

# 13<sup>TH</sup> 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

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## 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

**Brian Gray**

Osler, Hoskin & Harcourt 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

**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

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# 13<sup>th</sup> 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

### Brian Gray

Osler, Hoskin & Harcourt LLP

### John Lee

Stikeman Elliott LLP

### W. Ian Palm

Fasken Martineau DuMoulin 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.

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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*

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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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