

13TH ANNUAL

M&A SKILLS BOOT CAMP

Now
offered
in ½ day
sessions!

I found the program to be incredibly informational and useful! I felt like I could connect to each presentation.

Learn to confidently structure, negotiate and close a deal that meets your client's goals.

The M&A market is increasingly demanding and complex. It is imperative that you have a clear and practical understanding of how to navigate the vital issues that arise during transactions.

Guided by practical examples, precedents and templates, you will learn how to execute a deal on time while effectively managing the risks in this unique and highly praised program. You will:

- Learn key considerations in determining the right structure for your transaction, both private and public
- Obtain tactics for negotiating representations, warranties, covenants and indemnities
- Get practical strategies for mitigating risks through appropriate due diligence and use of technology
- Apply what you have learned using a sample acquisition casefile

Register today at:

osgoodepd.ca/mergers

PROGRAM CHAIR

Adrienne DiPaolo
Torys LLP

PROGRAM FORMAT

September 18, 25, October 1, 9, 2024
Online (Live)
1:00 p.m. – 5:00 p.m. ET

January 17, 24, 31, February 7, 2025
Online (Replay)
1:00 p.m. – 5:00 p.m. ET

Can't make the date?

Registration includes 120-day unlimited, online access to the recorded program.

Drawing on the expertise and experience of leading lawyers and M&A experts, including:

Program Chair



Adrienne DiPaolo

Torys LLP

Program Faculty

Michael D. Amm

Torys LLP

David Badour

McCarthy Tétrault LLP

Lindsay Balson

Blake Cassels & Graydon LLP

Joshua Chad

McMillan LLP

Claire Chapman

Torys LLP

Lisa Damiani

EVP & General Counsel, Canadian Tire Corporation

Adrienne DiPaolo

Torys LLP

Justin Flavelle

Legal Director, Labatt Breweries of Canada

Claire Gowdy

Fasken Martineau DuMoulin LLP

Kevin Greenspoon

Davies Ward Phillips & Vineberg LLP

Alison Hayman

Osler, Hoskin & Harcourt LLP

Darryl R. Hiscocks

Torys LLP

Danielle Kline

Torys LLP

Jason Koskela

Director, Office of Mergers and Acquisitions, Ontario Securities Commission

David Krebs

Miller Thomson LLP

John Lee

Stikeman Elliott LLP

Stephen Neil

Torys LLP

Susan Nickerson

McCarthy Tétrault LLP

W. Ian Palm

Fasken Martineau DuMoulin LLP

Kelli Patel

Dentons Canada LLP

André Perey

Osler, Hoskin & Harcourt LLP

Kenneth Saddington

Goodmans LLP

Alex Sarabura

Competition Law Officer, Merger Intelligence and Notification Unit, Competition Bureau

Brian Temins

Cassels Brock & Blackwell LLP

Richard Turner

Blake, Cassels & Graydon LLP

Register today at:
[osgoodepd.ca/
mergers](https://osgoodepd.ca/mergers)

13th Annual M&A Skills Boot Camp

Over 4 half-days, this intensive boot camp from Osgoode Professional Development is designed to teach legal professionals and advisors how to run an M&A transaction from its inception through to closing.

Using practical examples, case studies, templates, and precedents to guide your learning, you will gain important insights and key strategies required for M&A success from nationally and internationally recognized speakers.

You will examine the latest deal trends, structures, pitfalls, and opportunities in M&A and acquire a comprehensive understanding of the key principles and strategies you must know for anticipating and confidently dealing with issues that may arise in a negotiated transaction. **Plus! You will be able to apply your learning using a dynamic corporate acquisition case study.**

Topics Include

- Key preliminary considerations in all transactions and deals
- Understanding the impact of asset versus share transactions on labour, employment, pension, and benefits issues
- Practical, risk management strategies for handling privacy, regulatory, and corporate governance issues
- Emerging trends and highlights from recent deals
- Handling closing issues and post-closing logistics and disputes
- Ethical and professionalism responsibilities in M&A, including responsible use of new LegalTech and AI

Who Should Attend

- Lawyers practicing in M&A, Corporate/Commercial, Securities, Corporate Finance, Private Equity and Capital Markets
- Lawyers with practices focused in Energy, Utilities, Mining, Retail, Financial Services, Banking, Telecom
- In-house counsel
- Commercial Bankers
- Investment Bankers and Private Equity Investors
- Executives in M&A negotiations/transactions
- Accountants
- Corporate Development Officers
- Government and regulatory representatives

Agenda

Module 1

September 18, 2024

1:00 p.m.

