# Tech M&A Monthly Surviving Due Diligence

10 December 2015



# **TECH M&A MONTHLY**

....starts in 2 minutes





www.corumgroup.com

## **Past Attendees Include:**









































# **Past Conferences & Reports**

- Private Equity Panel
- 10 Key Terms in an M&A Contract
- Google Acquisition Strategy
- Deal Structures Today
- Disruptive Tech Trend Reports: IoT Software, Majority Mobilization, Sports & Gaming, etc.
- Special Reports: Patents, New Buyers, M&A Process, Increasing Deal Value...

# TECH M&A MONTHLY

....starts in 1 minute



# **Merge Briefing**

- 90 Minutes
- Industry Update
- Overview of the M&A Process
- Upcoming events in:
  - Chicago
  - Cleveland
  - Atlanta
  - Miami

- Orlando
- Austin
- Dallas
- Houston



# MERGE BRIEFING

# Selling Up, Selling Out

- Half-Day
- Tech M&A Bootcamp
- The most attended tech executive conference in history
- Upcoming events in:
  - Costa Mesa
  - Columbus
  - Tel Aviv
  - San Francisco
  - Palo Alto





# 8 Stages for an **Optimal Outcome**



# **Typical Negotiation Flow**

Discovery process is complete

Seller Buyer Seller delivers an delivers valuation opening counter offer

guidance offer offer

# AVOIDING THE DEAL DISASTERS

# **Upcoming Conference Schedule**

**Selling Up Selling Out (SUSO) -** Ready to go to market? During this half-day workshop, learn to prepare, position, research, value, negotiate, and execute due diligence for maximum price and structure. This is the most attended Tech M&A event ever – participants have done over \$1 trillion in transaction value.

**Merge Briefing (MB) -** The Merge Briefing is a 90-minute executive briefing providing a current M&A market update (trends, valuations, etc.), as well as a brief overview of the Tech M&A process: "8 Steps To An Optimal Outcome."

Jan. 19: Costa Mesa – SUSO Feb. 11: Orlando – MB

Jan. 20: Santa Monica – SUSO Feb. 22: Tel Aviv – SUSO

Jan. 21: Seattle – SUSO Feb. 24: San Francisco – SUSO

Jan. 26: Chicago – MB Feb. 25: Palo Alto – SUSO

Jan. 27: Cleveland – MB Mar. 1: Austin – MB

Jan. 28: Columbus – SUSO Mar. 2: Dallas – MB

Feb. 4: Atlanta – MB Mar. 3: Houston – MB

Feb. 9: Miami – MB Mar. 15: Kansas City – SUSO

# Logistics

- Ask questions any time
  - Use Q&A tab on bottom of screen
  - Click "Refresh Now" to view responses
- This event is being recorded
  - European broadcast December 11, 1 PM Berlin Time
  - On demand webcast will be available at www.corumgroup.com

# Tech M&A Monthly Surviving Due Diligence

10 December 2015



### Welcome



Bruce Milne CEO Corum Group Ltd.

A leader in the software industry, Bruce has founded or owned four software companies, including the largest vertical market software company, AMI, an Inc. 500 firm rated by IDC as the fastest growing computer-related company in the world.

He has served on advisory boards for Microsoft, IBM, DEC, Comdex and Apple, and as board member/founding investor in some of the most innovative firms in their field, including Blue Coat, Bright Star and Sabaki. Past advisor to two governors and a senator, a board member of the Washington Technology Center, and founder of the WTIA, the nation's most active regional technology trade association.

