

QUARTERLY UPDATE

Q3

2021

**M&A
NEWSLETTER**

Are we driving too fast for
the market conditions?



LAWRENCE, EVANS & CO., LLC

Investment Banking | Corporate Finance | Consulting

Q3 MARKET DEVELOPMENTS

Stock performance was soft over the quarter with all four of the tracked indices generating slight positive to negative returns for the quarter. The emergence of the Covid19 Delta variant in late Q2 had accelerated over Q3 and left a slight overhang on stocks.

The benchmark 10 year US Treasury Note ended the quarter at 1.529% which was up 8.6 bps (1.443%) from 6/30/2021 and up 61.2 bps (0.917%) from 12/31/2020.

Index Performance

Index Name	Index Price 9/30/2021	QoQ %	YTD %	TTM %
S&P 500	4,307.54	0.2%	14.7%	28.1%
Russell	2,204.37	-4.6%	11.6%	46.2%
NASDAQ	14,448.58	-0.4%	12.1%	29.4%
Dow Jones	33,843.92	-1.9%	11.3%	21.8%

Source: Yahoo Finance

Inflation

A common discussion point among Americans is the cost of goods and services from fuel to food and everything in between. On Friday 10/29/2021, the government announced that consumer prices rose at the quickest pace in 20 years. The PCE price index for September increased 4.4 percent from one year ago, reflecting increases in both goods and services. Energy prices increased 24.9 percent while food prices increased 4.1 percent. Excluding food and energy, the PCE price index for September increased 3.6 percent from one year ago.

Accelerating Inflation

Personal-consumption-expenditures price index, change from previous year.



Note: Seasonally adjusted
Source: Commerce Department
Source: Wall Street Journal

Wage Pressure

Employment-cost index, change from previous quarter.



Source: Bureau of Economic Analysis
Source: Labor Department

Concurrent with rising prices is the accelerating cost of wages. The third-quarter employment cost index report showed wages increased 1.5% Q over Q, which was the largest advance in series data back to 2001. Employers are required to pay higher wages to attract workers.

Against this backdrop, the narrative from officials at the Federal Reserve and administration is that these increases are transitory. While increases in wages may be harder to give back in the future, the hope is that the cost of other goods will trend lower as the economy continues to reopen, supply chains run more smoothly, and COVID become more manageable. Are we driving too fast for current conditions?

Washington Watch

In the 24 hour news cycle culture we live in today, Americas are truly getting an up-close look at "how the sausage is made" within the legislative process. In May 2021, the Biden Administration announced proposed changes to the US Tax Code which would move corporate taxes rates to 28% from the current 21% rate from the Trump tax cuts and treat long-term capital gains as ordinary income which sent reverberations through the M&A world. For reference, the current long term capital gains rate is 20% for the highest income bracket.

These tax increases were going to be used to support the social program proposal which were part of the "Green New Deal" and the "Soft Infrastructure Bill". Here is a high-level synopsis of politics in 2021. Two separate bills are introduced, one focuses on hard infrastructure ("hard bill") (roads, bridges, etc.) and one on soft infrastructure ("soft bill") (climate, paid family leave, early childhood education, expansion of healthcare). The hard bill received bi-partisan approval in the senate and potentially bi-partisan approval in the house. The soft bill was introduced at a price tag north of \$6 trillion and has gradually come down to \$4 trillion, \$3 trillion, \$2 trillion, and now the announced \$1.85 trillion. The hard bill was going to pass via traditional bi-partisan vote and the soft bill through reconciliation. Then it was realized that the risk of passage for the soft bill increased if the hard bill was already passed so democrats linked the two measures together. Then the bills were separated but then they were linked again. During this time, the debt ceiling was going to be hit and hard ball was played by both parties. The last possible moment the debt ceiling

was increased, and the government will stay open until early December 2021. Also, the original bill's tax increases have been watered down in the current state. There have been proposals to increase IRS compliance, have the government audit any checking account over \$600 to see non-compliance, a billionaire wealth tax, an additional wealth tax on any taxpayer over \$10 million in assets, a minimum 15% corporate tax, a narrative that moderate senators would be okay with a 25% corporate tax rate, the change in narrative from those same senators that they do not want any change in corporate tax rates.

Alas, seeing how the sausage is made. From this armchair quarterback perspective, the situation is highly fluid and seems to change daily but here are a few takeaways: the country is highly polarized and is quite frankly a little scary, the governing margin is tight (50/50 in the senate with tie breakers to the democrats, and the democrats have a 3 representative margin in the house), headline tax rates will not be the numbers floated back in May, and soon all the house of representatives and 2/3rds of the senate need to focus on their true calling in life which is getting re-elected in Nov 2022.

New "Cold" War with China

It was announced recently that China tested a nuclear-capable hypersonic rocket that, from all news accounts, took the US intelligence community by surprise. Gen Mark Milley, chairman of the joint chiefs of staff, was the first Pentagon official to confirm the nature of a test this year. It is believed the test took place in August. While on Bloomberg Television, Gen Milley stated "What we saw was a very significant event of a test of a hypersonic weapon system, and it is very concerning." He went on to say, "I think I saw in some of the newspapers, they used the term Sputnik moment," he added. "I don't know if it's quite a Sputnik moment, but I think it's very close to that. So it's a very significant technological event that occurred, or test that occurred, by the Chinese. And it has all of our attention."

China (and Russia) are conspicuously absent from the UN Climate Summit (COP26) the first week of November 2021. Having two of the largest users of coal fired power will make it a challenging to come to a global consensus on steps to fight climate change.

It seems China will continue to put their stamp on the global stage in the 21st Century.

Dry Powder (Available cash for investments) with Private Equity and related Funds

It's been said that "We are living in the best 2 to 5 years of our life for deal making".

Helping to buffet this statement is the sheer amount of dry powder that is sitting on the sidelines to be invested in new deals. According to a S&P Global Market Intelligence report on August 24, 2021, **a record of \$2.286 trillion of dry powder** was estimated by Prequin as of August 18. Interestingly enough, 25 private equity firms globally hold \$509.81 billion in dry powder or 22.3% of the total amount. 15 of the top 25 are in the US.

The number of baby boomers that will look to transition over the coming years along with the increasingly strong bid from private equity should lead to strong deal dynamics for future years.

