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Mergers + Acquisitions

Miller Canfield's corporate lawyers are recognized for providing clients with highly sophisticated legal representation in a pragmatic and cost-efficient manner. Our M&A practice has a wealth of success and experience in handling many types of M&A transactions throughout the world. We have represented public and private companies, strategic investors, financial investors and private equity/venture capital funds in mergers, acquisitions, dispositions, LBOs, public tender offers and hostile takeovers, 363 and bankruptcy acquisitions, distressed acquisitions and corporate restructurings.

But the firm's M&A practice is especially known for handling complex, multi-national transactions requiring sophisticated understanding of the entire set of issues involved in such transactions.

Cross-border mergers and acquisitions entail a unique set of issues, structuring and concerns, approvals, documentation and negotiation style. Miller Canfield's M&A team is able to provide its clients with its extensive knowledge and practical experience in leading such transactions. For instance, we have represented numerous clients in stock and asset acquisitions in the U.S., as well as strategic investors acquiring business operations in emerging markets and developed economies throughout the world. Among the numerous articles and handbooks written by our M&A team are the following:

Acquiring Businesses in the USA [English] [Chinese] [Polish]
Multi-Jurisdictional Acquisitions
Acquisitions in Emerging Markets
Doing Business in Poland [English] [Chinese]
Automotive Guide [English] [Chinese]

Scope of Services

Our team of M&A lawyers provide clients with top quality service in transactions thanks not only to their depth of knowledge and experience, but also because they are ably assisted by accomplished lawyers from the firm's other practice areas. Accordingly, the firm is able to provide the full array of services required for most M&A transactions, including:

- Antitrust and Competition
- Banking
- CFIUS and Government Approvals
- Corporate Governance
- Environmental
- Executive Compensation and Benefits
- Financing
- Intellectual Property
- Labor, Union, Employment
- Real Estate
- Securities Regulation
- Structuring – Corporate and Tax
- Tax
- Technology + Export Controls

Cross-Border Transactions

Miller Canfield's experience in handling complex, cross-border transactions provides its clients with a distinct advantage in international transactions. Because we focus simultaneously on the local level as well as the cross-border and global implications of each transaction, we provide rich value to clients when undertaking due diligence, risk assessment, transactional structuring and practical governance models. Our clients also benefit from our successful experiences in dealing with the U.S. Committee on Foreign Investment in the United States (CFIUS) and other national and governmental authorities, including the Polish Government on privatization projects.

Our M&A team is regularly called upon to advise buyers, sellers and investors undertaking transactions in and from the BRIC countries and other emerging markets, where the issues involved can introduce further complexities, and where regulatory compliance is problematic for the unwary. Accordingly, our M&A lawyers are integral to and leaders of the firm's China Team, India Team, Mexico Team, Poland Team and International Practice.

Public Mergers, Takeovers and Proxy Contests

We also have substantial experience with public company mergers and takeovers, both friendly as well as contested transactions, including proxy contests and takeover actions. Our M&A team has successfully represented both insurgents and target companies in planning, implementing, and litigating issues involved in contested

elections and shareholder actions. Our lawyers have counseled potential targets in defending takeover attempts and represented companies and individuals in attempts to acquire control of companies in which they have an investment through negotiations, tender offers, litigation and filings with relevant regulatory authorities. We have also acted on behalf of "white knights" in their transactions with targets involved in a takeover attempt by an unwanted suitor. On the friendly side, we have represented buyers in acquiring public target companies, including using forward and reverse triangular merger structuring techniques.

Distressed Mergers, Acquisitions, Sales and Corporate Restructuring

We have represented both strategic and financial purchasers and sellers of distressed companies, utilizing the mechanisms provided by applicable bankruptcy laws in order to structure and carryout mergers, acquisitions, sales and restructuring transactions. We have extensive experience in all aspects of distressed M&A, from due diligence through closing, including in Section 363 sales, CCAA sales, friendly foreclosure structures, negotiating stalking horse and competing bid purchase agreements, negotiating and documenting the transactions and limiting successor liability.

Industry and Sector Specializations

Miller Canfield's M&A practice has represented clients involved in many industries and economic sectors. But the firm is especially known for its long history of transactional experience in the automotive and manufacturing sectors, health care, information technology and software, food/beverage, natural resources and financial institutions sectors. We are very familiar with the business practices of these sectors, and are well aware of the particular issues facing buyers and sellers in undertaking M&A transactions in the sectors, including the following:

- Automotive and Manufacturing
- Food and Beverage
- Health Care
- Life Sciences
- Natural Resources
- Information Technology and Software
