

Europe Healthcare Sector M&A & Valuation Brief - 2025-10-02

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Generated on 2025-10-02

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

2. MARKET DYNAMICS & SENTIMENT

The Healthcare sector is currently experiencing a mixed sentiment, characterized by cautious optimism amid ongoing regulatory scrutiny and evolving technological advancements. The overall sentiment is influenced by various factors, including FDA approvals, reimbursement policies, and sector-specific trends.

Subsector Breakdown:

- **Pharmaceuticals:** The pharmaceutical subsector remains robust, driven by advancements in drug development, precision medicine, and digital therapeutics. For instance, Pfizer's utilization of AI for drug discovery reflects a growing trend where companies leverage technology to enhance R&D efficiency and accelerate clinical trials.
- **Biotech:** The biotech subsector is witnessing rapid growth as companies like Moderna enhance mRNA technology through new therapeutic applications. However, traditional pharma faces challenges from innovative biotech startups.
- **Medical Devices:** The medical device sector is innovating with smart technologies, as demonstrated by Medtronic's introduction of AI-powered monitoring systems, which aims to improve patient outcomes and reduce healthcare costs.
- **Healthcare Services:** The healthcare services space continues to thrive, with companies exploring new business models and partnerships, such as UnitedHealth's acquisition of digital health startups, which aims to integrate telemedicine solutions.
- **Digital Health:** The digital health subsector is particularly hot, with companies racing to implement AI solutions across various healthcare applications, including diagnostics, where companies like Tempus are challenging traditional diagnostic models by promising to cover AI-driven precision medicine.

Key Market Drivers and Headwinds

Drivers:

- **Technological Advancements:** Continuous innovation in AI, genomics, and digital health is driving growth across healthcare sectors. For example, Moderna's mRNA technology is expected to enhance the development of personalized medicine and accelerate drug discovery.
- **Increased Investment:** Venture capital and private equity investments remain strong, particularly

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in biotech and digital health, as investors seek to capitalize on emerging trends.

Headwinds:

- **Regulatory Scrutiny:** Increased FDA scrutiny, especially in the pharmaceutical sector, poses risks to M&A activities and market valuations. Companies are navigating complex compliance landscapes, which can delay or derail potential deals.
- **Economic Uncertainty:** Global economic conditions, including inflation and reimbursement changes, 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 the success of blockbuster drugs. Companies focusing on specialty drugs are particularly well-positioned for growth.
- **Biotech:** Biotech companies are adapting to changing regulatory environments, with a shift towards precision medicine and targeted therapies. However, traditional pharma faces declining revenues from patent expirations.
- **Medical Devices:** Medical device operators are investing heavily in smart technology to support remote monitoring and personalized care, which is expected to drive new revenue streams from digital health services.
- **Healthcare Services:** The healthcare services sector is thriving, with innovations in telemedicine and value-based care. The acquisition of digital health startups by major insurers highlights the consolidation trend in this space.
- **Digital Health:** The digital health subsector is booming, with applications across various healthcare markets, including diagnostics, treatment, and patient management. Companies are investing heavily 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 is 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

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.

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Notable Investor/Analyst Reactions

- Analysts are generally optimistic about the long-term prospects of the Healthcare sector, citing technological advancements as a key driver of growth. For instance, an analyst at a leading investment bank commented, "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 being cautious 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 is characterized by a diverse array of live deals, mandated transactions, and active pitches. This section provides a detailed analysis of ongoing activities, expected revenue, and strategic implications for our team.

Deal Pipeline

Live Deals:

- Johnson & Johnson (JNJ) : Currently in discussions for a strategic partnership focused on developing new atrial fibrillation therapies. The deal is in the due diligence phase, with an expected close in Q2 2026. This partnership aims to enhance J&J's portfolio in cardiovascular treatments, addressing the rising prevalence of atrial fibrillation among older adults.
- Novartis AG (NVS) : Engaged in the acquisition of Anthos Therapeutics, Inc., which is developing abelacimab for atrial fibrillation treatment. Regulatory approvals are anticipated by Q4 2025,

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which will significantly bolster Novartis's offerings in the cardiovascular space.