As a reminder, dry powder is money that needs to be invested by private equity in businesses. If private equity does not invest this money, they miss out on collecting the management fees from their investors.

[Link to S&P Report](#)

Largest private equity firms globally by dry powder

Entity name	Country	Private equity dry powder, estimated (\$M)	Number of private equity funds in market (actual)
Blackstone Inc.	U.S.	43,202.3	11
KKR & Co. Inc.	U.S.	42,802.8	2
CVC Capital Partners Ltd.	U.K.	33,321.4	0
Ardian	France	29,964.2	0
JIC Capital Co. Ltd.	Japan	26,023.8	0
The Carlyle Group Inc.	U.S.	25,613.8	21
SoftBank Investment Advisers (UK) Ltd.	U.K.	22,420.8	0
Bain Capital Private Equity LP	U.S.	20,561.8	1
EQT AB (publ)	Sweden	20,246.8	1
TPG Capital LP	U.S.	20,132.3	7
China Reform Holdings Corp. Ltd.	China	19,626.3	1
Thoma Bravo LLC	U.S.	18,641.0	1
Hillhouse Capital Management Ltd.	Hong Kong	16,728.1	3
Apollo Global Management Inc.	U.S.	16,665.0	2
HarbourVest Partners LLC	U.S.	16,627.0	11
Silver Lake Management LLC	U.S.	16,571.8	1
Lexington Partners LP	U.S.	15,369.4	0
Clayton Dubilier & Rice LLC	U.S.	14,548.8	0
TA Associates Management LP	U.S.	14,519.2	0
Genstar Capital LLC	U.S.	14,432.2	0
Advent International Corp.	U.S.	12,756.3	2
AlpInvest Partners BV	Netherlands	12,482.8	0
Goldman Sachs AIMS Group	U.S.	12,441.8	5
Chengtong Fund Management Co. Ltd.	China	12,342.0	0
Polaris Capital Group Co. Ltd.	Japan	11,769.6	0

Data accessed as of Aug. 18, 2021.
Credit: Cat Weeks
Sources: S&P Capital IQ Pro; Prequin



TOP TRANSACTIONS

Deal Date	Company Name	Investors	Deal Size (\$mm)	Deal Status	Deal Synopsis
21-Jul-2021	Alexion	AstraZeneca (LON: AZN)	39,000.0	Completed	The company was acquired by AstraZeneca (LON: AZN) for USD 39 billion on July 21, 2021. The acquisition allows AstraZeneca to move further into immunology with an enhanced scientific presence and giving it the company's lead medicine soliris (eculizumab), among four other approved medicines and a pipeline of 11 molecules.
15-Sep-2021	Kansas City Southern (NYS: KSU)	Canadian Pacific Railway (TSE: CP)	29,000.0	Announced/ In Progress	The company reached a definitive agreement to be acquired by Canadian National Railway (TSE: CNR) and Canadian Pacific Railway (TSE: CP) for \$29 billion on September 15, 2021.
21-Jul-2021	Slack	Salesforce.com (NYS: CRM)	27,700.0	Completed	The company was acquired by Salesforce.com (NYS: CRM) for \$27.7 billion on July 21, 2021. Under the terms of the agreement, the company's shareholders will receive \$26.79 in cash and 0.0776 shares of Salesforce common stock for each of the company's shares. The acquisition will help Salesforce.com create a modern workspace that enables collaboration, communities, communications, CRM functionality, customer experience and AI in an ecosystem that will welcome other integrations to extend enterprise functionality.
26-Aug-2021	Maxim Integrated Products	Analog Devices (NAS: ADI)	23,000.0	Completed	The company was acquired by Analog Devices (NAS: ADI) for approximately \$23 billion on August 26, 2021. The acquisition strengthens Analog Devices position as an analog semiconductor leader and the combination would increase Analog Devices's global scale and enhance depth of domain expertise and engineering capabilities, enabling Analog Devices to offer more complete solutions. Pursuant to the acquisition the company's common stock will no longer be listed for trading on the NASDAQ stock market.
23-Sep-2021	Athenahealth		20,000.0	Rumor/Speculation	The company is rumored to be in talks regarding a potential acquisition for approximately \$20 billion on September 23, 2021.
13-Jul-2021	SAS Institute		17,500.0	Failed/Cancelled	The company was rumored to be in talks regarding a potential acquisition by Broadcom (NASDAQ: AVGO) for \$17.5 billion on July 12, 2021. Subsequently, the deal was cancelled on July 13, 2021.
30-Sep-2021	Five9 (NAS: FIVN)	Zoom Video Communications (NAS: ZM)	14,700.0	Failed/Cancelled	The company was in talks to be acquired by Zoom Video Communications (NAS: ZM) for \$14.7 billion on July 18, 2021. The acquisition would have helped Zoom Video Communications to enhance its platform for customer engagement. Subsequently, the deal was cancelled on September 30, 2021.
31-Aug-2021	Proofpoint	Thoma Bravo	12,300.0	Completed	The company was acquired by Thoma Bravo through a \$12.3 billion public-to-private LBO on August 31, 2021. The Goldman Sachs Group and Ares Management, Macquarie, Jefferies Finance, UBS, Goldman Sachs, KKR and other lenders provided \$2.85 billion of debt financing in the form of a \$2.6 billion first lien term loan B, a \$250 million revolver facility and a first lien loan in support of the transaction.
13-Sep-2021	MailChimp	Intuit (NAS: INTU)	12,000.0	Announced/In Progress	The company reached a definitive agreement to be acquired by Intuit (NAS: INTU) for \$12 billion on September 13, 2021.
01-Jul-2021	PRA Health Sciences	Icon (NAS: ICLR)	12,000.0	Completed	The company was acquired by Icon (NAS: ICLR) for \$12 billion on July 1, 2021. The acquisition will allow Icon to enhance consulting, clinical and commercial services portfolio, geographic presence, therapeutic capabilities and data-powered healthcare technology of Icon.
30-Sep-2021	Accelaron Pharma (NAS: XLRN)	Merck & Co. (NYS: MRK)	11,500.0	Announced/In Progress	The company reached a definitive agreement to be acquired by Merck & Co. (NYS: MRK) for \$11.5 billion on September 30, 2021. The acquisition complements and strengthens Merck's Cardiovascular Pipeline and give an access to the company's rare disease drug candidate, sotatercept.
02-Sep-2021	Hill-Rom Holdings (NYS: HRC)	Baxter International (NYS: BAX)	10,500.0	Announced/In Progress	The company reached a definitive agreement to be acquired by Baxter International (NYS: BAX) for \$10.5 billion on September 2, 2021. The acquisition accelerates Baxter's digitally-enabled connected care solutions across the continuum of care.
30-Aug-2021	Aldevron	Danaher (NYS: DHR)	9,600.0	Completed	The company was acquired by Danaher (NYS: DHR) for \$9.6 billion on August 30, 2021.
13-Jul-2021	GlobalLogic	Hitachi (TKS: 6501)	8,500.0	Completed	The company was acquired by Hitachi (TKS: 6501) for \$8.5 billion on July 13, 2021. The acquisition will enhance Hitachi Group's ability to deliver on its strategy to promote Social Innovation Business through digital technology to solve the issues faced by customers and society. The total acquisition cost, including repayment of GlobalLogic's interest-bearing debt, is \$9.6 billion.
02-Jul-2021	Parexel International	EQT (STO: EQT)	8,500.0	Announced/In Progress	The company entered into a definitive agreement to be acquired by EQT and Goldman Sachs Merchant Banking Division through an \$8.5 billion LBO on July 2, 2021.
18-Aug-2021	GRAIL	Ilumina (NAS: ILMN)	8,000.0	Completed	The company was acquired by Ilumina (NAS: ILMN) for \$8 billion on August 18, 2021.
22-Sep-2021	MJFG Union Bank	U.S. Bancorp (NYS: USB)	8,000.0	Announced/In Progress	The company, a subsidiary of Mitsubishi UFJ Financial Group (TKS: 8306), reached a definitive agreement to be acquired by U.S. Bancorp (NYS: USB) for \$8 billion on September 22, 2021. The acquisition underscores U.S. Bancorp's commitment to strengthen and grow its business on the West Coast, make investments to serve customers and local communities and enhance competition in the financial services industry.
20-Sep-2021	Tegna (NYS: TGNA)	Apollo Global Management (NYS: APO), Ares Management (NYS: ARES), Standard General	8,000.0	In Bidding Process	The company has received bids to be acquired by Mr. Byron Allen, Apollo Global Management, Ares Management and Standard General through an estimated \$8 billion public-to-private LBO as of September 20, 2021.
19-Aug-2021	Inovalon Holdings (NAS: INOV)	22C Capital, Insight Partners, Nordic Capital	7,300.0	Announced/In Progress	The company entered into a definitive agreement to be acquired by Nordic Capital, Insight Partners, 22C Capital, Mr. Keith Dunleavy and other Class B stockholders through a \$7.3 billion public-to-private LBO on August 19, 2021. Upon completion of the transaction, Inovalon will become a private company with greater flexibility to focus on strategies that drive innovation and global market development.

