



ACCT 647 FINANCIAL STATEMENT ANALYSIS DEALMAKERS IN M&A FALL 2017 SYLLABUS

SCHEDULE:

Fridays

Section 603: 9:00 am - 12:00 pm Wehner 187

CONTACT INFORMATION and OFFICE HOURS:

Executive Professor: Tim D. Torno, CPA
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Office: 460T Wehner
Office Hours: Thurs. 9-noon; other hours by appointment

COURSE DESCRIPTION/GOALS:

The purpose of this course is two-fold: 1). for students to obtain an understanding of the process and approach to mergers and acquisitions, as taught by distinguished, real-world practitioners who will visit the class as Industry Sponsors or Guest Speakers, and 2). for students to develop an analytical approach to financial statement analysis, integrating relevant financial and accounting concepts and principles, especially as it pertains to mergers and acquisitions.

REQUIRED TEXT:

Title: The Practitioner's Guide to Investment Banking, M&A and Corporate Finance
Authors: Castillo and McAniff
ISBN : 978-0-9761548-0-8
Pub Date: 2007
Edition: 1st Edition



COURSE SCHEDULE (tentative and subject to change):

Date	Course Week	Class Lead / Session Host	Guest/s & Case	Module Topics	Executive Speaker(s) & Case Leader
9/1/2017	1	Torno	None	Intro to M&A (5); Analyzing (6) and Screening M&A Transactions (7)	
9/8/2017	2	Koecher	Yes	Kickoff & Finding the Right Deal - M&A Sell-Side Process and Considerations/ Business Case	Mark Dufilho*, Houlihan Lokey
9/15/2017	3	Torno	None	Valuation Concepts (8); Comparable Company (9) and Transaction Analysis (10); Case study planning and preparation	
9/22/2017	4	Murphy & Koecher	Yes	Valuation Approaches & Case	Mike Giffin, Houlihan Lokey
9/29/2017	5	Torno	None	The Deal Team (19); Deal Mechanics (20); Case study planning and preparation	
10/6/2017	6	Murphy	Yes	Buy-side: Winning and Negotiating the Deal, Diligence and Getting to Close / Business Case	Eric Rosenzweig, Stone Point Capital
10/13/2017	7	Torno	None	Acquisition Currency (15), Other M&A Analysis (17); Sources of Capital (25), Case study planning and preparation	
10/20/2017	8	Koecher	Yes	Mezzanine and 2nd Lien Financing: Structuring, Pricing and Evaluating the Deal from a Credit Perspective / Business Case	Scott Zoellner*, Rob Wedinger* AEA Investors
10/27/2017	9	Torno	None	Post closing Integration; Case study planning and preparation	
11/3/2017	10	Murphy	Yes	Corporate View of Enterprise Value, M&A and Capital Decisions / Business Case	Vistra Energy CAO/CFO
11/10/2017	11	Koecher	Yes	Preparing for Exit - Maximizing Value: Sell side considerations, tax and legal concerns, HSR, closing matters	TBD
11/17/2017	12	Torno	Various	M&A Team Case Competition Round 1	Former Dealmakers and Faculty Judges
11/24/2017	no class	Thanksgiving			
12/1/2017	13	Murphy / Koecher/ Torno	N/A	M&A Team Case Competition and Awards Presentation	Guest Judges

* returning Dealmakers Guest Speaker

COURSE SPONSORS AND GUEST SPEAKERS:

We are privileged this special course is sponsored by two leading industry professionals: *Drew Koecher*, class of 1988, is a Managing Director and Head of Houlihan Lokey's Transaction Advisory Services practice. Drew is a former Partner and Transaction Services Leader with KPMG with 20+ years' experience in global corporate and financial M&A. *Sean D. Murphy*, class of 1996, is a Principal and National Practice Leader with KPMG Deal Advisory, Dallas. Sean has 18+ years of experience serving private equity investors in their global M&A endeavors.

Other highly distinguished guests are scheduled to participate this semester and we wish to welcome each with a full, prepared and attentive audience. There will be a group meal after each outside speaker session which will afford you an opportunity to interact with the Guest Speaker and our Course Sponsors.

