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Cash-Out Shares definition

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Share Cite Cash-Out Shares has the meaning (/clause/meaning) set forth (/dictionary/set-forth) in Section (/clause/section) 1.3(d). Sample 1 (/contracts/izE3KQbJrKO#cash-out-shares) Sample 2 (/contracts/7F0D52ll6Zq#cash-out-shares) Sample 3 (/contracts/7WRiCvbRiTs#cash-out-shares) Save Copy

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Cash-Out Shares means any shares of Company Stock (/clause/shares-of-company-stock) that are converted (/dictionary/converted) into the right to receive (/clause/right-toreceive) the Cash Merger Consideration (/clause/cash-merger-consideration) pursuant to (/clause/pursuant-to) this Section 2.02. The Company (along with any other person or entity (/clause/person-or-entity) to which it may delegate (/clause/delegate) or assign (/clause/assign) any responsibility (/clause/responsibility) or task (/clause/task) with respect (/clause/respect) thereto) shall have full discretion (/clause/full-discretion) and exclusive authority (/clause/exclusive-authority) (subject to (/clause/subject-to) its right and power (/clause/right-and-power) to so delegate or assign such authority) to (i) make such inquiries (/clause/inquiries), whether of any shareholder(s) or otherwise, as it may deem (/dictionary/deem) appropriate (/dictionary/appropriate) for purposes of this Section (/clause/for-purposes-of-this-section) 2.02 and (ii) resolve (/clause/resolve) and determine (/clause/determine), in its sole discretion (/clause/sole-discretion), all ambiguities (/clause/ambiguities), questions of fact (/clause/questions-of-fact) and interpretive (/clause/interpretive) and other matters relating to (/clause/other-matters-relating-to) this Section 2.02, including (/clause/including), without limitation (/clause/withoutlimitation), any questions as to the number of shares of (/clause/number-of-shares-of) Company Stock held (/clause/held) by any Holder immediately (/clause/immediately) prior to the Effective Time (/clause/prior-to-the-effective-time). All determinations by the Company (/clause/determinations-by-the-company) under this Section 2.02 shall be final and binding (/clause/final-and-binding) on all parties (/clause/all-parties), and no person or (/clause/no-person-or) entity shall have any recourse (/clause/recourse) against the Company or any other person or entity with respect thereto. For purposes of this Section 2.02, the Company may in its sole discretion, but shall not have any obligation to (/clause/obligation-to) do so, (i) presume (/dictionary/presume) that any shares of Company Stock held in a discrete (/dictionary/discrete) account (/clause /account) (whether record or beneficial) are held by a person (/clause/a-person) distinct (/dictionary/distinct) from any other person, notwithstanding (/clause/notwithstanding) that the registered (/clause/the-registered) or beneficial holder (/dictionary/beneficial-holder) of a separate (/dictionary/a-separate) discrete account has the same or a similar (/clause/similar) name as the holder (/clause/the-holder) of a separate discrete account; and (ii) aggregate (/clause/aggregate) the shares (/clause/the-shares) of Company Stock held (whether of record (/dictionary/of-record) or beneficially (/clause/beneficially)) by any person or persons (/clause/person-or-persons) that the Company determines to constitute a single (/clause/single) Holder for purposes of determining (/clause/for-purposes-of-determining) the number of shares of Company Stock held by such Holder.

Sample 1 (/contracts/gWkZkhFpnyi#cash-out-shares) Sample 2 (/contracts/gvZXMGvf9dg#cash-out-shares)

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Cash-Out Shares means the shares of (/clause/shares-of) New Common Stock (/clause/new-common-stock) available for distribution (/dictionary/available-for-distribution) to Eligible Subscribers (/clause/eligible-subscribers) under the Existing Plan (/clause/existing-plan) (as amended (/dictionary/as-amended) by the Plan Modification (/clause/planmodification)) prior to (/clause/prior-to) giving (/clause/giving) effect (/clause/effect) to the Plan Election (/clause/plan-election).

Sample 1 (/contracts/IUBE3Isrz7J#cash-out-shares) Sample 2 (http://www.kccllc.net/documents/0931828/093182809111900000000008.pdf)

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Examples of Cash-Out Shares in a sentence

The total number of Offering Backstop Shares and Partial Cash-Out Shares to be authorized by the Company shall be the total number of Offering Backstop Shares and Partial Cash-Out Shares, respectively, which the Purchasers are required to purchase, which shall be determined as provided in the Plan.