Source: Pitchbook Data, Inc.

TOP TRANSACTIONS – CONT.

Deal Date	Company Name	Investors	Deal Size (\$mm)	Deal Status	Deal Synopsis
07-Jul-2021	Ingram Micro	Platinum Equity	7,200.0	Completed	The company, a subsidiary of HNA Technology, was acquired by Platinum Equity through a \$7.2 billion LBO on July 7, 2021. Bank of America Merrill Lynch, J.P. Morgan and Morgan Stanley Senior Funding provided debt financing to support the transaction.
01-Sep-2021	Tech Data	SYNNEX (NYS: SNX)	7,200.0	Completed	The company was acquired by Synnex (NYS: SNX) for approximately \$7.2 billion on September 1, 2021. The transaction combines both company's core growth platforms to establish differentiated end-to-end solutions portfolio and product offerings in growing product segments like cloud, data centers, security, Internet of Things (IoT), services, 5G and intelligent edge. Apollo Global Management received an aggregate 44 million shares of common stock, net \$1.1 billion in cash after giving effect to a \$500 million equity contribution and the refinancing of the company's net debt.
22-Sep-2021	W. R. Grace & Company	Standard Industries	7,000.0	Completed	The company was acquired by Standard Industries through a \$7 billion public-to-private transaction on September 22, 2021.
30-Sep-2021	Stamps.com	Thoma Bravo	6,600.0	Completed	The company was acquired by Thoma Bravo through a \$6.6 billion public-to-private LBO on September 30, 2021. In support of the transaction, \$2.6 billion of debt financing was provided by Blackstone Credit, Ares Management, PSP Investments Credit USA and Thoma Bravo Credit.
26-Jul-2021	Medallia (NYS: MDLA)	Thoma Bravo	6,400.0	Announced/In Progress	The company entered into a definitive agreement to be acquired by Thoma Bravo through a \$6.4 billion LBO on July 26, 2021. Blackstone Credit, Apollo Capital Management, Thoma Bravo Credit, Antares Capital and Kohlberg Kravis Roberts provided debt financing in the form of a loan for the transaction. As a result of this transaction the company will be taken private.
30-Jul-2021	Culligan International	Advent International, BDT Capital Partners, Mubadala Investment Company	6,000.0	Completed	The company was acquired by Mubadala Investment Company, BDT Capital Partners and Advent International through an estimated \$6 billion LBO on August 2, 2021. A \$2.475 billion financing for the acquisition consisting of a \$2 billion first-lien secured term loan B facility, a \$250 million delayed draw term loan B facility and a \$225 million revolving credit facility to finance the acquisition.
09-Aug-2021	The Bountiful Company	Nestlé Health Science	5,750.0	Completed	The company was acquired by Nestlé Health Science, a subsidiary of Nestlé (SWX: NESN), for \$5.75 billion on August 9, 2021. The acquisition gives Nestlé Health Science a broader range of trusted products and more ways to enhance the health of customers around the world.
17-Sep-2021	BioLegend	PerkinElmer (NYS: PKI)	5,250.0	Completed	The company was acquired by PerkinElmer (NYS: PKI) for \$5.25 billion on September 17, 2021. The acquisition expands PerkinElmer's existing life science franchise into new segments, and its state-of-the-art campus in San Diego, California will become PerkinElmer's global Center of Excellence (CoE) for research reagent content development for the combined company.
06-Jul-2021	Solenis	Platinum Equity, Sigura	5,250.0	Announced/In Progress	The company has entered into a definitive agreement to be acquired by Sigura, via its financial sponsor Platinum Equity, through a \$5.25 billion LBO on July 6, 2021.
07-Sep-2021	The Chamberlain Group	The Blackstone Group (NYS: BX)	5,000.0	Announced/In Progress	The company entered into a definitive agreement to be acquired by The Blackstone Group through an estimated \$5 billion LBO on September 7, 2021. Wells Fargo, Barclays, Citi, and Deutsche Bank are providing committed debt financing for the transaction.
01-Sep-2021	Yahoo (New York)	Apollo Global Management (NYS: APO)	5,000.0	Completed	The company was acquired by Apollo Global Management through a \$5 billion LBO on September 1, 2021. The transaction values the company at \$5.56 billion.
30-Jul-2021	McGraw-Hill Education	Platinum Equity	4,500.0	Completed	The company was acquired by Platinum Equity through a \$4.5 billion LBO on July 30, 2021.
08-Sep-2021	Spectrum Brands (Hardware & Home Improvement Division)	Assa Abloy (STO: ASSA B)	4,300.0	Announced/In Progress	Assa Abloy (STO: ASSA B) reached a definitive agreement to acquire the Hardware & Home Improvement Division of Spectrum Brands for \$4.3 billion on September 8, 2021. This acquisition advances Assa Abloy's strategy to strengthen its position by adding complementary products to the core business and further accelerate the transformation from mechanical to digital solutions.
29-Sep-2021	Ports America	Canada Pension Plan Investment Board	4,000.0	Announced/In Progress	The company entered into a definitive agreement to be acquired by Canada Pension Plan Investment Board through a \$4 billion LBO on September 29, 2021.
22-Jul-2021	Adenza	Thoma Bravo	3,750.0	Completed	The company was acquired by Thoma Bravo through a \$3.75 billion LBO on July 22, 2021. As a part of the transaction, the company also received \$2.3 billion of debt financing in the form of a unitranche loan from Apollo Capital Management, Ares Management, Blackstone Credit, Diameter Capital Partners, Goldman Sachs Asset Management, Golub Capital and several other lenders as a part of the transaction. The acquisition creates a leading platform for driving automation and simplification of end-to-end workflows for trading, treasury, risk management and regulatory compliance.
01-Jul-2021	Navistar (US)	Traton (BER: 8TRA)	3,700.0	Completed	The company was acquired by Traton (BER: 8TRA), a subsidiary of Volkswagen (ETR: VOW3), for \$3.7 billion on July 1, 2021. The acquisition accelerates Traton's global champion strategy by expanding its reach across key truck markets worldwide, including scale and capabilities to deliver cutting-edge products, technologies and services to its customers. Pursuant to the acquisition, the company will be delisted from the New York Stock Exchange (NYSE).