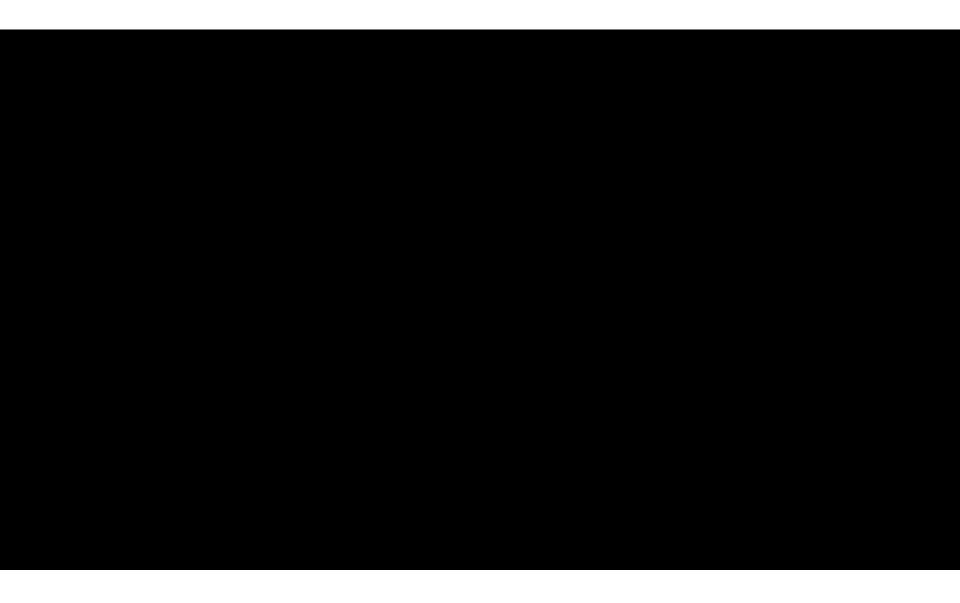
He worked with the Canadian government to found SoftWorld, and he was recently chosen as one of the 200 most influential individuals in the IT community in Europe. He was also the only American juror for the recent Tornado 100 Awards given to Europe's top technology firms

A graduate with Distinction from Harvard Business School, Bruce has written three books on business models for success, including *Power Planning*. He is a frequent lecturer and author.

CORUM

# **Agenda**

- Welcome
- Video Report: WFS London
- Special Guest: Black Duck Software
  - Dealing With Open Source Before M&A Due Diligence
- Research Report
- Annual Report Preview
- 12 Things to Do to Survive Due Diligence
- **Q&A**



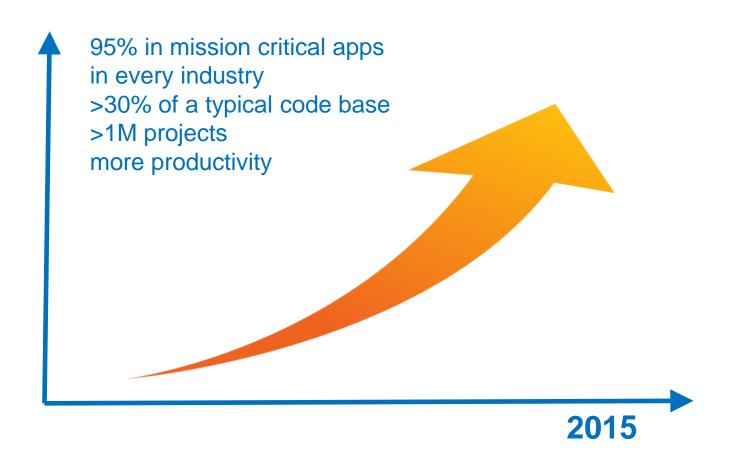




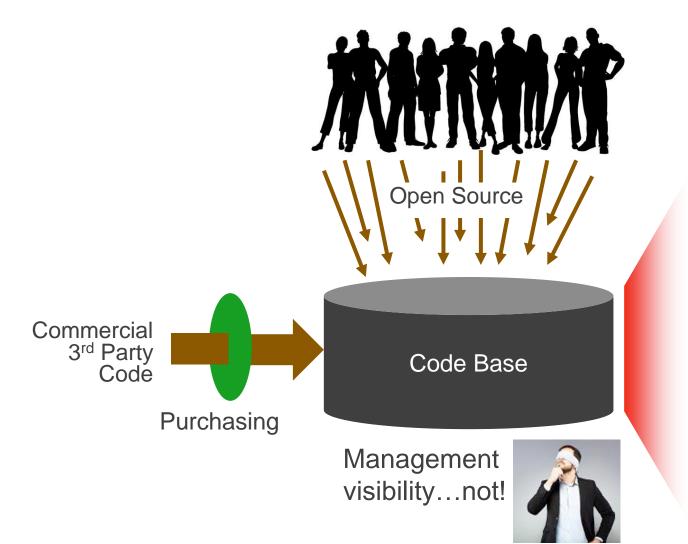
## Dealing With Open Source Before M&A Due Diligence

