

## Key Takeaways

- ▶ M&A activity was down by almost all measures in November compared to October. U.S. and global total deal values fell 64% and 28%, respectively, and the number of U.S. and global deals fell 18% and 9%, respectively. After a strong October, strategic activity also slumped in November, with U.S. and global total strategic deal values falling 70% and 47%, respectively, and the number of U.S. and global strategic deals falling 23% and 10%, respectively. The only bright spot was total sponsor deal value, which increased 5% in the United States and a significant 110% globally, although the number of sponsor deals declined 6% in the United States and 7% globally.
- ▶ Measured year over year ("YOY"), global total deal value increased modestly, up 5% compared to November 2022. Otherwise, M&A activity also trended downward YOY. Globally, the total number of deals was down 25% YOY. In the United States, total deal value and number of deals was down 18% and 32%, respectively, YOY.
- ▶ U.S. inbound and outbound crossborder activity was also generally down in November. Total inbound deal value fell 20% compared to October and 16% YOY. The number of inbound deals fell 22% from October and 28% YOY. Czechia was November's leading country of origin by total inbound deal value, while Canada led by the number of inbound deals, as well as by total inbound deal value and number of inbound deals for the last 12 months ("LTM"). Total outbound deal value fell 62% compared to November, but was up 70% YOY. The number of outbound deals fell 21% from October and 35% YOY. Iceland was November's leading country of destination by total outbound deal value, while Japan led by the same measure LTM. The United Kingdom was the leading country of destination by number of outbound deals for both November and LTM.
- ▶ Healthcare was the most active industry in the United States by total deal value in November (despite falling 9% from October) and LTM. Computers & Electronics led by number of deals in the U.S., both in November and LTM.
- ▶ U.S. public merger highlights in November included the following:
  - 75% of deals were cash-only, above the LTM average of 61%. The remaining deals in November were stock-only deals.
  - The average reverse break fee was 7.9%, well above the LTM average of 5.6%.
  - No deals involved tender offers, which comprised 15% of deals LTM.
  - 20% of deals were hostile or unsolicited, compared to 16% LTM.
  - Average unaffected premiums matched the LTM average of 47%.

## Strategic vs. Sponsor Activity

U.S.
<b>Total</b>
<b>\$78.7 billion – ▼63.7%</b>
<b>674 deals – ▼18.4%</b>
<b>Strategic</b>
<b>\$59.4 billion – ▼70.0%</b>
<b>456 deals – ▼23.4%</b>
<b>Sponsor</b>
<b>\$19.3 billion – ▲4.5%</b>
<b>218 deals – ▼5.6%</b>

Global
<b>Total</b>
<b>\$255.8 billion – ▼28.2%</b>
<b>2,561 deals – ▼9.4%</b>
<b>Strategic</b>
<b>\$165.3 billion – ▼47.2%</b>
<b>2,075 deals – ▼9.9%</b>
<b>Sponsor</b>
<b>\$90.5 billion – ▲109.5%</b>
<b>486 deals – ▼7.4%</b>

## Crossborder Activity

U.S. Inbound	U.S. Outbound
<b>\$13.1 billion</b>	<b>\$14.6 billion</b>
<b>▼19.6%</b>	<b>▼61.9%</b>
<b>87 deals</b>	<b>108 deals</b>
<b>▼21.6%</b>	<b>▼20.6%</b>
leading country <b>Czechia – \$2.8 billion</b> <b>Canada – 11 deals</b>	leading country <b>Iceland – \$3.6 billion</b> <b>U.K. – 20 deals</b>
leading country last 12 months <b>Canada – \$47.7 billion</b> <b>Canada – 259 deals</b>	leading country last 12 months <b>Japan – \$23.6 billion</b> <b>U.K. – 324 deals</b>

## Industry Activity

most deals <b>170 deals</b> Computers & Electronics	last 12 months <b>2,855 deals</b> Computers & Electronics
most dollar value <b>\$19.0 billion</b> Healthcare	last 12 months <b>\$263.4 billion</b> Healthcare

