

# 2017 MERGERS & ACQUISITIONS

## The Lifecycle of a Transaction: An Interdisciplinary Approach

A TEI SEMINAR

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Dear Colleague:

This seminar has been designed to enable in-house tax professionals to better understand the modern-day M&A transaction. By utilizing an interdisciplinary approach, in-house tax professionals will examine the range of business, tax and operational issues involved in planning for and implementing a successful M&A transaction. Tax matters addressed will cut across multiple disciplines, including federal, state and local, partnership and international tax (both direct and indirect), as well as critical non-tax compliance regimes (e.g., financial reporting, State Aid, etc.)

Program highlights include:

- Strategic Business Considerations: Tax and Non-Tax Issues
- Due Diligence
- Documenting the Deal – Tax Contractual Provisions and Other Drafting Considerations
- Post-Merger Integration – Best & Worst Practices
- Boxes, Triangles & Other Shapes: Structural Choices & Challenges
- Selected Inbound & Outbound Issues
- Tax Accounting & Financial Reporting Issues
- State & Local Tax Issues and Considerations
- Foreign Law Considerations
- Non-Tax Compliance Regimes
- Unique Entities – RICs, REITs, MLPs, etc.
- Privilege & Work Product
- Employee Benefits & Compensation
- Above-the-Fold: Your Deal, Ethics, Conflicts of Interests and More

We are again delighted to welcome a best-in-class faculty of tax and non-tax professionals to lead our discussions, engage with you and share their insights and experience. Seminar details are provided in the accompanying brochure. Please take a few moments to review the program. I am confident you will agree that TEI's U.S. International Tax, State and Local Tax and Federal Tax committees have designed an outstanding seminar.

Please register early to ensure your participation in this timely and important seminar.



Robert L. Howren  
TEI International President

# 2017 MERGERS & ACQUISITIONS | SCHEDULE OF EVENTS

## The Lifecycle of a Transaction: An Interdisciplinary Approach

### MON., NOV. 6 | The Framework

#### 8:00 – 8:10 am **Welcome, Introductions & Objectives**

Sandhya K. Edupuganty  
*Texas Instruments, Inc.*  
*Chair, TEI's Federal Tax Committee*

Peter Waterstreet  
*Synopsys, Inc.*  
*Chair, TEI's U.S. International Tax Committee*

Marji L. Gordon-Brown  
*MacAndrews & Forbes, Incorporated*  
*Chair, TEI's State & Local Tax Committee*