Phil Odence, VP & GM, Black Duck On-Demand

# Open source use is well past the tipping point



### **Basic Challenge: OSS Often arrives Unchecked**





#### **SECURITY RISK**

Which components have vulnerabilities and what are they



#### **LEGAL RISK**

Which licenses are used and do they match anticipated use of the code

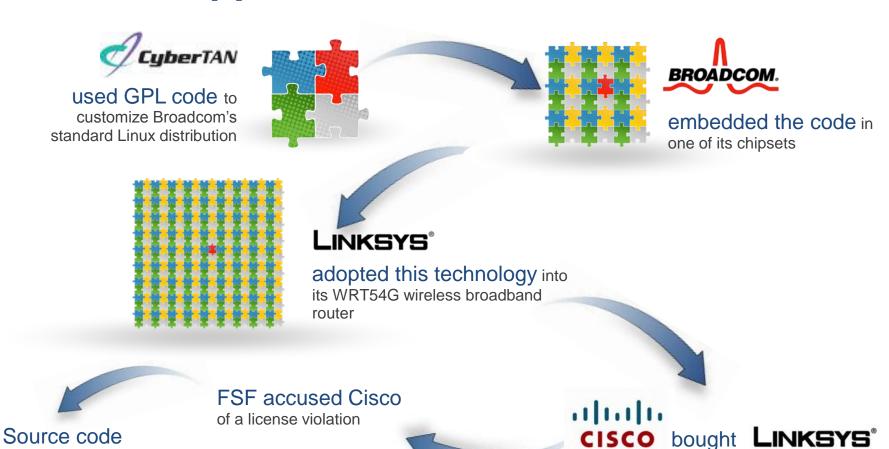


#### **OPERATIONAL RISK**

Which versions of code are being used, and how old are they



# It happens to the best of them...



The story continues...

made available by

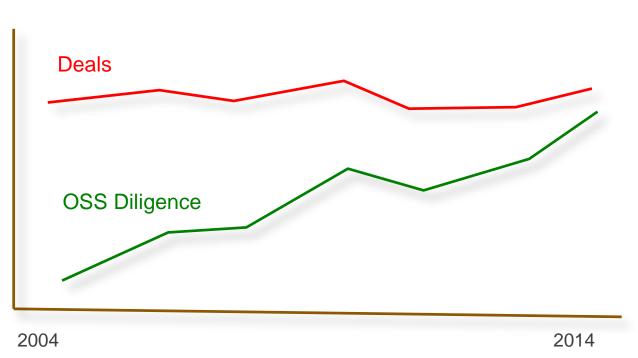
Developers modified firmware turning a low-end (\$60) device into a high-function router

for \$500M in 2003

CORUM

# Open Source is a regular part of diligence

OSS Compliance is becoming routine question in North American tech M&A





Source: Black Duck / 451 Group

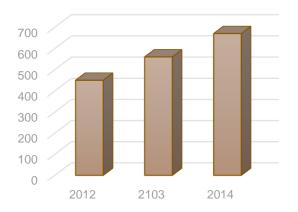
# Black Duck on-demand Audits for Investors, buyers and sellers

- OSS Audit
  - IP/Legal
  - Security
  - Operational
  - Overall Risk Assessment
- Code Quality Audit



- Why Black Duck is the gold standard
  - Trusted reputation
  - Agile business practices
  - Quality of work
  - KnowledgeBase

#### **Black Duck Audits**





## **Summary**

- Developers use open source...for great reason
- And there are many paths for open source into a code base
- Unmanaged use of open source can be risky
- Acquirers are concerned
- Teaming with Black Duck helps avoid the risks and surprises