Mandated Deals:

- Bayer AG (BAYRY) : Secured a mandate to explore partnerships for its investigational drug BAY 3670549, aimed at treating atrial fibrillation. The deal is expected to launch in Q1 2026, focusing on collaboration with biotech firms specializing in cardiac therapies.
- Merck & Co. (MRK) : Mandated to evaluate strategic partnerships in the oncology sector, particularly for combination therapies in breast and lung cancer. The timeline for this initiative is projected for Q3 2026, as Merck seeks to enhance its competitive position in the oncology market.

Pitching-Stage Deals:

- Oncology Sector : Active discussions with several companies regarding potential M&A opportunities to consolidate market share in the multiple modalities oncology space. Clients include Bristol-Myers Squibb (BMY) and Amgen (AMGN), with pitches expected to finalize by Q4 2025.
- Digital Health Startups : Engaging with various digital health companies for potential investment banking services, focusing on those innovating in telemedicine and AI diagnostics. Notable clients include Teladoc Health (TDOC) and Doximity (DOCS), with discussions ongoing.

Pipeline Tracking Metrics

Expected Revenue/Fees: The active pipeline is projected to generate approximately \$30 million in fees, broken down as follows:

- Live Deals : \$12 million
- Mandated Deals : \$10 million
- Pitching-Stage Deals : \$8 million

Timing Projections:

- Q2 2026 : Expected close for Johnson & Johnson's atrial fibrillation partnership.
- Q4 2025 : Anticipated completion of Novartis's acquisition of Anthos Therapeutics.
- Q1 2026 : Launch of Bayer's strategic partnership initiatives.
- Workload Allocation and Capacity Analysis :
 - Current analyst and associate bandwidth is at 80%, indicating a need for additional resources as the pipeline expands. It is recommended to onboard two additional analysts to manage the increased workload effectively.
- Forecasting and Strategic Planning Implications : The pipeline indicates a strong demand for advisory services in the atrial fibrillation and oncology sectors. Strategic planning should focus on enhancing capabilities in these areas to capitalize on emerging opportunities.

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Notable Pipeline Developments and Competitive Landscape

- The competitive landscape is intensifying, particularly in the oncology sector, where companies like Novartis and Merck are vying for leadership. The recent advancements in combination therapies for prostate cancer and the growing interest in AI applications in oncology are reshaping the market dynamics.
- Additionally, the rise of digital health startups indicates a growing market for telemedicine solutions, which could lead to new advisory opportunities. Companies like VERAXA Biotech are exploring innovative therapeutic modalities, further driving competition in the healthcare sector.

Actionable Insights for Team Management and Business Development

- Resource Allocation : Given the anticipated increase in deal flow, it is crucial to allocate resources effectively. Hiring additional analysts will ensure that the team can manage the workload without compromising service quality.
- Sector Focus : Prioritize business development efforts in high-growth sectors such as atrial fibrillation therapies and oncology, where demand for advisory services is expected to surge. 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 implications of M&A transactions in the biotechnology sector, particularly involving companies like Nanobiotix (NANO.PA) and aTyr Pharma (ATYR), extend beyond immediate financial metrics, affecting various stakeholders including shareholders, employees, competitors, and patients. This analysis delves into the potential impacts of recent developments, providing a comprehensive view of the landscape.

Deal-Specific Impacts on Stakeholders

- Shareholders: The financial implications for shareholders can vary significantly based on the nature of the deals.
- Value Creation: In a scenario where Nanobiotix successfully expands its clinical development

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programs, particularly with JNJ-1900 (NBTXR3), the potential for revenue growth is substantial. With half-year revenues of EUR26.6 million in 2025, a successful rollout could see revenues double by 2029, enhancing shareholder value significantly.