Welcome and Introduction from the Chair

Adrienne DiPaolo

Torys LLP

1:10 p.m.

Managing the Transaction

David Badour

McCarthy Tétrault LLP

Claire Gowdy

Fasken Martineau DuMoulin LLP

Managing the Transaction

- Understanding the deal and client objectives
- Efficient project management in the M&A context
- Effective client communication

Preliminary Documents

- Key negotiated clauses in Confidentiality Agreements and Non-Disclosure Agreements
- Term Sheets, Letters of Intent and Memorandums of Agreement
- Case law updates

Ethics and Professionalism Responsibilities in M&A Transactions

- Confidentiality and privilege
- Securities trading
- Conflicts of interest
 - Understanding your duties and responsibilities
 - Identifying conflicts
 - Techniques for managing conflicts
- Other ethical considerations
- Lawyering in 2024: Responsible use of new LegalTech and AI

2:45 p.m.

Break

3:00 p.m.

Effective Due Diligence

Brian Temins

Cassels Brock & Blackwell LLP

- Purpose and importance
- Understanding client expectations and reporting results
- Planning and staffing
- Co-ordinating with business and financial diligence
- Spotting the “red flags” and identifying potential solutions
- Addressing and managing the potential for professional liability
- Recent developments

4:15 p.m.

IT and IP Ownership

Alison Hayman

Osler Hoskin & Harcourt LLP

- Key issues in IT and IP due diligence
- Establishing and implementing a due diligence plan
- Avoiding common IT/IP pitfalls
- Assessing IP ownership and exposure
- Open source and other software licences
- Emerging issues and trends

Module 2

September 25, 2024

1:00 p.m.

Structuring the Private M&A Deal

Kevin Greenspoon

Davies Ward Phillips & Vineberg LLP

Kelli Patel

Dentons Canada LLP

Ken Saddington

Goodmans LLP

Experienced counsel will walk you through the most common transaction structures in private M&A, including corporate law considerations and tax implications.

- Factors to consider when structuring the deal
- How to determine the best structure for your transaction
- What forms can a transaction take and how do they differ?
 - Share/asset purchases
 - Amalgamations
- Trends in deal structure

2:30 p.m.

Break

2:45 p.m.

Public M&A 101

Adriene DiPaolo

Torys LLP

Jason Koskela

Director, Office of Mergers and Acquisitions, Ontario Securities Commission

Richard Turner

Blake, Cassels & Graydon LLP

- How are public M&A deals different from private ones?
- Factors to consider when structuring the deal
- Plans of arrangement and takeover bids
- Shareholder activism and proxy contests
- Corporate governance in M&A transactions
- Recent regulatory issues, cases and decisions

4:00 p.m.

Highlights from Recent Deals

John Lee

Stikeman Elliott LLP

W. Ian Palm

Fasken Martineau DuMoulin LLP

André Perey

Osler, Hoskin & Harcourt LLP

- Sources of deal points information

- Trends in Canadian, US and European deals
- Earn-outs
- Escrows
- MAE/MAC
- Remedies
 - Break fees
 - Specific performance
- Indemnification
 - Survival periods
 - Sandbagging
 - Deductibles, baskets, and caps
 - Types of losses
- New developments in representation and warranty insurance

Module 3

October 1, 2024

1:00 p.m.

Negotiating the Fundamentals

Danielle Kline

Torys LLP

Claire Chapman

Torys LLP

Using precedents and reviewing key negotiated clauses and negotiation techniques, this session will delve into:

- Representations and warranties, and how to use for obtaining information and allocating risk
- What is reasonable to ask for and why/why not?
- Due diligence to support representations and warranties
- Role of representation and warranty insurance
- Survival
 - Effect of closing
 - Conventional periods
- Covenants and conditions
- Implications of failure to perform
 - Covenants to be satisfied prior to/after closing

- Conditions of closing
 - What is appropriate?
- Indemnities
- When is indemnification appropriate?
 - Risk allocation when uncertainty exists
 - Damages for failure to perform
- Limits
 - Deductibles, baskets and caps
- Enforceability issues

2:30 p.m.