## **Contact**

- Phil Odence
- podence@blackducksoftware.com

- ondemand@blackducksoftware.com
- Hotline- 781.435.4444



# **Corum Research Report**

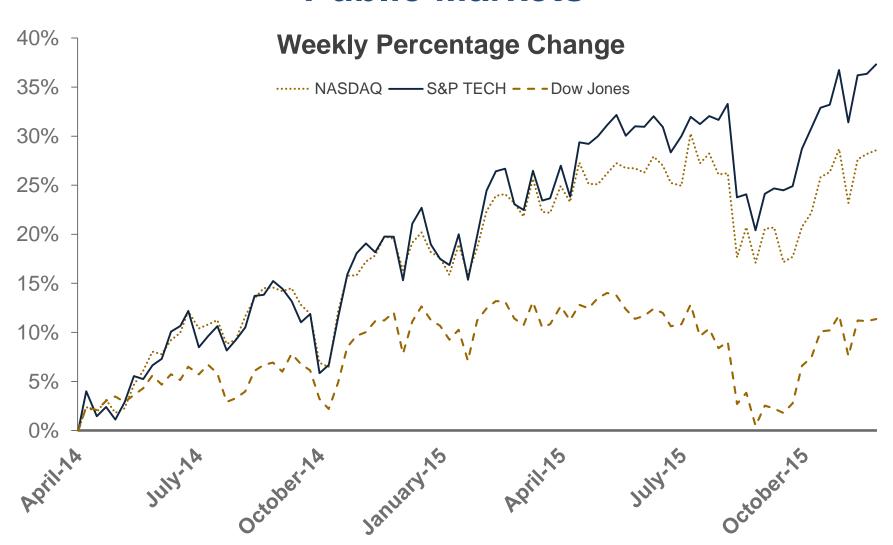


Elon Gasper Vice President, Director of Research



Yasmin Khodamoradi Analyst

# **Public Markets**



# Macro view: 3 Longest\* Bull Market Runs

	Start	End	Years
Dotcom Bubble	Oct. 11, 1990	Mar. 24, 2000	9.5
Postwar Boom	Jun. 13, 1949	Aug. 2, 1956	7.1
Current	Mar. 9, 2009	?	6.8

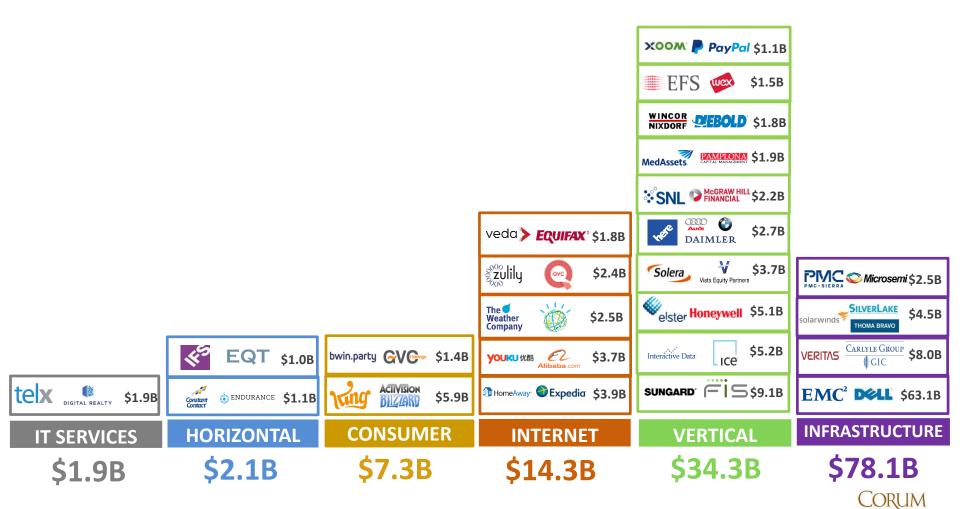




# **Corum Index**

	Nov. 2014	Nov. 2015
# of Transactions	292	322
# of Mega Deals	2	8
Largest Deal	\$3.7B	\$5.9B
Private Equity Deals	20	18
# VC backed Exits	46	48
% Cross Border Transactions	34%	36%
% of Startup Acquisitions	15%	16%
Average Life of Target	14	16

Buyer	Seller	Price
Activision Blizzard	King	\$5.9B
Expedia	HomeAway	\$3.9B
Alibaba	Youku Tudou	\$3.7B
Pamplona Capital	MedAssets	\$1.9B
Equifax	Veda Group	\$1.8B
Diebold	Wincor Nixdorf	\$1.8B
Endurance International	Constant Contact	\$1.1B
EQT Partners	IFS AB	\$1.0B







**Target:** Wincor Nixdorf AG [Germany]

Acquirer: Diebold Inc. [USA]