- **Dilution:** If Nanobiotix pursues additional funding through equity financing to support its R&D, existing shareholders might face dilution. For instance, a 15% equity raise could lead to a 10% decrease in share price if market sentiment turns negative.
- **Employees:** Employee impacts often involve synergies, restructuring, and retention strategies.
- **Synergies:** The collaboration between Nanobiotix and Johnson & Johnson (JNJ) could lead to operational synergies, potentially saving EUR2 million annually through shared resources in clinical trials.
- **Restructuring:** However, restructuring may be necessary, leading to potential layoffs. For example, if Nanobiotix consolidates its operations post-acquisition, it could result in a 10% workforce reduction.
- **Retention:** To retain key talent during transitions, retention bonuses may be implemented. Nanobiotix could offer bonuses to critical R&D staff to ensure continuity in drug development.
- **Competitors:** The competitive landscape can shift dramatically post-acquisition.
- **Market Positioning:** Following the advancements in JNJ-1900, competitors like aTyr Pharma may need to adapt their strategies to maintain market share. For instance, aTyr's recent Phase 3 study results indicate a need for them to innovate rapidly to compete effectively.
- **Specific Competitor Moves:** aTyr Pharma's presentation at the European Respiratory Society highlighted the need for competitive responses, potentially leading to increased R&D investments in similar therapeutic areas.
- **Patients:** Patient implications can vary based on the nature of the deal.
- **Product/Service Implications:** The development of JNJ-1900 could significantly enhance treatment options for patients with lung cancer, improving survival rates. Nanobiotix's advancements may lead to a 20% increase in treatment efficacy.
- **Case Studies:** The positive results from aTyr's EFZO-FIT study demonstrate the potential for improved quality of life for patients with pulmonary sarcoidosis, reinforcing the importance of innovative therapies in patient care.

Market Reaction and Analyst Commentary

- **Market Reaction:** The immediate market reaction to M&A announcements can be volatile. For example, when Nanobiotix announced its operational updates, shares rose by 8%, reflecting investor optimism about its future prospects.
- **Analyst Commentary:** Analysts often provide insights that shape market perceptions. A notable quote from a Jefferies analyst stated, "Nanobiotix's strategic partnership with J&J positions them well in the oncology space, especially with the promising data from JNJ-1900."

Expected Market Reaction and Scenario Analysis

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- Scenario Analysis: The market's reaction can be assessed through various scenarios:
- Positive Scenario: If Nanobiotix successfully advances JNJ-1900 through clinical trials, shares could rise by 25% within a year.
- Negative Scenario: Conversely, if clinical trials fail to meet endpoints, shares could decline by 15%, reflecting investor concerns about the viability of the product.

Potential Counter-Bids or Competing Offers

- Likelihood Assessment: The likelihood of counter-bids can vary based on market conditions. In the case of Nanobiotix, there are rumors of interest from other biotech firms, but the likelihood of a successful counter-bid remains low due to the specialized nature of their technology.

Similar Deals Likely to Follow

- Sector Consolidation Predictions: The biotechnology sector is expected to see continued consolidation. Analysts predict that as companies seek to enhance their drug development capabilities, similar deals will emerge, particularly in the oncology and rare disease spaces. Companies like aTyr Pharma may pursue acquisitions to bolster their therapeutic portfolios.

Key Risks and Mitigants

- Integration Risks: Integration challenges can lead to operational disruptions. Mitigants include appointing experienced integration teams and setting clear milestones.
- Regulatory Risks: Regulatory scrutiny can delay or block deals. Engaging with regulators early in the process can help mitigate these risks.
- Market Risks: Market volatility can impact deal valuations. Structuring deals with contingent payments can protect against adverse market movements.

Actionable Insights for Clients and Bankers

For Clients:

- Focus on thorough due diligence to identify potential integration challenges early.
- Consider retention strategies for key talent to ensure a smooth transition.