The aggregate number of Cash-Out Shares and shares of Company Stock held by shareholders who shall have delivered notice of their intent to exercise their dissenters' rights with respect to the Merger shall not exceed 93,750.

If at such Partial Cash-Out Share Closing, the Company shall fail to tender to any Purchaser the Partial Cash-Out Shares to be purchased by such Purchaser, as provided above in this Section 2(c), such Purchaser shall, at its election and upon written notice to the Company, be relieved of all further obligations under this Agreement.

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The purchase price for the Shares shall be (i) \$12.39 per Share or \$75,000,000 in the aggregate for the Definitive Shares, (ii) \$12.39 per Share or up to \$75,000,000 in the aggregate for the Offering Backstop Shares and (iii) \$278 per Share or up to \$50,000,000 in the aggregate for the Partial **Cash-Out Shares**.

The Company shall give written notice to each Purchaser at least two (2) Business Days prior to the date of a Partial Cash-Out Share Closing, which notice shall state the date on which Asset Pearlia Coakie Out Share Closing shall occur, the total number of Partial Cash-Out Shares to be purchased by all Purchasers at such Partial Cash-Out Share Closing and the number of Partial Cash-Out Shares to be purchased by, and the purchase price to be paid by, such Purchaser at such Partial Cash-Out Share Closing.

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The Cash-Out Shareholders have to instruct their Depositary bank to un-lock their Cash-Out Shares.

Out Shares to be purchased by the Purchasers shall take place at the offices of Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, NY 10153 at 10:00 a.m., New Xxxx City txxx, xx xxxx xxxxxx xx (x) xxx Xxxxxxxx Date and (ii) one Business Day prior to the date on which the proceeds of such sales of Partial Cash-Out Shares are required for the making of payments pursuant to the Partial Cash-Out Election (a "Partial Cash-Out Share Closing").

Cash-Out Shareholders are required to file with their depositary bank a form (the "Cash-Out Form") including but not limited to, account details, the number of RHI Shares for which they exercise their Cash-Out Right ("Cash-Out Shares"), evidence that they have held the Cash-Out Shares since the RHI shareholders' meeting approving the Merger, and the instruction to lock their Cash-Out Shares until the Merger has taken legal effect.

Additionally, if the Initial Committed Purchasers are required to purchase *Cash-Out Shares* and Rights Offering Shares, the Initial Committed Purchasers could own sufficient shares of New Common Stock to have effective power to approve significant corporate transactions such as amendments to the Articles of Incorporation and Bylaws, mergers, and the sale of all or substantially all of the assets of Reorganized Intermet.

More Definitions of Cash-Out Shares

Cash-Out Shares means the Shares (/clause/the-shares) beneficially (/clause/beneficially) held (/clause/held) by the Cash (/clause/cash)-Out Sellers (/clause/sellers) immediately (/clause/immediately) prior to the Effective Time (/clause/prior-to-the-effective-time) and as set forth (/dictionary/set-forth) on Schedule (/clause/on-schedule) 1.1(b).

Sample 1 (/contracts/hnaqhB7u7A8#cash-out-shares)

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Сору

Cash-Out Shares means those shares held (/clause/shares-held) by holders of record of (/clause/record-of) 200 or fewer (/dictionary/fewer) shares of Target Common Stock (/clause/target-common-stock) (subject to adjustment (/dictionary/subject-to-adjustment) as provided (/clause/provided) in Section (/clause/section) 3.1(b).

Sample 1 (/contracts/4B0TgFk4T64#cash-out-shares)

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Related to Cash-Out Shares

Earn-Out Shares (/dictionary/earn-out-shares) has the meaning set forth in Section 2.8(a).

Earnout Shares (/dictionary/earnout-shares) has the meaning set forth in Section 2.7(b).

Put Shares (/dictionary/put-shares) means all shares of Common Stock issued or issuable pursuant to a Put that has been exercised or may be exercised in accordance with the terms and conditions of this Agreement.

Cash Election Shares (/dictionary/cash-election-shares) shall have the meaning set forth in Section 3.2.1.

Closing Shares (/dictionary/closing-shares) shall have the meaning ascribed to such term in Section 2.1(a)(i).

Buyer Shares (/dictionary/buyer-shares) has the meaning set forth in Section 2.3.

Per Share Purchase Price (/dictionary/per-share-purchase-price) equals \$1.00, subject to adjustment for reverse and forward stock splits, stock dividends, stock combinations and other similar transactions of the Common Stock that occur after the date of this Agreement.