**Transaction Value:** \$1.8B (0.7x Revenue)









**EQT** \$1.0B





INTERNET

**VERTICAL** 

**INFRASTRUCTURE** 

**IT SERVICES** 

\$1.9B

\$2.1B

**HORIZONTAL** 

\$7.3B

**CONSUMER** 

\$14.3B

\$34.3B

XOOM PayPal \$1.1B

WINCOR DEBOLD \$1.8B

MedAssets. PAMPLONA \$1.9B

\$1.5B

EFS wex

\$78.1B

CORUM



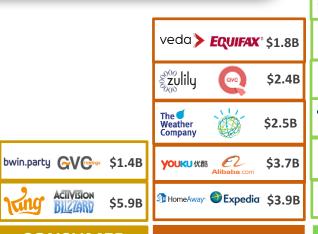


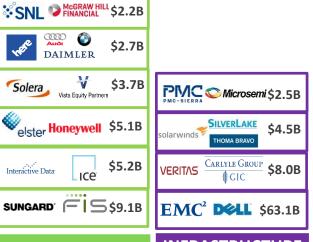


Target: MedAssets Inc. [USA]

Acquirer: Pamplona Capital Management LLP [UK]

Transaction Value: \$1.9B (3.6x Revenue)









EQT \$1.0B

€ ENDURANCE \$1.1B

**CONSUMER** 

ACTIVISION

\$7.3B

INTERNET

\$14.3B

**VERTICAL** 

XOOM PayPal \$1.1B

WINCOR DEBOLD \$1.8B

MedAssets. PAMPLONA \$1.9B

\$1.5B

EFS wex

Solera

Interactive Data

\$34.3B

**INFRASTRUCTURE** 

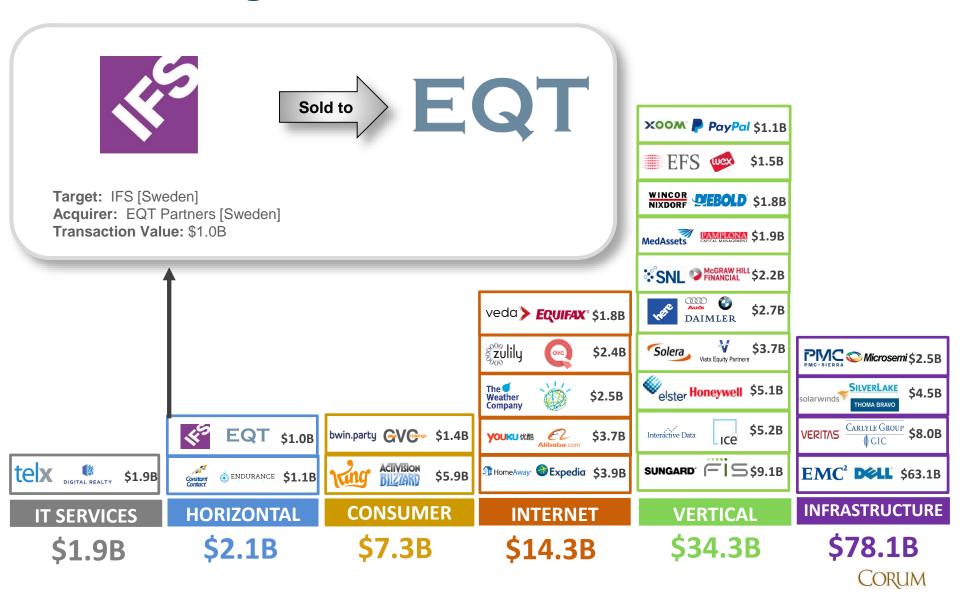
\$78.1B

CORUM

\$1.9B

**IT SERVICES** 

\$2.1B







Target: Veda Group [Australia] Acquirer: Equifax Inc. [USA]

Transaction Value: \$1.8B (6.9x Revenue)

veda > EQUIFAX \$1.8B gzulilu

Solera Vista Equity Partners \$3.7B PMC-SIERRA Microsemi \$2.5B Selster Honeywell \$5.1B SILVERLAKE \$4.5B solarwinds THOMA BRAVO \$5.2B VERITAS CARLYLE GROUP \$8.0B