## SPAC Acquisitions

U.S. <b>\$1.0 billion</b> <b>2 deals</b> ▼ 32.3%    ▼ 66.7%	Global <b>\$2.0 billion</b> <b>6 deals</b> ▼ 65.6%    ▼ 62.5%
---	---

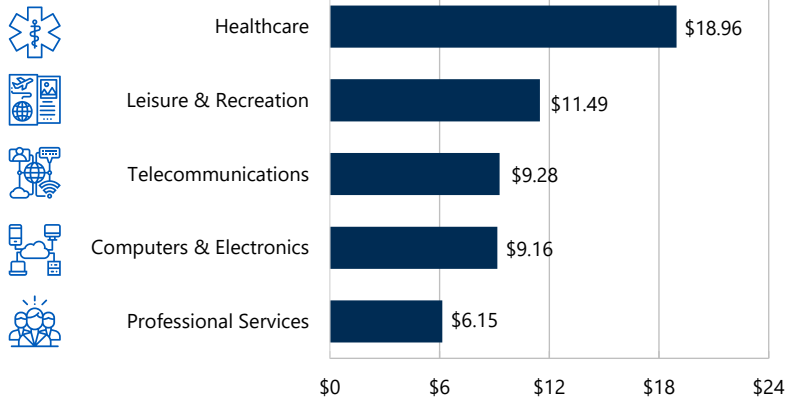
All data is for November 2023, and is as of December 11, 2023 unless otherwise specified. Each metric in this publication that references deal volume by dollar value is calculated from the subset of the total number of deals that includes a disclosed deal value.

Most Active U.S. Target Industries<sup>1</sup>

Deal Value (US\$B)