Stock Election Shares (/dictionary/stock-election-shares) shall have the meaning set forth in Section 3.2.1.

Escrowed Shares (/dictionary/escrowed-shares) has the meaning set forth in Section 2.8.

Pen প্রকাশন Consideration of the Common Stock consists exclusively of cash, the amount of such peases period consists exclusively of cash, the amount of such peases period consists exclusively of cash, the amount of such peases period consists exclusively of cash, the amount of such peases period consists exclusively of cash, the amount of such period ending the ten (10) trading day period ending the ten (10) trading the ten (10) trading day period ending the ten (10) trading day period ending the ten (10) trading t

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Per Share Stock Consideration (/dictionary/per-share-stock-consideration) has the meaning set forth in Section 3.01(a)(i).

Buyer Stock (/dictionary/buyer-stock) means the common stock, par value \$0.0001 per share, of Buyer.

Pre-Funded Warrant Shares (/dictionary/pre-funded-warrant-shares) means the shares of Common Stock issuable upon exercise of the Pre-Funded Warrants.

Settlement Shares (/dictionary/settlement-shares) With respect to any Settlement Date, a number of Shares, not to exceed the Base Amount, designated as such by Party B in the related Settlement Notice or by Party A pursuant to "Termination Settlement" below; provided that on the Maturity Date the number of Settlement Shares shall be equal to the Base Amount on such date.

Co-op Shares (/dictionary/co-op-shares) Shares issued by private non-profit housing corporations.

Consideration Shares (/dictionary/consideration-shares) means the Purchaser Shares to be issued as the Consideration pursuant to the Arrangement.

VMTP Shares (/dictionary/vmtp-shares) has the meaning set forth in the preamble to this Agreement.

Aggregate Stock Consideration (/dictionary/aggregate-stock-consideration) has the meaning set forth in Section 3.01(b)(iii).

Additional Shares (/dictionary/additional-shares) shall have the meaning specified in Section 14.03(a).

Payment Shares (/dictionary/payment-shares) means shares of Common Stock issued by the Company as provided in Section 2(b) below.

Adjustment Shares (/dictionary/adjustment-shares) shall have the meaning set forth in Section 11(a)(ii) hereof.

Net Share Settlement Amount (/dictionary/net-share-settlement-amount) For any Settlement Date, an amount equal to the product of (i) the number of Warrants exercised or deemed exercised on the relevant Exercise Date, (ii) the Strike Price Differential for the relevant Valuation Date and (iii) the Warrant Entitlement.

Daily Share Amount (/dictionary/daily-share-amount) means, with respect to any VWAP Trading Day, the quotient obtained by dividing (A) the excess, if any, of the Daily Conversion Value for such VWAP Trading Day over the applicable Daily Maximum Cash Amount by (B) the Daily VWAP for such VWAP Trading Day. For the avoidance of doubt, the Daily Share Amount will be zero for such VWAP Trading Day if such Daily Conversion Value does not exceed such Daily Maximum Cash Amount.

Parent Shares (/dictionary/parent-shares) means the shares of common stock, par value \$1.00 per share, of Parent.

PIPE Shares (/dictionary/pipe-shares) shall have the meaning given in the Recitals hereto.

Share Consideration (/dictionary/share-consideration) has the meaning set forth in Section 5.1.

Most Referenced Clauses

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Confidentiality (/clause/confidentiality)

Force Majeure (/clause/force-majeure)

Indemnity (/clause/indemnity)

Intellectual Property Ownership (/clause/intellectual-property-ownership)

Mutual Indemnification (/clause/mutual-indemnification)

Mutual Non Disparagement (/clause/mutual-non-disparagement)

Non Circumvention (/clause/non-circumvention)

Non Compete (/clause/non-compete)

Non Solicitation (/clause/non-solicitation)

Termination (/clause/termination)

Most Referenced Definitions

Adjusted Tangible Net Worth (/dictionary/adjusted-tangible-net-worth)

Applicable Law (/dictionary/applicable-law)

Background Intellectual Property (/dictionary/background-intellectual-property)

Business Day (/dictionary/business-day)

Commercial Terms (/dictionary/commercial-terms)

Confidential Information (/dictionary/confidential-information)

Date Hereof (/dictionary/date-hereof)

Deed Of Undertaking (/dictionary/deed-of-undertaking)

Foreground Intellectual Property (/dictionary/foreground-intellectual-property)

Good Industry Practice (/dictionary/good-industry-practice)

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