#### 8:10 – 9:45 am **Strategic Business Considerations: Tax & Non-Tax**

Daniel Luchsinger (Moderator)  
*Covington & Burling LLP*

Michael J. Riella  
*Covington & Burling LLP*

Claudia K. Simon  
*Schulte Roth & Zabel LLP*

Gary Voccio  
*United Technologies Corporation*

#### 9:45 – 10:00 am **Coffee Break**

#### 10:00 – 11:00 am **Due Diligence**

James A. Kennedy (Moderator)  
*OppenheimerFunds, Inc.*

Adam Benson  
*Alvarez & Marsal Taxand, LLC*

Dianne P. Mimmo  
*PricewaterhouseCoopers LLP*

#### 11:00 am – Noon **Documenting the Deal – Tax Contractual Provisions & Other Drafting Considerations**

David Gillman (Moderator)  
*TDS Corporations*

Laurence J. Stein  
*Latham & Watkins LLP*

Jonathan A. Stevens  
*Baker & McKenzie LLP*

#### Noon – 1:15 pm **Luncheon Trends and Trajectories in the M&A Marketplace**

Mark D. Gerstein  
*Latham & Watkins LLP*

#### 1:30 – 2:45 pm **Post-Merger Integration – Best & Worst Practices**

Agnieszka Samoc (Moderator)  
*DanaHER Corporation*

Andrew M. Eisenberg  
*Jones Day*

Kirsten R. Malm  
*Baker McKenzie LLP*

Moshe Spinowitz  
*Skadden, Arps, Slate, Meagher & Flom LLP*

#### 2:45 – 3:00 pm **Coffee Break**

#### 3:00 – 5:00 pm **Boxes, Triangles & Other Shapes: Structural Choices and Challenges**

Jennifer K. Bowers (Moderator)  
*Fortive Corporation*

Michael J. Caballero  
*Covington & Burling LLP*

Timothy S. Shuman  
*McDermott Will & Emery LLP*

Gary B. Wilcox  
*Mayer Brown LLP*

### TUES., NOV. 7 | Selected Issues & Challenges

#### 8:15 – 9:30 am **BREAKOUT SESSIONS**

##### **Selected Inbound and Outbound Issues**

Anthony O'Donnell (Moderator)  
*EMD Serono, Inc.*

James R. Barry  
*Mayer Brown LLP*

Diana S. Doyle  
*Latham & Watkins LLP*

Jeffrey P. Maydew  
*Baker McKenzie LLP*

##### **Tax Accounting & Financial Reporting in M&A**

Barbara Young (Moderator)  
*Marriott International, Inc.*

Angela L. Evans  
*Ernst & Young LLP*

David Northcut  
*Ernst & Young LLP*

# 2017 MERGERS & ACQUISITIONS | SCHEDULE OF EVENTS

## The Lifecycle of a Transaction: An Interdisciplinary Approach

9:30 – 9:45 am **Coffee Break**

9:45 – 11:00 am **BREAKOUT SESSIONS**

### **State and Local Tax Issues and Considerations**

Marji Gordon-Brown (Moderator)  
*MacAndrews & Forbes Incorporated*

Eric J. Coffill  
*Eversheds Sutherland (US) LLP*

Maria P. Eberle  
*Baker McKenzie LLP*

Richard A. Leavy  
*Sidley Austin LLP*

### **Foreign Law Considerations (e.g., Mandatory JV's, VAT)**

Jason Weinstein (Moderator)  
*Amazon.com*

Alan Connell  
*Eversheds Sutherland LLP*

Prabhu Narasimhan  
*White & Case LLP*

Emma Parr  
*White & Case LLP*

11:00 am – 12:15 pm **BREAKOUT SESSIONS**

### **Non-Tax Compliance Regimes**

Tim Wigon (Moderator)  
*Duck Creek Technologies, LLC*

Arco Verhulst  
*KPMG LLP*

Brett A. Weaver  
*KPMG LLP*

### **Unique Entities – RICs, REITS, MLP's, S Corps, etc.**

Joe Trank (Moderator)  
*Stryker Corporation*

Dave F. Levy  
*Skadden, Arps, Slate, Meagher & Flom LLP*

Jonathan Talansky  
*King & Spalding LLP*

12:30 – 1:30 pm **Lunch**

1:30 – 2:45 pm **BREAKOUT SESSIONS**

### **Privilege & Work Product – Where it Fits, Where it Doesn't?**

Maryanne Knott (Moderator)  
*Dunkin' Brands*

Nathan E. Clukey  
*King & Spalding LLP*

Brian C. McManus  
*Latham & Watkins LLP*

### **Employee Benefits & Compensation**

David D. Gillman (Moderator)  
*TDS Corporation*

Regina Olshan  
*Skadden, Arps, Slate, Meagher & Flom LLP*

Patrick Rehfield  
*Morgan, Lewis & Bockius LLP*

2:45 – 3:00 pm **Coffee Break**

3:00 – 4:15 pm **Above the Fold: Your Deal, Ethics, Conflicts of Interest and More** E

Ben Johnson (Moderator)  
*Envision Healthcare Corporation*

Christopher S. Rizek  
*Caplin & Drysdale Chartered*

Karen Sowell  
*Ernst & Young LLP*

4:15 pm **Adjourn**

# GENERAL INFORMATION

## REGISTRATION

The registration fee is \$800 for TEI members, and \$1,150 for nonmembers. All payments must be in U.S. funds. There are three ways to register:

- 📄 **WEB:** Go to [www.tei.org](http://www.tei.org).
- ✉️ **MAIL:** Send registration form with check or credit card information.
- @ **EMAIL:** Scan and send registration form with credit card information to [meetings@tei.org](mailto:meetings@tei.org).
- 📠 **FAX:** 202.638.5607. Credit card registrations only. VISA, MasterCard, American Express, Diners Club, and Discover accepted.

**Registration** is limited to members of TEI and other in-house tax professionals. (Individuals engaged in private law, accounting, or other consulting practice are ineligible to attend). No partial or split registrations are permitted. Registration forms without payment will not be processed by TEI. *Please note:* Membership in Tax Executives Institute is on an individual basis; there are no “company” or “corporate” memberships. Only members of the Institute — or individuals whose membership applications are pending at TEI — are entitled to the \$800 member rate. All others are required to pay at the \$1,150 nonmember rate. For membership information, visit the “Membership” section of [www.tei.org](http://www.tei.org).

**Enrollment is limited** and registrations will be accepted on a first-come, first-served basis. Should maximum enrollment be reached prior to the seminar and TEI cannot accept your registration, you will be notified immediately. You will receive a confirmation by email; no other confirmation will be sent.

**Conference Handout Materials.** Conference materials will be posted in a searchable form on a secure website as they are received from the speakers. Beginning two weeks before the conference, registrants will be able to access the handouts via a secure link (requiring a password), so they can download or print them out. No paper copies will be provided in your registration materials onsite, and onsite printing facilities will be extremely limited. TEI encourages you to print documents of interest in advance. (Wi-Fi will be available in the meeting rooms.) Materials will remain accessible by conference registrants for one month after the conference.

## HOTEL RESERVATIONS

A block of rooms is being held at Aloft Boston Seaport Hotel. Registrants are responsible for making their own reservations. Please telephone the hotel at 877.462.5638 (U.S. & Canada) and identify yourself as a member of the Tax Executives Institute group. The room rate is \$239 per night single/double occupancy, plus tax. TEI’s block of rooms will be released for sale to the public on October 20, 2017. Requests for accommodations after that date, or if the block sells out prior to October 20, 2017, cannot be ensured.