Source: Pitchbook Data, Inc.

TOP TRANSACTIONS – CONT.

Deal Date	Company Name	Investors	Deal Size (\$mm)	Deal Status	Deal Synopsis
17-Aug-2021	Kindred At Home	Humana (NYS: HUM)	3,600.0	Completed	The company was acquired by Humana (NYS: HUM) for an estimated \$3.6 billion on August 17, 2021. The acquisition reinforces Humana's commitment to invest in home-based clinical solutions that can improve patient outcomes, increase satisfaction for patients and providers and create value for health plan partners.
05-Jul-2021	DexKo Global	Brookfield Asset Management (TSE: BAMA)	3,400.0	Announced/In Progress	The company entered into a definitive agreement to be acquired by Brookfield Asset Management through a \$3.4 billion LBO on July 5, 2021. As a part of the transaction, the company will receive approximately \$2.3 billion of debt financing led by a syndicate of banks including Credit Suisse, Deutsche Bank, BMO Capital Markets, Bank of America, The Goldman Sachs Group and RBC Capital Markets.
03-Aug-2021	PepsiCo (Tropicana and Other Juice Brands)	PAI Partners	3,300.0	Announced/In Progress	The company, a subsidiary of PepsiCo, entered into a definitive agreement to be acquired by PAI Partners through a \$3.3 billion LBO on August 3, 2021.
14-Sep-2021	Translate Bio	Sanofi (PAR: SAN)	3,200.0	Completed	The company (NAS: TBJO) was acquired by Sanofi (PAR: SAN) for \$3.2 billion on September 14, 2021. The acquisition adds a critical pillar to the company's mRNA Center of Excellence which aims to unlock the potential of next-generation mRNA vaccines and other strategic areas such as immunology, oncology, and rare diseases.
13-Sep-2021	NeuStar	TransUnion (NYS: TRU)	3,100.0	Announced/In Progress	The company reached a definitive agreement to be acquired by TransUnion (NYS: TRU) for \$3.1 billion on September 13, 2021. As a part of this transaction, Golden Gate Capital and Government of Singapore Investment Corporation (GIC) will sell their stake in the company.
25-Aug-2021	Ginger	Headspace	3,000.0	Announced/In Progress	The company reached a definitive agreement to be acquired by Headspace for an undisclosed amount on August 25, 2021.
23-Jul-2021	Tuscan Holdings	Microvast (NAS: MVST)	3,000.0	Completed	The company was acquired by Microvast through a reverse merger, resulting in the combined entity trading on the Nasdaq Stock Market under the ticker symbol MVST on January 31, 2021.
07-Sep-2021	Cincinnati Bell	Ares Management (NYS: ARES), Macquarie Infrastructure (NYS: MIC), Retail Employees Superannuation Trust	2,900.0	Completed	The company was acquired by Brookfield Infrastructure Partners, Macquarie Infrastructure, Retail Employees Superannuation Trust, and Ares Management for \$2.9 billion on September 07, 2020. In support of the transaction, The Goldman Sachs Group, Regions Financial, Société Générale, Mitsubishi UFJ Financial Group, CoBank, Fifth Third Bank, PNC, First Financial Bank, and First Hawaiian Bank provided \$1.53 billion of debt financing in the form of a \$275 million revolver facility and a \$1.35 billion term loan B.
07-Sep-2021	Masterflex (Vernon Hills)	Avantor (NYS: AVTR)	2,900.0	Announced/In Progress	The company, a subsidiary of Antylia Scientific, reached a definitive agreement to be acquired by Avantor for \$2.9 billion on September 7, 2021.
08-Sep-2021	Smiths Group (Medical Unit)		2,800.0	Announced/In Progress	The medical unit of Smiths Group (LON: SMIN), reached a definitive agreement to be acquired by ICU Medical (NAS: ICUI) for \$2.8 billion on September 8, 2021.
26-Jul-2021	Silicon Labs (Infrastructure & Automotive Business)	Skyworks Solutions (NAS: SWKS)	2,750.0	Completed	The infrastructure and automotive business of Silicon Labs (NAS: SLAB) was acquired by Skyworks Solutions (NAS: SWKS) for \$2.75 billion on July 26, 2021. The acquisition helps Skyworks Solutions to expand into markets such as electric and hybrid vehicles, 5G wireless infrastructure and data centers.
03-Aug-2021	Sinclair Oil	HollyFrontier (NYS: HFC)	2,600.0	Announced/In Progress	The company reached a definitive agreement to be acquired by HollyFrontier (NYS: HFC) for \$2.6 billion on August 3, 2021.
12-Jul-2021	Flagstar Bank (NYS: FBC)	New York Commercial Bank (NYS: NYCB)	2,540.0	Completed	The company was acquired by New York Commercial Bank (NYS: NYCB) for \$2.54 billion on July 12, 2021. The combined company will have significant scale, geographic diversification, improved funding profile and a broader product mix.
12-Aug-2021	Reebok America	Authentic Brands Group (NYS: AUTH)	2,478.9	Announced/In Progress	The company, a subsidiary of Adidas, entered into a definitive agreement to be acquired by Authentic Brands Group, via its financial sponsors BlackRock Private Equity Partners, General Atlantic, Leonard Green & Partners, Lion Capital and Jasper Ridge Partners, through an estimated EUR 2.1 billion LBO on August 12, 2021.
02-Sep-2021	Talend	Thoma Bravo	2,400.0	Completed	The company was acquired by Thoma Bravo through a \$2.4 billion public-to-private LBO on September 2, 2021.
15-Sep-2021	Apex Tool Group		2,250.0	Rumor/Speculation	The company is rumored to be in talks to be acquired by Wanxiang Group for \$2.25 billion on September 15, 2021.
15-Sep-2021	GreenSky (NAS: GSKY)	The Goldman Sachs Group (NYS: GS)	2,240.0	Announced/In Progress	The company (NAS:GSKY) reached a definitive agreement to be acquired by The Goldman Sachs Group (NYS: GS) for \$2.24 billion on September 15, 2021.
01-Sep-2021	Plex Systems	Rockwell Automation (NYS: ROK)	2,200.0	Completed	The company was acquired by Rockwell Automation (NYS: ROK) for \$2.2 billion on September 1, 2021. The acquisition expands Rockwell Automation's cloud-native smart manufacturing offering.
27-Aug-2021	Sykes Enterprises	Sitel Group	2,200.0	Completed	The company was acquired by Sitel Group for \$2.2 billion on August 27, 2021. The acquisition further enhances Sitel Group's global reach and will be a more competitive BPO player with a wide range of CX products and solutions, leveraging EXP, the Enterprise Experience Platform in digital, social media and robotic process automation, through its suite of digital transformation capabilities.
11-Aug-2021	Vine Energy (NYS: VEI)	Chesapeake Energy (NAS: CHK)	2,200.0	Announced/In Progress	The company reached a definitive agreement to be acquired by Chesapeake Energy (NAS: CHK) for \$2.2 billion on August 11, 2021. The acquisition will enable Chesapeake Energy to strengthen its presence and enhance its inventory of gas locations.
28-Sep-2021	CityCenter Holdings	MGM Resorts International (NYS: MGM)	2,125.0	Completed	The company was acquired by MGM Resorts International (NYS: MGM) for \$2.125 billion on September 28, 2021. The transaction values the company at \$5.8 billion.

Source: Pitchbook Data, Inc.

TOP TRANSACTIONS – CONT.