SUNGARD = 59.1B EMC<sup>2</sup> DELL \$63.1B

**INFRASTRUCTURE** 

\$14.3B

**VERTICAL** 

Interactive Data

\$34.3B

XOOM PayPal \$1.1B

WINCOR DEBOLD \$1.8B

MedAssets PAMPLONA \$1.9B

SNL McGRAW HILL \$2.2B

\$1.5B

\$2.7B

EFS wex

\$78.1B

CORUM





**HORIZONTAL** 

\$7.3B







INTERNET

DIGITAL REALTY \$1.9B

**IT SERVICES** 

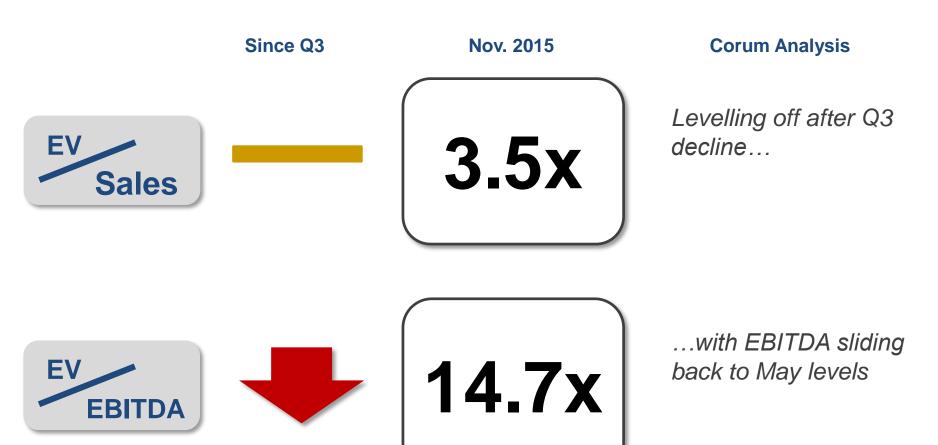
\$1.9B

\$2.1B



### **Infrastructure Software Market**

#### **Public Valuation Multiples**







SILVERLAKE

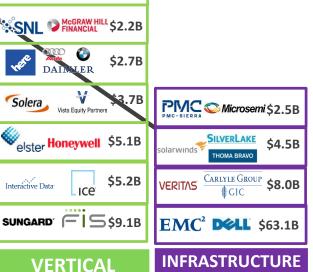
**THOMA BRAVO** 

Target: SolarWinds Inc. [USA]

Acquirer: Silver Lake Partners/Thoma Bravo [USA]

Transaction Value: \$4.5B (9.1x Revenue)







**IT SERVICES** 



**EQT** \$1.0B

€ ENDURANCE \$1.1B

\$2.1B

**CONSUMER** 

\$14.3B

INTERNET

XOOM PayPal \$1.1B

WINCOR DEBOLD \$1.8B

MedAssets. PAMPLONA \$1.9B

\$1.5B

EFS wex

\$34.3B

**INFRASTRUCTURE** 

\$78.1B

CORUM

\$1.9B

\$7.3B



### **Infrastructure Software Market**

### **Deal Spotlights**

### acano

Sold to



Target: Acano [United Kingdom] Acquirer: Cisco Systems Inc. [USA] **Transaction Value:** \$700M (70x Revenue)

Pushes Cisco's interoperable solutions in the cloud or via a hybrid model



### Gravitant





Target: Gravitant Inc. [USA] **Acquirer:** IBM Corporation [USA]

Transaction Value: \$95M (47.5x Revenue)

Provides cloud brokerage solutions and will be integrated into IBM's Global Technology Services and Cloud divisions









Target: Elastica Inc. [USA]

Acquirer: Blue Coat Systems Inc. [USA] Transaction Value: \$280M (56x Revenue)

Allows Blue Coat to create a global security platform which protects data stored on-premise, in the cloud, or a combination of the two

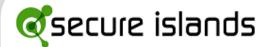


03



### **Infrastructure Software Market**

**Deal Spotlight: Security** 







Microsoft

Target: Secure Islands Technologies Ltd. [Israel]

**Acquirer:** Microsoft Corporation [USA] **Transaction Value:** \$85M (10.6x Revenue)

- Provides data classification, protection and loss prevention technologies

- Compliments Microsoft's Azure Rights Management Service







sliding

Q3

Target: Vormetric Inc. [USA]

**Acquirer:** Thales Group SA [France]

**Transaction Value:** \$400M

- Develops data protection technology for physical, virtual and cloud infrastructures

- Promotes Thales's market leading cybersecurity activities

**CORUM** 





### **IT Services Software Market**

### **Public Valuation Multiples**

Since Q3

Nov. 2015

**Corum Analysis** 

EV Sales



0.98x

Hitting multi-year highs...