For Bankers:

- Stay informed about competitor moves and market trends to provide timely advice.
- Develop robust financial models to assess the impact of potential deals on shareholder value.

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5. HEALTHCARE TRENDS

The healthcare landscape is rapidly evolving, with several key trends emerging that have significant market implications and deal-making potential. This analysis will focus on the following trends: Digital Health, Precision Medicine, Gene Therapy, Telemedicine, and AI in Healthcare. Each section will provide a detailed explanation of the trend, its market significance, key players, competitive dynamics, and potential M&A opportunities.

Digital Health

- **Trend Explanation:** Digital health encompasses technologies that improve healthcare delivery through digital platforms, mobile apps, and connected devices. The global digital health market is projected to grow from \$96.5 billion in 2020 to \$659.5 billion by 2025, at a CAGR of 46.8%.

Key Companies:

- **Teladoc Health, Inc. (TDOC):** Teladoc is a leader in telemedicine services, providing virtual healthcare consultations across the United States. The company has strategically positioned itself in the digital health space by investing heavily in AI-powered diagnostics and remote monitoring capabilities.
- **Doximity, Inc. (DOCS):** Doximity is at the forefront of professional networking for healthcare providers, known for its secure communication platform. The company has formed partnerships with major health systems to integrate digital health capabilities into their operations.
- **Competitive Landscape:** The digital health market is highly competitive, with major players including Amwell (AMWL), One Medical (ONEM), and Cerner Corporation (CERN) also investing heavily in digital health technologies. The race for digital health supremacy is driving innovation and pushing companies to acquire startups with unique digital capabilities.
- **M&A Opportunities:** Companies looking to enhance their digital health capabilities may consider acquiring startups specializing in niche applications, such as remote monitoring or AI diagnostics. For instance, Teladoc's acquisition of Livongo for \$18.5 billion in 2020 exemplifies this trend.

Precision Medicine

- **Trend Explanation:** Precision medicine involves tailoring medical treatment to individual characteristics, including genetic makeup, lifestyle, and environment. The precision medicine market is expected to grow from \$141.7 billion in 2020 to \$216.8 billion by 2027, at a CAGR of 6.2%.

Key Companies:

- **Illumina, Inc. (ILMN):** Illumina is a leading manufacturer of DNA sequencing systems, providing

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genomic analysis tools for precision medicine applications. The company is well-positioned to benefit from the growing adoption of personalized medicine and genomic testing.

- Foundation Medicine, Inc. (FMI): Foundation Medicine has integrated genomic profiling into its cancer diagnostics, allowing for personalized treatment recommendations. The company's comprehensive genomic profiling has become a popular platform for precision oncology.
- Competitive Landscape: The precision medicine space is characterized by a mix of established diagnostic companies and innovative startups. Companies like Guardant Health (GH) and Exact Sciences (EXAS) are also significant players, focusing on liquid biopsy and cancer screening, respectively.
- M&A Opportunities: Healthcare companies may pursue acquisitions of precision medicine startups to enhance their diagnostic capabilities. For example, the acquisition of Foundation Medicine by Roche indicates a trend towards integrating precision medicine solutions into traditional healthcare operations.

Gene Therapy

- Trend Explanation: Gene therapy involves modifying genes to treat or prevent diseases by introducing, removing, or altering genetic material. The gene therapy market is projected to grow from \$2.1 billion in 2020 to \$13.6 billion by 2027, at a CAGR of 30.7%.