November 2023

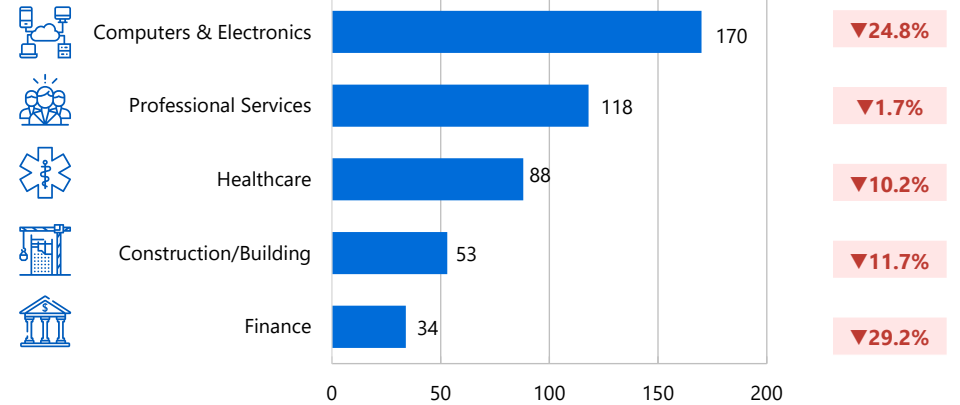
+/- from last month



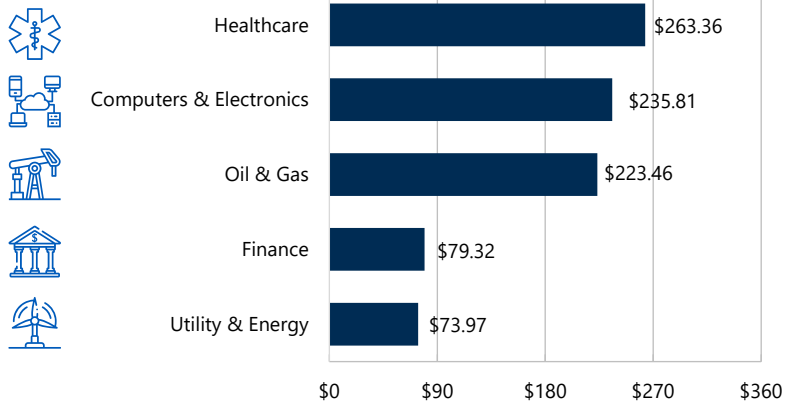
Number of Deals

November 2023

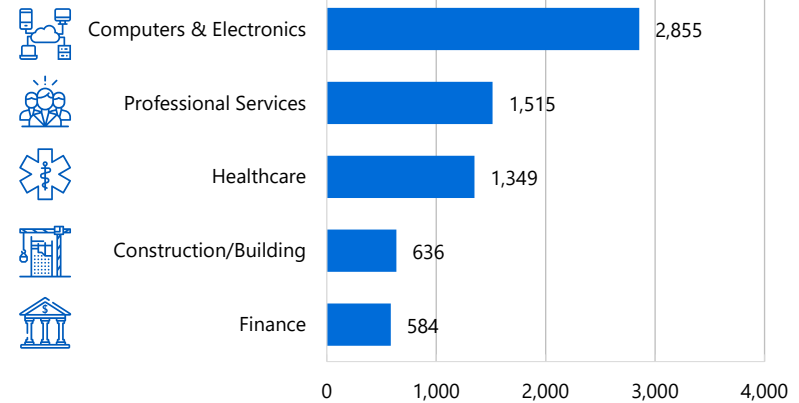
+/- from last month



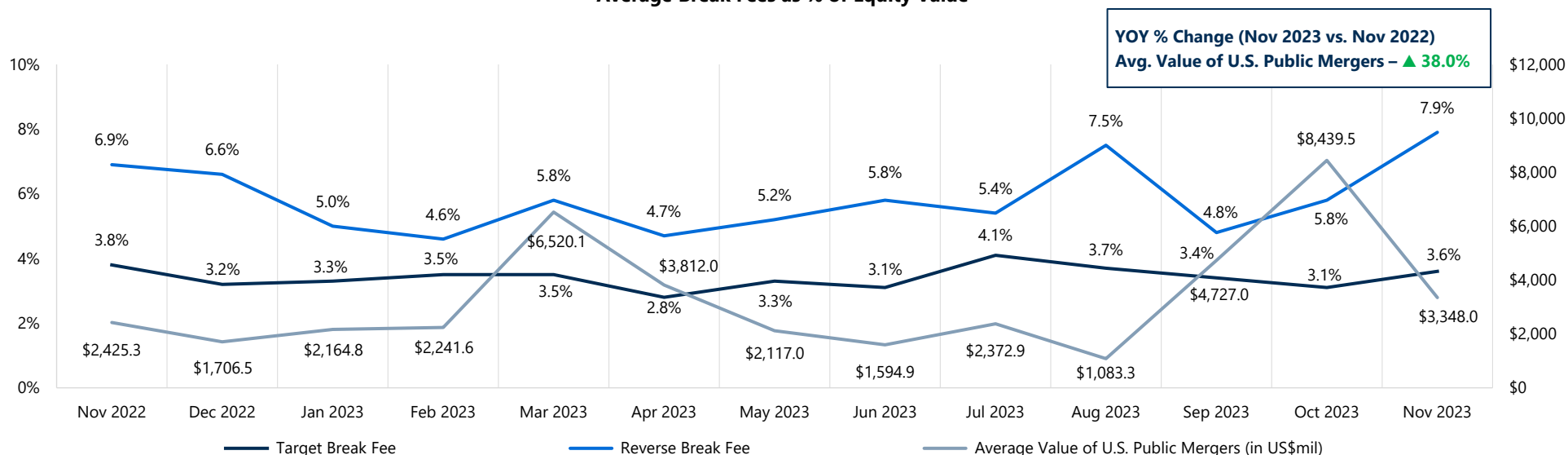
Last 12 Months



Last 12 Months



Average Break Fees as % of Equity Value<sup>2</sup>



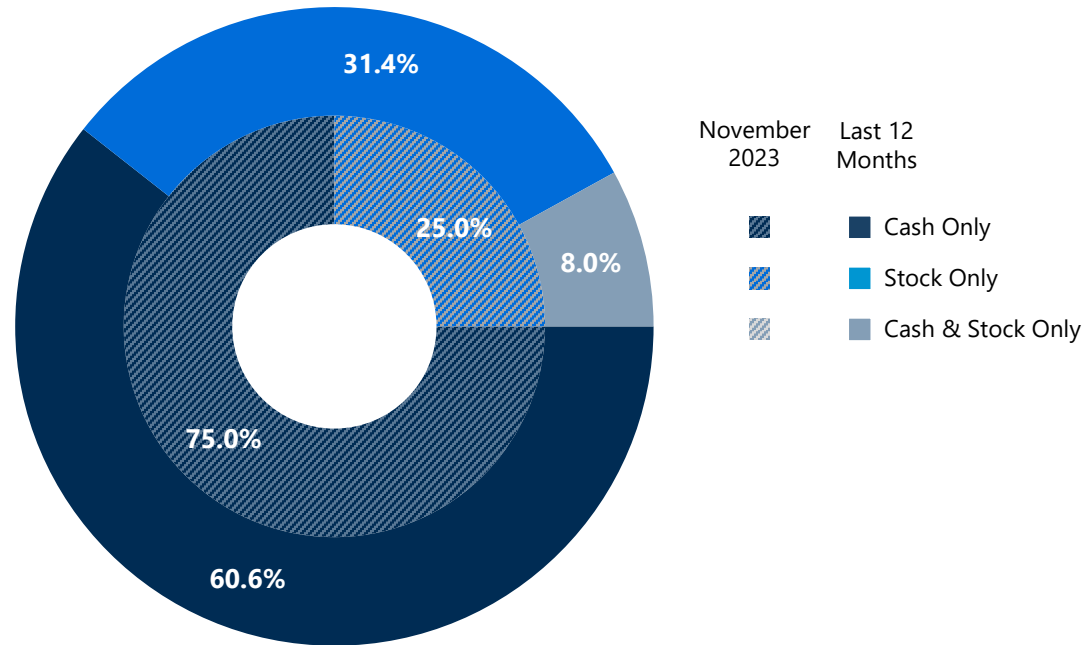
Average Break Fees as % of Equity Value<sup>3,4</sup>

	November 2023	Last 12 Months
Target Break Fee for All Mergers	3.6	3.4
Reverse Break Fee for All Mergers <sup>5</sup>	7.9	5.6
Reverse Break Fee for Mergers Involving Financial Buyers <sup>6</sup>	N/A	7.2
Reverse Break Fee for Mergers Involving Strategic Buyers <sup>7</sup>	7.9	4.8

U.S. Public Merger Go-Shop Provisions<sup>3,4</sup>

	November 2023	Last 12 Months
% of Mergers with Go-Shops	25.0	8.8
% of Mergers Involving Financial Buyers with Go-Shops <sup>8</sup>	100.0	31.4
% of Mergers Involving Strategic Buyers with Go-Shops <sup>9</sup>	0.0	1.0
Avg. Go-Shop Window (in Days) for All Mergers with Go-Shops <sup>10</sup>	30.0	34.2
Avg. Go-Shop Window (in Days) for Mergers Involving Financial Buyers with Go-Shops <sup>11</sup>	30.0	34.5
Avg. Go-Shop Window (in Days) for Mergers Involving Strategic Buyers with Go-Shops <sup>12</sup>	N/A	30.0