### Hotel Information

Aloft Boston Seaport Hotel  
401-403 D Street  
Boston, MA 02210

Across from the Boston Convention & Exhibition Center, this trendy, modern hotel is also 2 miles from the New England Aquarium and 3 miles from Boston Logan International Airport.

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## PLANNING COMMITTEE

### Robert L. Howren

Bluelinx Corporation  
*TEI International President*

### James P. Silvestri

PCS Wireless  
*Chair, TEI’s Continuing Education Committee*

### Sandhya K. Edupuganty

Texas Instruments, Inc.  
*Chair, TEI’s Federal Tax Committee*

### Marji L. Gordon-Brown

MacAndrews & Forbes, Incorporated  
*Chair, TEI’s State & Local Tax Committee*

### Peter Waterstreet

Synopsis, Inc.w  
*Chair, TEI’s U.S. International Tax Committee*

### Eli Dicker

*Executive Director, TEI*

### Patrick Evans

*Chief Tax Counsel, TEI*

### Pilar Mata

*TEI Tax Counsel*

### Watson McLeish

*TEI Tax Counsel*

### Benjamin Shreck

*TEI Tax Counsel*

# 2017 MERGERS & ACQUISITIONS

# REGISTRATION FORM

## The Lifecycle of a Transaction: An Interdisciplinary Approach

Use this form for mailing or faxing your registration. Mail to: TEI, P.O. Box 9407, Uniondale, NY 11555-9407, Fax: 202.638.5607

Name \_\_\_\_\_

Nickname for Badge \_\_\_\_\_

Your Title \_\_\_\_\_

Company \_\_\_\_\_

Mailing Address \_\_\_\_\_

City \_\_\_\_\_ State/Province \_\_\_\_\_ Zip/Zone \_\_\_\_\_ Country \_\_\_\_\_

Phone/Fax \_\_\_\_\_ Email \_\_\_\_\_



Please check here if you require special accessibility or assistance at this function. We will contact you.

### TEI MEMBER

\$800 Member Registrant

### TEI NONMEMBER

\$1,150 Nonmember Registrant

**Note:** Membership in TEI is on an individual not company-wide basis. Amount (U.S. Funds).

Charge to:  VISA  MasterCard  American Express  Discover  Diners Club

Amount of Charge \_\_\_\_\_

Card Number \_\_\_\_\_ Exp. Date \_\_\_\_\_

Signature \_\_\_\_\_

Cardholder Name (print) \_\_\_\_\_

**If faxing your registration using a credit card, please do so between 9:00 a.m. and 4:00 p.m. ET to ensure confidentiality. Fax number for registrations and cancellations is 202.638.5607.**

All **cancellations** must be made *in writing* by 4:00 pm ET on **October 16, 2017**, and will be subject to an administrative service charge of \$75 (U.S.); for cancellations after October 16, 2017 (the date handout materials become available) and before October 23, the charge will be \$200 (U.S.).

No refunds will be made for cancellations received after October 23 and for no-shows. Cancellations must be received in writing to meetings@tei.org. Refunds of credit card registrations, less administrative charge, will be made to credit card account. TEI's Federal Taxpayer ID Number is 52-0239291.

In accordance with section 274(n) of the Internal Revenue Code, the portion of the seminar registration fee attributable to food and beverage is \$250 (U.S.).



Tax Executives Institute is registered with the National Association of State Boards of Accountancy (NASBA) as a sponsor of continuing professional education on the National Registry of CPE Sponsors. State boards of accountancy have final authority on the acceptance of individual courses for CPE credit. Complaints regarding registered sponsors may be addressed to the National Registry of CPE Sponsors, 150 Fourth Ave. North, Suite 700, Nashville, TN 37219-2417. **Website: [www.nasba.org](http://www.nasba.org)**.

For more information regarding administrative policies such as complaint or refund, please contact TEI directly at 202.638.5601.

**Date:** November 6-7, 2017

**Delivery Method:** Group Live

**Program Level:** Update

**Field of Study:** Taxes

**Learning Objectives:** To examine the range of business, tax and operational issues involved in planning for and implementing a successful M&A transaction.

**Prerequisite:** No prerequisites

**Advanced Preparation:** No advance preparation required

**CPE Credit:** 16 (based on a 50-minute hour)

**CLE Credit:** 13.5 (based on a 60-minute hour)

**Accounting Credit:** 1.0 (based on a 50-minute hour) **A**

**Ethics Credit:** 1.0 (based on a 50-minute hour) **E**

Tax Executives Institute and TEI Education Fund accord to participants of any race, color, creed, sex or national ethnic origin all the rights, privileges, programs, and activities generally accorded or made available to participants at its program, courses, and other activities.

CPE/CLE requirements vary from jurisdiction to jurisdiction. TEI's education programs are designed to meet NASBA standards, and are generally accepted by CPE/CLE agencies across the United States. Registrants should check the rules in their own jurisdictions to ensure eligibility.



**TAX EXECUTIVES INSTITUTE, INC.**

**November 6-7, 2017**  
Aloft Boston Seaport Hotel • Boston, MA  
TEI Mergers & Acquisitions Seminar