PREFACE

This book aims to introduce students to the law regulating corporate mergers and acquisitions. It is broadly organized around four sections. The first section is devoted to M&A structures, outlining the various mechanisms by which one corporation acquires control of another. The second section turns to transaction contracts, exploring the fundamental agreements that bind corporations to the terms of their deal. The third section focuses on fiduciary duties, the obligations that directors and officers have when considering how and even whether to engage in an M&A transaction. The final section turns to a variety of special topics, including antitrust law, securities regulation, private equity, and cross-border mergers.

This book is a bit of a hybrid. In many ways, it reads like a traditional law school casebook. Through its pages, you will find numerous judicial decisions, setting out a plaintiff's claims against a defendant and explaining why they succeed or fail. But it also tracks how an M&A attorney practices M&A law. What role does an M&A attorney play in a transactional setting? How do you draft contract provisions to protect your client's interests? How should you advise boards of directors about their duties? These are eminently practical questions that are more transaction-oriented than most law school casebooks. I believe that the study and practice of M&A law have for too long been bifurcated. There are the corporate attorneys who do the deals, and the litigators who sue over them. This does American lawyers and law students a disservice. Society is best served when the people tasked with enforcing the law understand the practical necessities of people who must abide by it.

I hope you enjoy this book and find it of use, wherever your career may take you.

William Magnuson

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