Form of Consideration as % of U.S. Public Mergers<sup>13</sup>



Tender Offers as % of U.S. Public Mergers

November 2023	0.0
Last 12 Months	14.6

Unaffected Premium %<sup>14, 15</sup>

November 2023	47.2
Last 12 Months	47.2

Hostile/Unsolicited Offers as % of U.S. Public Mergers<sup>14</sup>

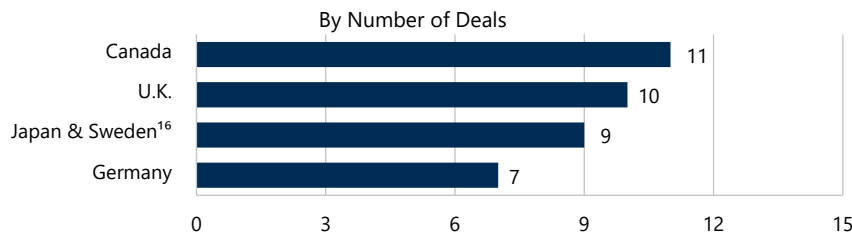
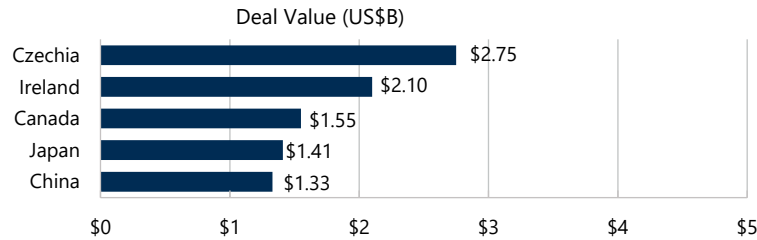
November 2023	20.0
Last 12 Months	16.2

Total Target Adviser Fee(s) as % of Equity Value

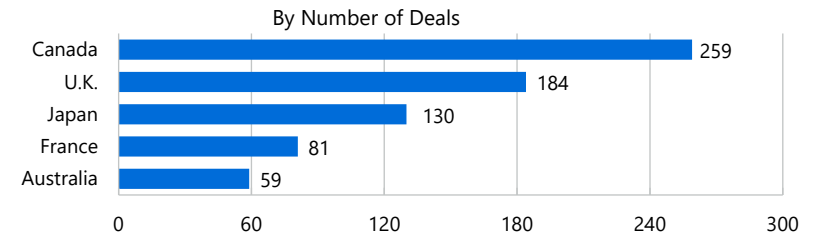
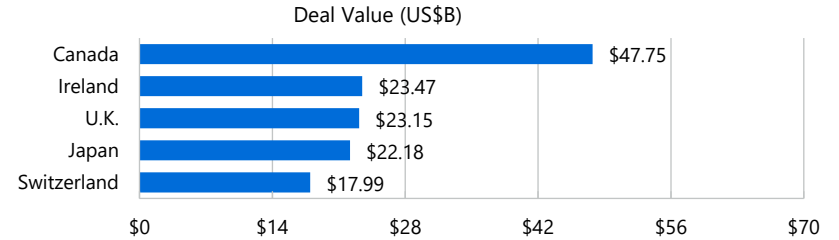
November 2023	1.2
Last 12 Months	1.5

**Top 5 Countries of Origin for Inbound U.S. Crossborder Transactions**

**Inbound U.S. Crossborder Transactions for November 2023**

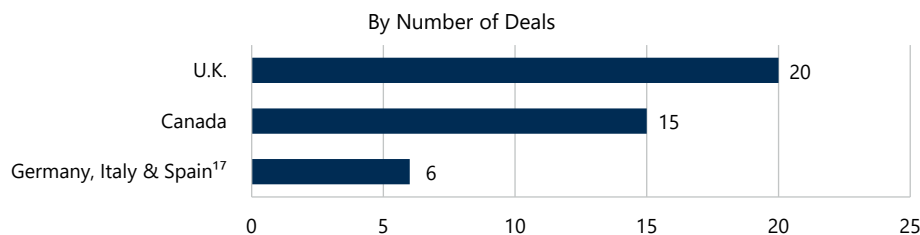
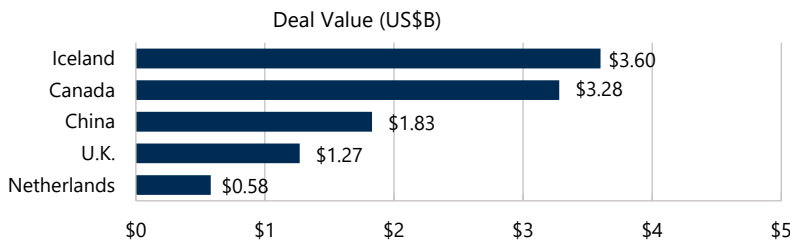


