

SYLLABUS

MERGERS & ACQUISITIONS

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OBJECTIVES:

My goal for this class is primarily to give students the type of broad overview of mergers and acquisitions law that an attorney would like a new associate to have. To that end, we will spend much of our class time working through new material by practical application to problems. At the beginning of each session, we will engage in some brief review, so the broad view does not get lost in the details of each lesson and so pulling it together at the end of the semester will be easier. Occasionally, we will invite guest speakers who practice in a particular area of bankruptcy to help us round out our education. Hovering over our discussions, however, will be several serious policy questions about why M&A transactions are important or necessary, what should this body of law's goals be, and whether the present system effectuates those goals.

MATERIALS:

HAZEN & MARKUM, Mergers and Acquisitions (WEST)(most recent edition); HANDOUTS

PREREQUISITES:

First year courses must be completed. Moreover, Corporations is strongly encouraged.

ATTENDANCE:

Regular attendance is required. Excessive unexcused absences (more than TWO) may result in a forced withdrawal from the course. If you miss more than three classes, please see me.

GRADING:

Grades are based on two (2) class projects (25%) and a three (3) hour exam (75%) with two parts: Part I is an objective examination; and Part II is a series of 10 short essay questions. The examination will be "open-book." You may use your notes, group outlines, your code, or anything else you or your study group has prepared. No commercial outlines and no computers. Up to an additional 3 points may be given for class participation.

MAKE-UP EXAMINATION:

Arranged through the Office of the Associate Dean in accordance with policies stated in the College of Law Bulletin.

OFFICE HOURS:

I follow an open door policy and encourage students to see me. If you prefer an appointment, you are welcome to call me at (404) 651-2139 to arrange for a specific time. Office Hours are all day Monday and Wednesday and Thursday before class. Feel free to stop by at any time to visit.

ASSIGNMENTS

Goals

- Develop an appreciation and understanding of business transactions
- Identify the strengths and weaknesses of the various forms of corporate transactions
- Identify the strengths and weaknesses of cross-entity combinations
- Learn how business (corporate, partnership and limited liability entity), securities, tax, accounting, antitrust and bankruptcy effect our decisions
- Recognize the appropriate structures for any given business interest
- Understand the meaning and importance of due diligence

Assignments

- Follow the casebook (Hazen and Markham and suggest that you read related sections in Hornbook)
- Skip Chapter 2, parts 3-4; Chapter 7, part 7.
- Our pace is about one chapter a week (except the first two weeks will focus on chapter 1)
- Deviations may be necessary and should be expected

- * The course syllabus provides a general plan for the course; deviations may be necessary.
- ** Materials presented by guest speakers may be included on the final examination.