Deal Date	Company Name	Investors	Deal Size (\$mm)	Deal Status	Deal Synopsis
23-Jul-2021	Lucid Motors (NAS: LCID)	Churchill Capital Corp IV	2,100.0	Completed	The company acquired Churchill Capital Corp IV through a reverse merger, resulting in the combined entity trading on the Nasdaq Stock Exchange under the ticker symbol LCIDW on July 23, 2021.
31-Aug-2021	Crown Holdings (Food Can Business)	KPS Capital Partners	2,051.0	Completed	The company was acquired by KPS Capital Partners through a \$2.05 billion LBO on August 31, 2021. The transaction values the company at \$2.56 billion. The transaction was supported through debt financing provided by Deutsche Bank, Barclays, BNP Paribas, Credit Suisse and UBS.
15-Jul-2021	Constellation Pharmaceuticals	MorphoSys (ETR: MOR)	2,025.0	Completed	The company was acquired by MorphoSys (ETR: MOR) for USD 2.025 billion in the combination of equity and debt on July 15, 2021. The acquisition bolsters MorphoSys's position in hematology-oncology and marks the beginning of an important next chapter in its history.
10-Aug-2021	Service Finance Company	Truist (NYS: TFC)	2,000.0	Announced/In Progress	The company, a subsidiary of ECN Capital, reached a definitive agreement to be acquired by Truist (NYS: TFC) for \$2 billion on August 10, 2021. The acquisition will expand the scale and capabilities of wholesale payments businesses, enabling Truist to deliver innovative financing solutions to the company's nationwide network of dealers and serve homeowners across the country.
08-Sep-2021	Kadmon Holdings (NAS: KDMN)	Sanofi (PAR: SAN)	1,900.0	Announced/In Progress	The company reached a definitive agreement to be acquired by Sanofi (PAR: SAN) for approximately \$1.9 billion on September 8, 2021. The acquisition will help Sanofi to further strengthen the growth of its transplant business and supports its strategy to continue to grow its General Medicines core assets.
30-Sep-2021	Pathwire	Sinch (STO: SINCH)	1,900.0	Announced/In Progress	The company reached a definitive agreement to be acquired by Sinch (STO: SINCH) for \$1.9 billion on September 30, 2021. The consideration consists of \$925 million in cash and 51 million new shares in Sinch.
09-Sep-2021	Fenix Marine Service		1,800.0	Rumor/Speculation	The company is rumored to be in talks regarding an estimated \$1.8 billion LBO on September 9, 2021. The potential transaction values the company at \$2 billion.
19-Jul-2021	Knoll Group	Herman Miller (NAS: MLHR)	1,800.0	Completed	The company was acquired by Herman Miller (NAS: MLHR) for \$1.8 billion on July 19, 2021. In connection with the closing of the transaction, Herman Miller purchased the outstanding shares of Knoll's preferred stock from InvestIndustrial VII for a fixed cash consideration of \$253 million, representing an equivalent price of \$25.06 for each underlying share of Knoll common stock.
02-Aug-2021	Stack Overflow	Prosus (AMS: PRX)	1,800.0	Completed	The company was acquired by Prosus (AMS: PRX) for \$1.8 billion on August 2, 2021.
02-Aug-2021	Stagwell (NAS: STGW)	MDC Partners	1,763.7	Completed	The company acquired MDC Partners through a reverse merger, resulting in the combined entity trading on the Nasdaq Stock Exchange under the ticker symbol STGW on August 2, 2021.
17-Sep-2021	Ginkgo Bioworks Holdings (NYS: DNA)	Soaring Eagle Acquisition	1,725.0	Completed	The company acquired Soaring Eagle Acquisition through a reverse merger, resulting in the combined entity trading on the New York Stock Exchange under the ticker symbol DNA and DNA.WS on September 17, 2021, putting the company's pre-money valuation at \$15 billion.
09-Sep-2021	GeoSouthern Energy		1,700.0	Rumor/Speculation	The company is rumored to be in talks with Southwestern Energy (NYS: SWN) regarding a potential acquisition for approximately \$1.7 billion on September 9, 2021.
16-Jul-2021	TaylorMade	Centroid Investment Partners	1,700.0	Completed	The company was acquired by Centroid Investment Partners through a \$1.7 billion LBO on July 16, 2021. The company received \$725 million in senior borrowing, \$225 million of subordinated borrowing and \$430 million of mezzanine to support the transaction.
19-Aug-2021	Alion Science and Technology	Huntington Ingalls Industries (NYS: HII)	1,650.0	Completed	The company was acquired by Huntington Ingalls Industries (NYS: HII) for \$1.65 billion on August 19, 2021.
12-Aug-2021	Joby Aviation (NYS: JOBY)	Reinvent Technology Partners	1,600.0	Completed	The company acquired Reinvent Technology Partners through a reverse merger, resulting in the combined entity trading on the New York Stock Exchange under the ticker symbol JOBY on August 12, 2021.
17-Aug-2021	MTD Products	Stanley Black & Decker (NYS: SWK)	1,600.0	Completed	Stanley Black & Decker (NYS: SWK) acquired a 80% stake in the company for on August 17, 2021. After the transaction, Stanley Black & Decker owns a 100% stake in the company.
01-Sep-2021	Henry Company	Carlisle Companies (NYS: CSL)	1,575.0	Completed	The company was acquired by Carlisle Companies (NYS: CSL) for \$1.575 billion on September 1, 2021.
27-Jul-2021	GlobalTranz Enterprises	CVC Capital Partners, Providence Strategic Growth, Ridgmont Equity Partners, Worldwide Express Operations	1,550.0	Completed	The company was acquired by Worldwide Express Operations, via its financial sponsors Ridgmont Equity Partners, CVC Capital Partners and Providence Strategic Growth, through an LBO for \$1.5 billion on July 27, 2021. The company raised debt in the form of a \$1.275 billion first-lien term loan facility, a \$200 million first-lien revolving credit facility, and a \$275 million second-lien term loan facility for the merger. Previously, the company also repaid \$12.5 of its second lien term loan on July 26, 2021.
06-Jul-2021	Numerator	ACE & Company, Bain Capital, The Kantar Group	1,500.0	Completed	The company was acquired by The Kantar Group, via its financial sponsors Bain Capital and ACE & Company, through a \$1.5 billion LBO on July 6, 2021.
05-Aug-2021	Vividion Therapeutics	Bayer (ETR: BAYN)	1,500.0	Announced/In Progress	The company reached a definitive agreement to be acquired by Bayer (ETR: BAYN) for \$1.5 billion on August 5, 2021. It plans to close the deal in the third quarter of 2021. The company will receive a contingent payout of \$500 million upon the completion of future performance terms.

Source: Pitchbook Data, Inc.

TOP TRANSACTIONS – CONT.