**Inbound U.S. Crossborder Transactions for the Last 12 Months**

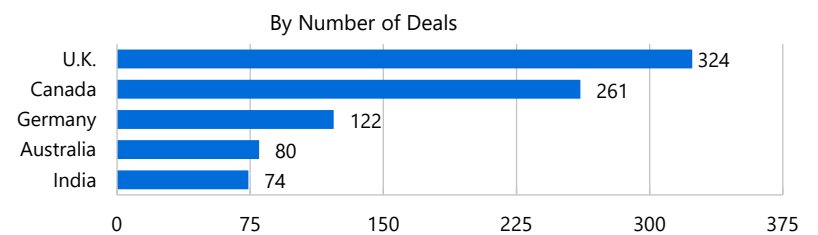
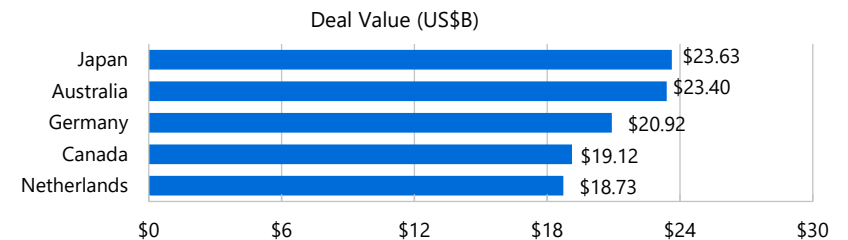


