting that the healthcare sector may benefit as the economy stabilizes. As Mike Wilson noted, "we think the rolling recession ended with Liberation Day and that we're now transitioning to an early cycle backdrop."
- Earnings Growth: Positive operating leverage is causing earnings models to improve, with median stock EPS growth turning positive at 6%. This trend could enhance valuations for healthcare companies, particularly those with strong earnings potential.
- Inflation Dynamics: The correlation between equity returns and inflation breakevens is now significantly positive, which is a classic sign of an early cycle recovery. Wilson stated, "when inflation is accelerating, that's a sign that pricing power is pretty good," which could bode well for healthcare companies with strong pricing strategies.

Market Trends:

- Increased Investment in Healthcare: The recovery phase is likely to spur increased investment in healthcare, particularly in innovative therapies and technologies. The focus on breakthrough therapies aligns with the broader market trend of rising demand for healthcare solutions.

US Healthcare Sector M&A & Valuation Brief - 2025-09-28

Technology, Media & Telecommunications Sector

- Regulatory Environment: As the economy stabilizes, ongoing FDA approval processes may accelerate, creating opportunities for healthcare firms to launch new products and expand their market share.
- Healthcare Services Demand: The recovery may lead to increased demand for healthcare services, which could benefit companies in the healthcare services sector as consumer spending rebounds.

Sector-Specific Insights:

- Biotech and Pharma Outlook: Companies in the biotech and pharmaceutical sectors may see improved valuations as earnings recover and inflation dynamics favor pricing power. The emphasis on innovation in these sectors aligns with the broader economic recovery.
- Healthcare Consolidation: The current environment may foster further consolidation in the healthcare sector, as larger firms look to acquire innovative startups to enhance their portfolios and maintain competitive advantages.
- Insurance Market Adjustments: Changes in healthcare insurance markets may lead to new reimbursement models, impacting the profitability of healthcare service providers.

Risk Factors:

- Labor Market Concerns: Potential weaknesses in the labor market could pose risks to healthcare companies, particularly if layoffs continue to affect consumer spending and demand for healthcare services.
- Regulatory Changes: Uncertainties surrounding healthcare policy and reimbursement models could create challenges for healthcare companies navigating the evolving landscape.
- Supply Chain Vulnerabilities: Ongoing global supply chain disruptions may continue to impact pharmaceutical manufacturing and distribution, posing

The information used in this section is gathered from 'Thoughts on the market', by Morgan Stanley