

## **A Few Things You Should Know**

*A Few Things You Should Know* is a periodic publication authored by members of our Mergers & Acquisitions practice. Read the latest issue.

### **[Management Equity Incentives in Private Equity Transactions](#)**

In this edition of *A Few Things You Should Know*, we provide practical insights for sellers relating to equity arrangements in private equity buyout transactions.

### **[M&A Deals with Private Equity Funds](#)**

In this edition of *A Few Things You Should Know*, we provide practical insights for doing M&A transactions with private equity buyers.

### **[What's Happening in Delaware M&A – Spring 2017](#)**

This edition of *A Few Things You Should Know* goes over what is happening in the Delaware mergers and acquisitions.

### **[Golden Parachute Payments in M&A Transactions](#)**

This edition of *A Few Things You Should Know* concerns Section 280G of the Internal Revenue Code (the "golden parachute payment" rules). We provide a high-level summary of key Section 280G rules and discuss how Section 280G typically arises in M&A transactions.

### **[Antitrust and Competition Law Concerns in M&A Transactions](#)**

This edition of *A Few Things You Should Know* addresses potential antitrust and competition law issues that may arise in mergers and acquisitions.

### **[Employment Law Issues in M&A Deals](#)**

This edition of *A Few Things You Should Know* discusses potential employment law issues that have the potential to affect M&A deals. In equity acquisitions (including mergers), the target company's legacy employment-related obligations and liabilities will survive the closing—and in some merger structures, become the obligations and liabilities of the buyer. Even if the deal is structured as a sale of assets, it is possible for the buyer to be held liable for employment-related claims as a successor employer if there is substantial continuity between the buyer and seller entities. As a result, it is vital to conduct a thorough investigation of the target company's employment policies and practices and pending employment claims prior to the acquisition in order to avoid potentially serious legal and financial consequences in the future.

### **[What's Happening in Delaware M&A - Summer 2016](#)**

This edition of *A Few Things You Should Know* concerns recent updates in Delaware M&A Law. This update provides a summary of recent Delaware caselaw and statutory developments concerning mergers and acquisitions, including new cases regarding appraisal rights, fraud claims and fiduciary duty and deal process issues.

### **Environmental Diligence in Business and Real Property Transactions**

This edition of *A Few Things You Should Know* concerns environmental diligence in business and real property transactions. We discuss why and how to conduct environmental diligence and related environmental issues to consider in business and real property transactions.

### **Hart-Scott-Rodino and Foreign Merger Notification Requirements**

Antitrust & Global Competition: This edition of *A Few Things You Should Know* concerns antitrust, Hart-Scott-Rodino filings, and foreign merger notifications. Antitrust authorities in the U.S. and competition authorities abroad often require certain transactions to be notified prior to consummation so that the deals can be reviewed for potential antitrust implications. Preparing for antitrust review, drafting deal documents to include the relevant antitrust clauses, and understanding the rules of the road with respect to pre-consummation conduct are all important issues to consider for potential transactions.

### **Insurance and M&A Transactions**

This edition of *A Few Things You Should Know* concerns Insurance and M&A Transactions. It addresses some key issues in the way M&A transactions can impact the insurance coverage of the parties involved in the transaction.

### **Representation & Warranty Insurance**

This edition of *A Few Things You Should Know* concerns Representation & Warranty Insurance. "Representation & Warranty Insurance" (R&W Insurance) is a type of insurance policy purchased in connection with corporate transactions, and covers the indemnification for certain breaches of the representations and warranties in the transaction agreements. It is designed to provide additional flexibility in addressing these obligations, for example, by reducing or eliminating the need for an escrow by the Seller.

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