Deal Date	Company Name	Investors	Deal Size (\$mm)	Deal Status	Deal Synopsis
13-Jul-2021	The Hillman Group	Landcadia Holdings III	1,485.0	Completed	The company acquired Landcadia Holdings III through a reverse merger, resulting in the combined entity trading on the Nasdaq Stock Exchange under the ticker symbol HLMN on July 13, 2021. The transaction reflects an implied equity value for the combined company at \$2.64 Billion. Jefferies Finance and Barclays provided \$1.435 billion debt financing in the form of a \$250 million asset-based revolver, an \$835 million first-lien term loan B-1, a \$150 million first-lien term loan B-2, and a \$200 million first-lien delayed draw term loan in support of this transaction.
23-Sep-2021	BK Medical Holding	GE Healthcare	1,450.0	Announced/In Progress	The company, a subsidiary of Analogic, reached a definitive agreement to be acquired by GE Healthcare, a subsidiary of General Electric (NYS: GE), for \$1.45 billion on September 23, 2021. The deal will enable the acquirer to expand beyond diagnostics into surgical and therapeutic interventions, simplifying decision-making for clinicians and equipping them with greater insights.
31-Aug-2021	Vestcom	Avery Dennison (NYS: AVY)	1,450.0	Completed	The company was acquired by Avery Dennison (NYS: AVY) for \$1.45 billion on August 31, 2021. The acquisition will expand Avery Dennison's position in high-value categories and add complementary channel access and data management capabilities that have the potential to further accelerate its Intelligent Labels strategy.
14-Sep-2021	Sphera Solutions	The Blackstone Group (NYS: BX)	1,400.0	Completed	The company was acquired by The Blackstone Group through a \$1.4 billion LBO on September 14, 2021.
10-Sep-2021	Echo Global Logistics (NAS: ECHO)	The Jordan Company	1,300.0	Announced/In Progress	The company entered into a definitive agreement to be acquired by The Jordan Company through a \$1.3 billion public-to-private LBO on September 10, 2021. Credit Suisse and Citibank will provide debt financing in the form of a loan to support the transaction. The transaction will allow the company to benefit from the operating capabilities, capital support and sector expertise of The Jordan Company.
09-Jul-2021	Stagecoach Gas Services	Kinder Morgan (NYS: KMI)	1,225.0	Completed	The company was acquired by Kinder Morgan (NYS: KMI) for \$1.225 billion on July 9, 2021. The acquisition allows Kinder Morgan to provide additional services to its customers in the Northeast.
24-Aug-2021	ServiceChannel	Fortive (NYS: FTV)	1,200.0	Completed	The company was acquired by Fortive (NYS: FTV) for \$1.2 billion on August 24, 2021.
06-Jul-2021	Tyson Foods (Pet Treats Business)	General Mills (NYS: GIS)	1,200.0	Completed	The Pet Treats Business of Tyson Foods (NYSE: TSN) was acquired by General Mills (NYS: GIS) for \$1.2 billion on July 6, 2021. The acquisition accelerates General Mills' strategy and further reshapes its portfolio for growth by adding the business to its fast-growing Pet platform.