10.8x

...as tech service giants expand offerings globally and technologically



### **Deal Spotlight**

Since Q3

Nov. 2015

**Corum Analysis** 



Sold to



Target: UXC Ltd. [Australia]

**Acquirer:** Computer Sciences Corporation (dba CSC) [USA] **Transaction Value:** \$308M (0.6x revenue, 9.6x EBITDA)

- Publicly-traded IT and business solutions provider
- CSC doubles its operations in Australia and now among largest IT companies based on revenue

ind



### **Deal Spotlight**

Since Q3

Nov. 2015

**Corum Analysis** 



Sold to

Deloitte.

**Target:** Cloud Solutions Group [Australia]

**Acquirer:** Deloitte [USA]

- Australian systems integrator and cloud consulting firm
- Expands Deloitte public and private cloud offerings

ind



### **Deal Spotlight**







Acquir

Target: Avenzia [Switzerland]

Acquirer: Ernst & Young Global Ltd. (aka EY) [USA]

- Swiss IT consultancy services provider

- 20-employee team will be integrated into the Finance Advisory practice









Target: Bluestone Consulting [France]

Acquirer: Ernst & Young Global Ltd. (aka EY) [USA]

- Provides data visualization and statistical engineering expertise in the marketing, finance and risk sectors

Builds up big data and analytics capabilities

CORUM

and



### **Deal Spotlight**







EV

**Target:** PowerObjects Inc. [USA] **Acquirer:** HCL Technologies Ltd. [India]

**Transaction Value: \$46M** 

- Microsoft CRM systems integration services provider
- Joint forces enables PowerObjects to spread its expertise through the global channels of HCL









**Target:** Volvo's IT business [Sweden] **Acquirer:** HCL Technologies Ltd. [India]

**Transaction Value: \$138M** 

- Volvo Group's external IT business
- HCL will outsource Volvo's IT infrastructure for 5 years

CORUM

and



### **Deal Spotlight**

Since Q3

Nov. 2015

**Corum Analysis** 





**Target:** Oz Development Inc. [USA]

**Acquirer:** Descartes Systems Group Inc. [Canada]

**Transaction Value: \$29.5M** 

- SCM, ERP and e-commerce systems integrator

- Adds clientele of nearly 7,000 small-to-medium sized businesses

nc



### **Public Valuation Multiples**



Nov. 2015

### **Corum Analysis**





2.1x

Both valuation metrics growing again...





14.9x

... at the same time that gaming M&A picks up

## Mega Deals – H2 2015 to date

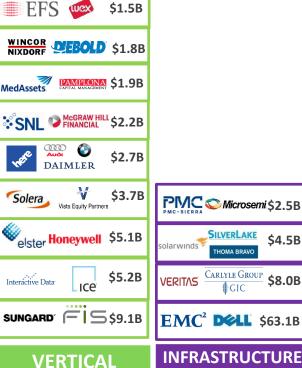




**Target:** King Digital Entertainment Plc [Ireland]

Acquirer: Activision Blizzard Inc. [USA] **Transaction Value:** \$5.9B (2.4x Revenue)









**CONSUMER** 

INTERNET

\$34.3B

XOOM PayPal \$1.1B

**INFRASTRUCTURE** 

\$78.1B

\$1.9B

**IT SERVICES** 

\$2.1B

EQT \$1.0B

€ ENDURANCE \$1.1B

\$7.3B

ACTIVISION

\$14.3B

CORUM

\$4.5B



**Deal Spotlight: Games** 

Since Q3

Nov. 2015

**Corum Analysis** 







Target: Longtail Studios Halifax [Canada]