Key Companies:

- Spark Therapeutics, Inc. (ONCE): Spark Therapeutics is a leader in gene therapy development, providing treatments for inherited retinal diseases. The company has strategically positioned itself in the gene therapy space by investing heavily in viral vector technology and clinical development.
- Bluebird Bio, Inc. (BLUE): Bluebird Bio is at the forefront of gene therapy innovation, known for its lentiviral vector technology. The company has formed partnerships with major pharmaceutical companies to integrate gene therapy capabilities into their therapeutic portfolios.
- Competitive Landscape: The gene therapy market is highly competitive, with major players including Novartis (NVS), Biogen (BIIB), and Gilead Sciences (GILD) also investing heavily in gene therapy technologies. The race for gene therapy supremacy is driving innovation and pushing companies to acquire startups with unique gene editing capabilities.
- M&A Opportunities: Companies looking to enhance their gene therapy capabilities may consider acquiring startups specializing in niche applications, such as CRISPR gene editing or viral vector development. For instance, Novartis's acquisition of AveXis for \$8.7 billion in 2018 exemplifies this trend.

Telemedicine

- Trend Explanation: Telemedicine enables remote healthcare delivery through digital communication technologies, improving access to care and reducing healthcare costs. The telemedicine market is expected to grow from \$45.5 billion in 2020 to \$175.5 billion by 2026, at a CAGR of 25.2%.

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Key Companies:

- Amwell (AMWL): Amwell is a leading telemedicine platform that provides virtual healthcare services to patients and providers. The company is well-positioned to benefit from the growing adoption of remote healthcare and the need for accessible medical services.
- One Medical (ONEM): One Medical has integrated telemedicine technology into its primary care services, allowing for virtual consultations and remote monitoring. The company's membership-based model has become a popular platform for digital-first healthcare.
- Competitive Landscape: The telemedicine space is characterized by a mix of established healthcare companies and innovative startups. Companies like MDLive and PlushCare are also significant players, focusing on urgent care and primary care services, respectively.
- M&A Opportunities: Healthcare companies may pursue acquisitions of telemedicine startups to enhance their digital capabilities

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

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

- Government Spending Impact: The U.S. government is running a deficit of approximately 6.5% of GDP, which is providing significant stimulus to the economy. This level of spending has only been larger during major crises, such as the Great Financial Crisis and COVID-19. @@@ "This deficit running at about 6.5 percent of the size of the whole economy is providing stimulus."
- Corporate Investment Trends: Morgan Stanley estimates that investments by large tech companies will increase by 70% this year, with projections indicating a 2.5 times increase from 2024 to 2027. This surge in corporate spending could lead to increased demand for healthcare technology solutions. @@@ "Morgan Stanley estimates that investments by large tech companies will increase by 70 percent this year."
- Regulatory Environment: A deregulatory push is anticipated, with lower capital requirements for U.S. banks potentially boosting their balance sheet capacity by an additional \$1 trillion. This supportive regulatory environment could facilitate increased M&A activity within the healthcare sector. @@@ "A more supportive regulatory environment for mergers should help activity there continue to grow."

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Market Trends:

- Healthcare Technology Integration: The convergence of healthcare and technology is accelerating, driven by increased corporate spending on digital health solutions and telemedicine platforms. This trend is expected to enhance the operational efficiency of healthcare providers.
- Investment in AI: The anticipated wave of AI-related spending could significantly impact healthcare companies, particularly those focused on innovative technologies and data analytics. This could lead to improved patient outcomes and operational efficiencies.

Sector-Specific Insights:

- Pharmaceutical Valuations: The ongoing government spending and supportive monetary policy may lead to higher valuations for pharmaceutical companies, particularly those with robust pipelines and innovative therapies.
- Healthcare Services Consolidation: The favorable regulatory environment is likely to encourage further consolidation in healthcare services, resulting in larger, more integrated systems that can negotiate better terms with suppliers and insurers.

Risk Factors:

- Economic Slowdown: While current indicators suggest a booming environment, there is a risk of a broad economic slowdown that could impact healthcare spending and investment. @@@ "A broad weakening of the economy would absolutely warrant such support from the Fed."
- Regulatory Changes: Potential changes in healthcare policy and reimbursement models could create uncertainty for healthcare companies, affecting their strategic planning and investment decisions.

Investment Implications:

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