26-Jul-2021	Big Ass Fans	Madison Industries, Sequoia Heritage	1,100.0	Completed	The company was acquired by Madison Industries, via its financial sponsor Sequoia Heritage, through a \$1.1 billion LBO on July 26, 2021. The acquisition further expands Madison's portfolio of indoor air quality solutions, bringing new products, technologies and market channels to the business.
12-Jul-2021	Greenphire	Thoma Bravo	1,100.0	Completed	The company was acquired by Thoma Bravo through a \$1.1 billion LBO on July 12, 2021.
03-Aug-2021	Innovium	Marvell International (NAS: MRVL)	1,100.0	Announced/In Progress	The company reached a definitive agreement to be acquired by Marvell International (NAS: MRVL) for \$1.1 billion on August 3, 2021.
06-Aug-2021	Intersect ENT (NAS: XENT)	Medtronic (NYS: MDT)	1,100.0	Announced/In Progress	The company reached a definitive agreement to be acquired by Medtronic (NYS: MDT) for \$1.1 billion on August 6, 2021. This acquisition directly aligns with Medtronic's commitment to delivering continuous innovation that helps ENT patients.
01-Sep-2021	Orbcomm	GI Partners	1,100.0	Completed	The company was acquired by GI Partners through an estimated \$1.1 billion public-to-private LBO on September 1, 2021. Citizens Bank, Credit Suisse, Jefferies Finance and Truist provided \$360 million of debt. The investment will support the company's strong momentum in the industrial IoT and help to accelerate growth, execute on its long-term strategic plan and global market expansion and provide added flexibility as a privately-held company.
19-Jul-2021	EmployBridge	Apollo Global Management (NYS: APO)	1,050.0	Completed	The company was acquired by Apollo Global Management through an LBO on July 19, 2021 for \$1.05 billion. Royal Bank of Canada, Wells Fargo, Credit Suisse, Barclays, Deutsche Bank, Macquarie Group, Citizens Bank and Mizuho Bank provided \$750 million of debt financing in the form of term loan B in support of the transaction.
03-Aug-2021	Emerald Performance Materials	LANXESS Deutschland (ETR: LXS)	1,040.0	Completed	The company was acquired by LANXESS Deutschland (ETR: LXS) for \$1.04 billion on August 3, 2021.
04-Aug-2021	Altiostar	Rakuten (TKS: 4755)	1,000.0	Completed	The company was acquired by Rakuten (TKS: 4755) for \$1 billion on August 4, 2021.
30-Aug-2021	Bettera Wellness	Catalent (NYS: CTLT)	1,000.0	Announced/In Progress	The company reached a definitive agreement to be acquired by Catalent (NYS: CTLT) for \$1 billion on August 30, 2021. The acquisition will enable Catalent to expand its current consumer health technology platform with a wider range of technologies and ready-to-market product libraries, as well as a variety of packaging options to meet customers' branding needs.
09-Aug-2021	Centria	Nucor (NYS: NUE)	1,000.0	Completed	The company, a subsidiary of Cornerstone Building Brands (NYS: CNR), was acquired by Nucor (NYS: NUE) for \$1 billion on August 9, 2021. The acquisition will allow Nucor to provide its customers with a full range of products to service high-end architectural applications, as well as the quickly expanding cold storage and warehousing markets.

Source: Pitchbook Data, Inc.

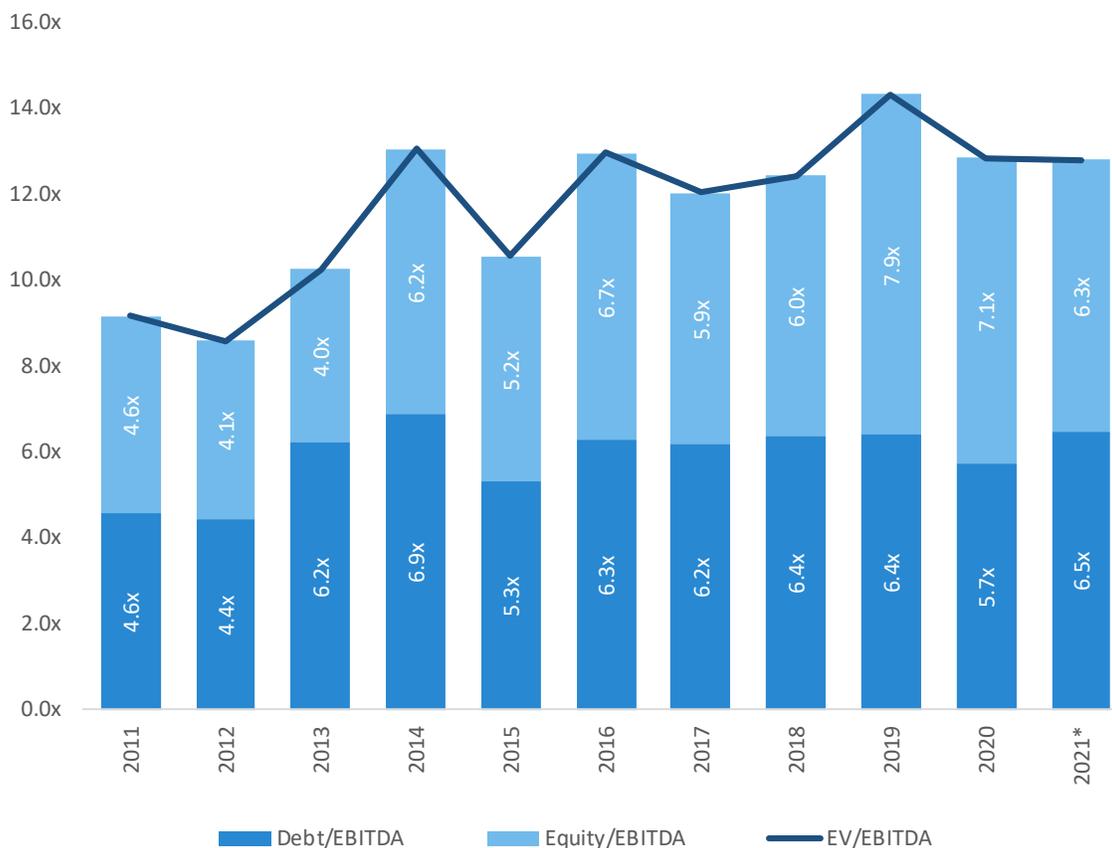
TOP TRANSACTIONS – CONT.