**Acquirer:** Ubisoft [France]

- Develops and provides mobile and console-based social and casual videogames for consumers
- Will operate as a hub for Ubisoft's mobile development
- Ubisoft aims to maintain changes with more M&A





### **Deal Spotlight: Games**







Target: Looki Publishing GmbH [Germany]

Acquirer: gamigo AG [Germany]

- Provides online casual, social and multiplayer video games, online games publishing
- Looki boosts the number of user accounts on gamigo's platform to more than 65 million







**Target:** Infernum Games GmbH [Germany]

Acquirer: gamigo AG [Germany]

- Develops and provides massively multiplayer online (MMO), social and mobile video games







**Deal Spotlight: Games** 

Sinco O2

Nov 2015

Corum Analysis





Sold to



etrics

Target: Realdeck Inc. [USA]

**Acquirer:** World Poker Fund Holdings Inc. [USA]

**Transaction Value: \$15M** 

- Provides online poker gaming software for casinos and online gaming businesses
- Holds two issued patents to bring a new level of integrity and transparency to the online poker industry

ime





**Deal Spotlight: Wearables** 

Since O2 Nov 2015 Corum Analysis





FOSSIL

etrics

Target: Misfit Inc. [USA]

Acquirer: Fossil Group Inc. [USA]

**Transaction Value: \$260M** 

- Provides wearable health and fitness sensors, related sleep monitoring software and applications

- Misfit will continue developing activity trackers under its own brand
- Fossil is eyeing growth through acquisitions in music, fitness, healthcare and digital entities areas

E

ime

**CORUM** 





### #4: Connected Health

### Linking people to their health data & services

- Technological, regulatory and demographic changes converging to create significant opportunity
- Leveraging new hardware: smartphones, fitness trackers, connected medical devices.
- Improved self-care and remote care/diagnosis.
- Makes healthcare more patient-centric by enabling healthcare consumerism



# **Corum Research Report**



Elon Gasper Vice President, Director of Research



Yasmin Khodamoradi Analyst

# Forecast 2016 – Global Tech M&A Report January 14, 2016

- Topics Include:
  - Tech M&A Predictions for 2016
  - Top 10 Disruptive Tech Trends
  - Valuation Metrics 29 Sectors
  - Luminary Panel Microsoft, Salesforce,
     SAP & Others
  - And much more...

## **Special Report**





#1: Understand the buyer checklist

Rob Schram Senior Vice President Corum Group Ltd.





#2: Prepare your data room in advance

Dan Bernstein Vice President Corum Group Ltd.





Russ Riggins Senior Director Corum Group Ltd.

#3: Deal with accounting problems ahead of time





#4: Control the timing of disclosures

Ward Carter
Chairman
Corum Group Ltd.





Jim Perkins Vice President Corum Group Ltd.

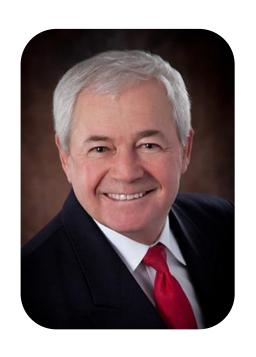
#5: Run a parallel due diligence/final agreement process



#6: Get a draft agreement within 2 weeks

Mark Johnson
Director
Corum Group International, Ltd.





# #7: Appoint a due diligence coordinator

John Simpson Vice President Corum Group Ltd.





#8: Inform only key employees

Jon Scott Senior Vice President Corum Group Ltd.





#9: Watch working capital

Jeff Brown Vice President Corum Group Ltd.





#10: Use your accountants effectively

Dave Levine Vice President Corum Group Ltd.





#11: Use your lawyers effectively

Allan Wilson
Director
Corum Group Ltd.





#12: Use your intermediaries effectively

John Norton Vice President Corum Group Ltd.



- 1: Understand the buyer checklist
- 2: Prepare your data room in advance
- 3: Deal with accounting problems ahead of time
- 4: Control the timing of disclosures
- 5: Run a parallel due diligence/LOI process
- 6: Get a draft agreement early
- 7: Appoint a due diligence coordinator
- 8: Inform key employees
- 9: Watch working capital
- 10: Use your accountants effectively
- 11: Use your lawyers effectively
- 12: Use your intermediaries effectively





### Q&A

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# After the Deal - Celebration



# www.corumgroup.com