Break

2:45 p.m.

Managing Regulatory Risk

Joshua Chad

McMillan LLP

Alex Sarabura

Competition Law Officer, Merger Intelligence and Notification Unit, Competition Bureau

- The statutory framework for review of M&A transactions
- The Competition Bureau's review process, and the practical implications of how Bureau administrative processes overlay the statutory framework
- Considerations in planning the *Competition Act* clearance processes
- Covenants, representations and warranties concerning the *Competition Act* clearance process and allocation of the risks of the regulatory process
- The typical give and take between buyer and seller – who has responsibility for what, who can make decisions about what, when can a buyer walk because of a *Competition Act* problem
- Planning the M&A process with the *Competition Act* process in mind
- The *Investment Canada Act* process and how it can affect your deal

4:00 p.m.

Managing Risk in International Transactions

Michael D. Amm

Torys LLP

Lisa Damiani

EVP & General Counsel, Canadian Tire Corporation

- What is different about international deals?
- Determining the role of Canadian and foreign counsel in international deals
- Structuring and tax planning issues
- Managing the *Hart-Scott-Rodino Act* pre-merger notification and review process and other regulatory approvals
- Foreign investment review/national security considerations
- Securities law issues – takeover bids, proxy rules and MJDS
- Governing law and dispute resolution
- Anti-bribery/corruption

Module 4

October 9, 2024

1:00 p.m.

Labour, Employment, Pensions and Benefits Issues in the M&A Process

Darryl R. Hiscocks

Torys LLP

Susan Nickerson

McCarthy Tétrault LLP

- The impact of asset versus share transactions on labour, employment, and pension and benefits issues
- Key issues in employment and pensions and benefits due diligence
- Different ways employees and pensions and benefits are handled in acquisition transactions
- Impact of collective agreements in acquisition transactions
- Termination and severance issues
- Successor employer legislation issues

- Management incentive agreements
- Emerging issues and trends

2:15 p.m.

Privacy and Cybersecurity

David Krebs

Miller Thomson LLP

- A review of key privacy and cybersecurity issues
- Data/technology related due-diligence considerations
- Understanding recent trends in data-intensive M&A transactions

3:15 p.m.

Break

3:30 p.m.

Closing and Post-Closing Logistics

Lindsay Balson

Blake Cassels & Graydon LLP

Justin Flavelle

Legal Director, Labatt Breweries of Canada

- The dynamics and logistics of closing
 - Anticipating issues and logjams
 - Orchestrating the closing
- Developing the closing agenda
- Payments mechanics, electronic transfers and the Large Value Transfer System
- Escrow agreements and holdbacks
- Reporting to the client
- Handling post-closing disputes

4:15 p.m.

Case Study Exercise

Adrienne DiPaolo

Torys LLP

Stephen Neil

Torys LLP

Applying the concepts learned throughout the program to a practical corporate acquisition case study exercise.

Register today at:

osgoodepd.ca/mergers

Here's what past participants have said about this program:

“Very well organized. Excellent content.”

“Great content and materials.”

“Particularly helpful to my practice.”

“Thorough review of the practical necessities of an M&A transaction, including the roles of the lawyers and clients.”

Registration Details

Fee Per Delegate: \$1,795 + TAX

Early bird price (ending June 15, 2024): \$1,545+ TAX

Newly Licensed*: \$897.50 + TAX

**This fee applies to newly licensed regulated professionals within the past 2 years*

Fee includes program registration, electronic program materials and 120-day unlimited online access to program archive. Group discounts and financial assistance available. Visit www.osgoodepd.ca/group-discounts for details.

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Substitution of registrants is permitted at any time prior to the start date of the program. If you are unable to find a substitute, a full refund is available if a cancellation request is received in writing 14 days prior to the start of the program. If a cancellation request is made with less than 14 days notice, an administrative fee equal to 20% of the program cost, to a maximum of \$250 will apply per person. Payment is required to receive access to the program.



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