Preparation for the Course Sponsors and Guest Speakers include:

1. Make sure to read the speaker biographies and to visit the speaker's website and read up on their company prior to the guest lecture. Be sure to note if the Guest Speaker provided any pre-lecture materials for review and/or case assignment and carefully follow the instructions.
2. Please plan on wearing "business casual" attire (i.e. sport jacket or similar attire; no ties, no jeans or sneakers) on the days in which we have a Course Sponsor or Guest Speaker in class, unless otherwise directed.
3. All cell phones should be silenced and laptops closed for the duration of the Course Sponsor or Guest Speaker presentation.
4. Please plan to be in the classroom before class begins. Arriving late or leaving early is disruptive to the class experience and disrespectful to our Course Sponsors and Guest Speakers. Class will begin and end promptly.

EVALUATION:

Evaluation of your learning in this course will be comprised of the following:

1. **ATTENDANCE AND PARTICIPATION:** Class attendance and active participation are essential to gain the maximum from this special course. You will be graded based on the level in which you participate during our class discussions and in interactions with our Course Sponsors and Guest Speakers. You cannot earn full credit for attendance and participation without being present for all of the sessions.
2. **SPEAKER REPORTS:** Speaker Reports are to be prepared for each Guest Speaker or Course Sponsor. Speaker Reports consist of written summaries of a). At least three primary messages the Speaker conveyed, and b). A summary of the part of the presentation that you found to be most interesting or useful and why.

EVALUATION, CONT.:)

Speaker Reports should be at least 3/4 page per Speaker, typed double spaced with 12 point font, one inch margins, clearly written using appropriate accounting/business terminology and in proper form. In the upper right hand corner of your paper, there should be 4 lines containing:

Line 1: *Your Name*,
Line 2: *Dealmakers in M&A*,
Line 3: *Date of Speaker(s)* and
Line 4: *Speaker Name(s)*.

Speaker Reports will be due in hard copy form by the beginning of class the following week.

3. **CASE STUDY PREPARATION AND PRESENTATION:** Actual M&A Buy Side or Sell Side deal materials will be analyzed, financial models prepared and the results presented by student teams on a biweekly basis. The Guest Speakers and Course Sponsors will critique the team's analysis and presentation.
4. **M&A CASE COMPETITION:** At the end of the semester, we will conduct a case competition using the Association of Corporate Growth ("ACG") M&A prior case competition materials in lieu of a Final Exam. The Round I and II case competition will be judged and critiqued by the Course Sponsors or other qualified guests with special recognition provided for the top finishers of each round.

GRADING CRITERIA:

Grading is based on the following weighting of activities and grading scale:

	<u>%</u>	<u>Points</u>
• Attendance and Participation	15%	150
• Timely completion of Speaker Reports	15%	150
• Case Study Preparation and Presentation	50%	500
• M&A Case Competition-Round I & II	<u>20%</u>	<u>200</u>
Total	<u>100%</u>	<u>1000</u>

GRADING SCALE:

Numeric grades will be assigned a letter grade based upon the following scale:

Grade	Grade Points	100-point Scale*
A	4.0	90-100
B	3.0	80-89
C	2.0	70-79
D	1.0	60-69
F	0.0	<59
*As a percentage of total points possible for the course.		

OTHER INFORMATION:

The Americans with Disabilities Act (ADA) is a federal anti-discrimination statute that provides comprehensive civil rights protection for persons with disabilities. Among other things, this legislation requires that all students with disabilities be guaranteed a learning environment that provides for reasonable accommodation of their disabilities. If you believe you have a disability requiring an accommodation, please contact the Disability Services Department via email at <http://disability.tamu.edu> or call 845-1637).

We have beautiful state-of-the art classrooms in the Wehner Building. We want to maintain the high quality of these classrooms for the students in future years. Thus, it is necessary for you to adhere to the established policy of NO BEVERAGES (except water), FOOD, TOBACCO PRODUCTS, and OR ANIMALS (unless approved) within the Wehner Building classrooms. Your assistance in enforcing this policy is appreciated.

AGGIE HONOR CODE:

We believe in the Aggie Honor Code: "An Aggie does not lie, cheat, or steal, or tolerate those who do." Therefore, please understand that academic dishonesty will not be tolerated in accounting courses. Such actions include, but are not limited to, copying, sharing or obtaining information from any unauthorized source during examinations or quizzes, and giving or receiving information about a test, quiz, practice problem or assignment to students in your class or in other sections of the course.

It is the responsibility of students and instructors to help maintain scholastic integrity at the University by refusing to participate in or tolerate scholastic dishonesty. Any student involved in academic dishonesty will be penalized in accordance with the Honor System Rules (see <http://www.tamu.edu/aggiehonor>).

CHANGES TO THE SYLLABUS:

Any component of this syllabus is subject to change at the discretion of the instructor. All changes will be announced during a scheduled class period before taking effect and through email communication with the class.