**Top 5 Countries of Destination for Outbound U.S. Crossborder Transactions**

**Outbound U.S. Crossborder Transactions for November 2023**

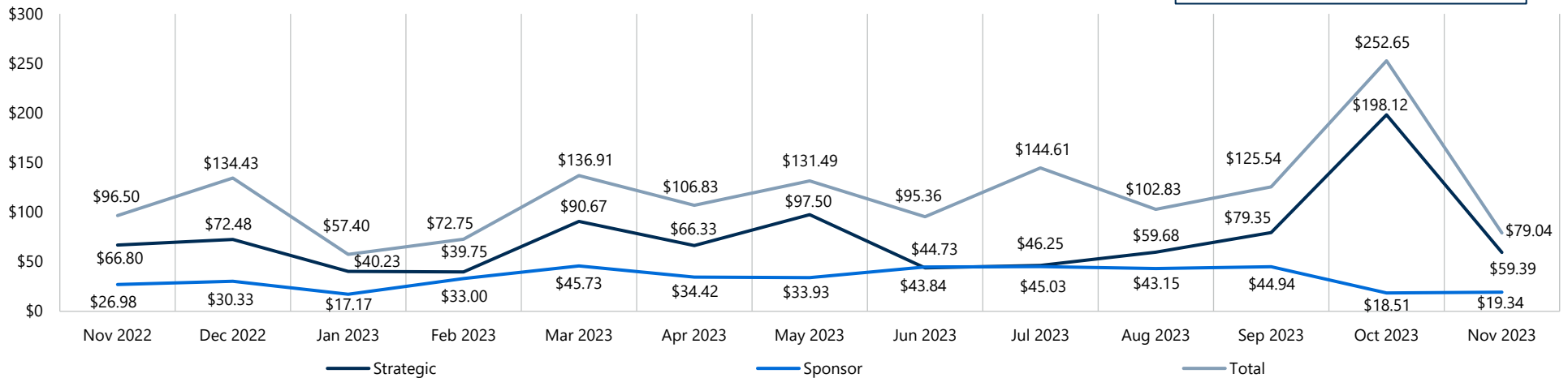


**Outbound U.S. Crossborder Transactions for the Last 12 Months**

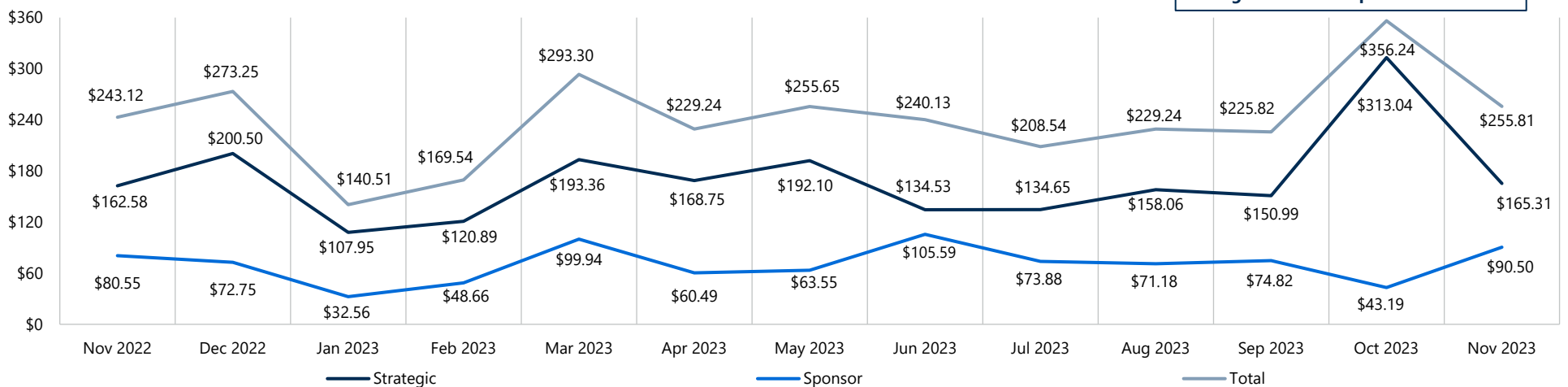


## Appendix: M&A Activity – 12 Month Trends

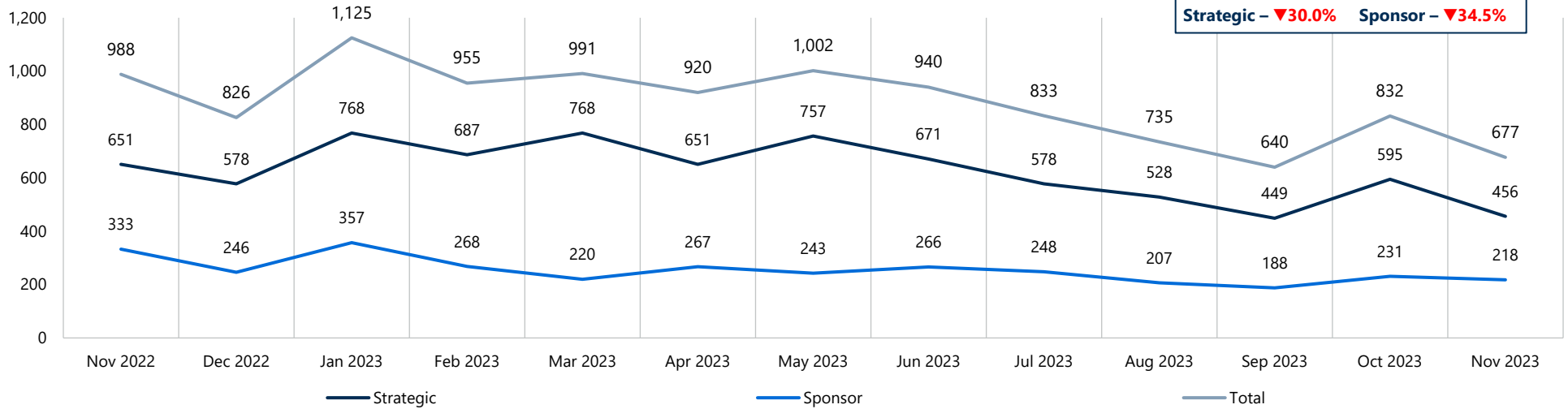
U.S. Deal Value (US\$B)