Deal Date	Company Name	Investors	Deal Size (\$mm)	Deal Status	Deal Synopsis
02-Aug-2021	Cordis	Ajax Health, Hellman & Friedman, Zeus Health	1,000.0	Completed	The company was acquired by Hellman & Friedman, Ajax Health and Zeus Health through a \$1 billion LBO on August 2, 2021. The transaction was supported by an undisclosed amount of debt financing in the form of a loan from Deutsche Bank Securities and UBS Group.
19-Aug-2021	Novetta	Accenture (NYS: ACN)	1,000.0	Completed	The company was acquired by Accenture (NYS: ACN) for \$1 billion on August 19, 2021. The acquisition will provide the highly specialized, mission solutions that clients turn to for expertise in the converging domains of analytics, intelligence expertise, cloud engineering and cyber.
02-Aug-2021	Paramit	Tecan Group (SWX: TECN)	1,000.0	Completed	The company was acquired by Tecan Group (SWX: TECN) for \$1 billion on August 2, 2021.
14-Jul-2021	Protomer Technologies	Eli Lilly (NYS: LLY)	1,000.0	Completed	The company was acquired by Eli Lilly (NYS: LLY) for \$1 billion on July 14, 2021.
15-Jul-2021	Aurora	Reinvent Technology Partners	977.5	Announced/In Progress	The company reached a definitive agreement to acquire Reinvent Technology Partners for \$977.5 million through a reverse merger, resulting in the combined entity trading on the Nasdaq stock exchange under the ticker symbol AUR.
22-Jul-2021	ExtraHop	Bain Capital, Crosspoint Capital Partners	900.0	Completed	The company was acquired by Bain Capital and Crosspoint Capital Partners through a \$900 million LBO on July 22, 2021. The investment will accelerate ExtraHop's leading position in the growing network detection and response market segment.
13-Sep-2021	Prime Automotive Group	Group 1 Automotive (NYS: GPI)	880.0	Announced/In Progress	The company reached a definitive agreement to be acquired by Group 1 Automotive (NYS: GPI) for \$880 million on September 13, 2021.

Source: Pitchbook Data, Inc.

The preceding Top Transactions were compiled from Pitchbook Data, Inc. Pitchbook Data, Inc. recorded 3,909 deals from July 1, 2021 to September 30, 2021. 780 Deals had deal size disclosed. The following transaction are represented from the disclosed deals. For reference, deal activity as tracked by Pitchbook Data for the 2nd quarter of 2021 was 3,675 deals with 794 deals with transaction size. Total deal activity increased 6.4% quarter over quarter.

Median Private Equity Buyout EV/EBITDA multiples



Source: Pitchbook | Geography US

* As of September 30, 2021

Lawrence, Evans & Co. LLC "LECO" is a national boutique advisory firm. LECO provides a full range of capital raising (debt & equity), mergers & acquisitions including buy-side/sell-side, as well as financial and operational restructuring services. Since 2003, we have offered advice and support for every process and structure – from short-term solutions to long-term goals. The firm caters to the **Healthcare Providers and Service Companies** (senior housing, hospital, physician services, home health, hospice, behavioral health, RCM, HCIT, CCM, RPM, SDOH, etc.), **Transportation and Logistics** (trucking, warehouse, supply-chain, value add distribution), **Business Services** (managed IT and cyber), and **Industrial Services and Digital Everything**. Typical clients are up to \$250 million or \$15 million EBITDA, no minimum.

INVESTMENT BANKING & CORPORATE FINANCE	<ul style="list-style-type: none"> • Private Company Sales • Division/Subsidiary Divestitures • Distressed Transaction Advisory 	<ul style="list-style-type: none"> • Acquisition Advisory Services • Private Market Financings • LBO's and Recapitalizations
CONSULTING	<ul style="list-style-type: none"> • Strategic Options Analysis • Valuations & Financial Assessments • Interim CEO/CFO 	<ul style="list-style-type: none"> • Strategic Planning • Organizational Reviews • Expert Testimony & Opinions
TURNAROUND & RESTRUCTURING	<ul style="list-style-type: none"> • Turnaround Management • Debt Restructuring/Refinancing • Orderly Liquidations 	<ul style="list-style-type: none"> • Chief Restructuring Officer (CRO) • Bankruptcy Planning / 363 Sales • Receivership / Trustee

Represented Healthcare Transactions

 SALE TO   ACTED AS ADVISOR	 PURCHASED MULTI SPECIALTY MEDICAL BILLING COMPANY  ACTED AS ADVISOR	SOUTHEASTERN US HOSPITAL OPERATOR \$65,000,000 3 HOSPITALS  ACTED AS ADVISOR	 GROWTH CAPITAL RAISE   ACTED AS ADVISOR
 175 ROOM \$18,026,000 NON-RECOURSE HOTEL CONSTRUCTION LOAN  ACTED AS ADVISOR	 SALE TO   ACTED AS ADVISOR	SKILLED NURSING & ASSISTED LIVING PORTFOLIO \$35,000,000 MULTI-FACILITY REFINANCING  ACTED AS ADVISOR	\$70MM MIDWEST SPECIALTY WAREHOUSE, BROKERAGE, TRUCKING BUY-SIDE SEARCH  ACTED AS ADVISOR

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