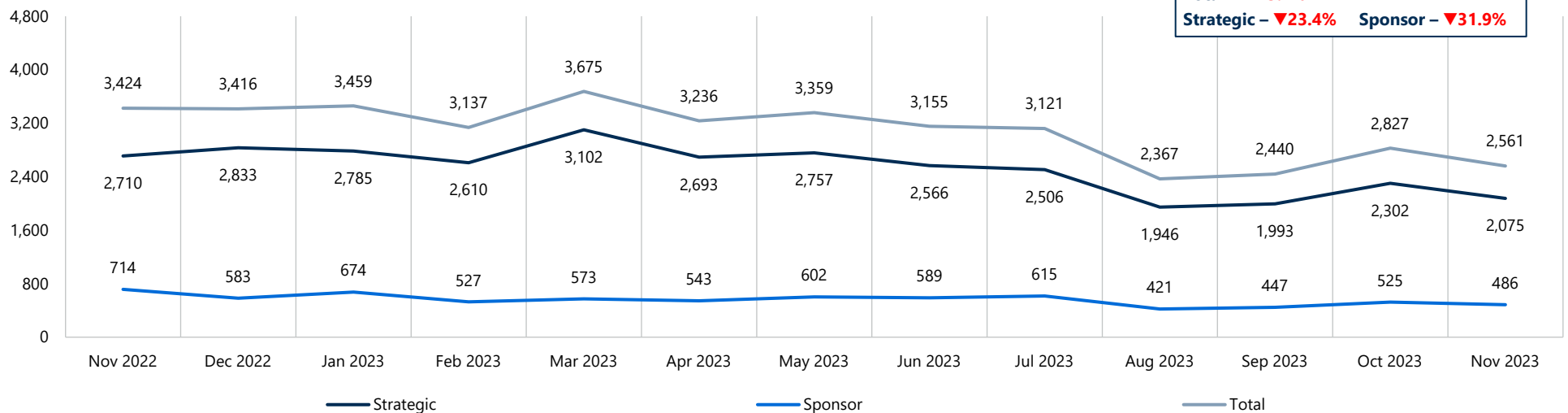
Global Deal Value (US\$B)



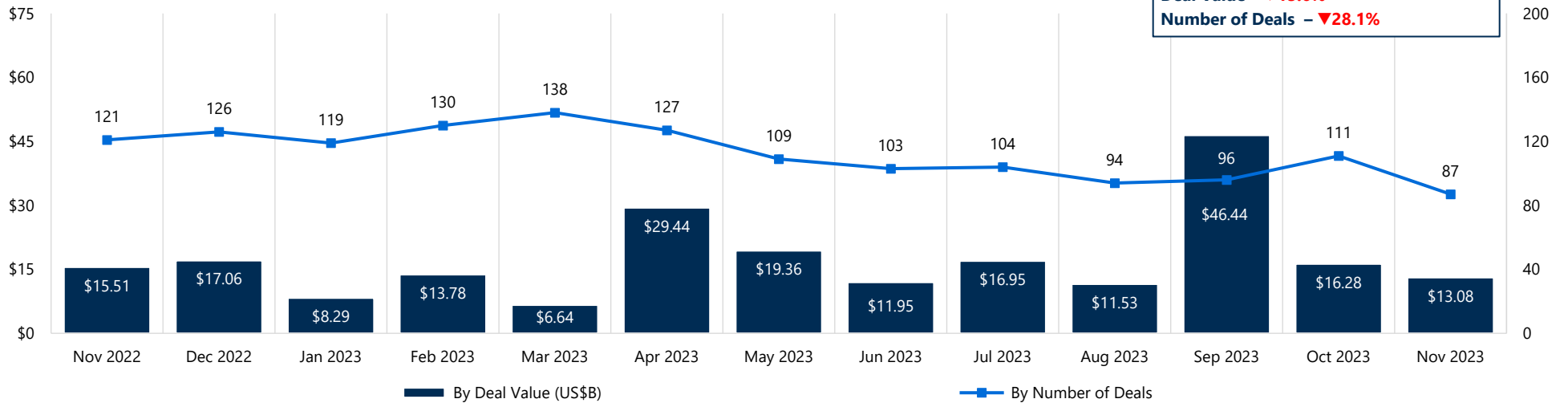
U.S. Number of Deals



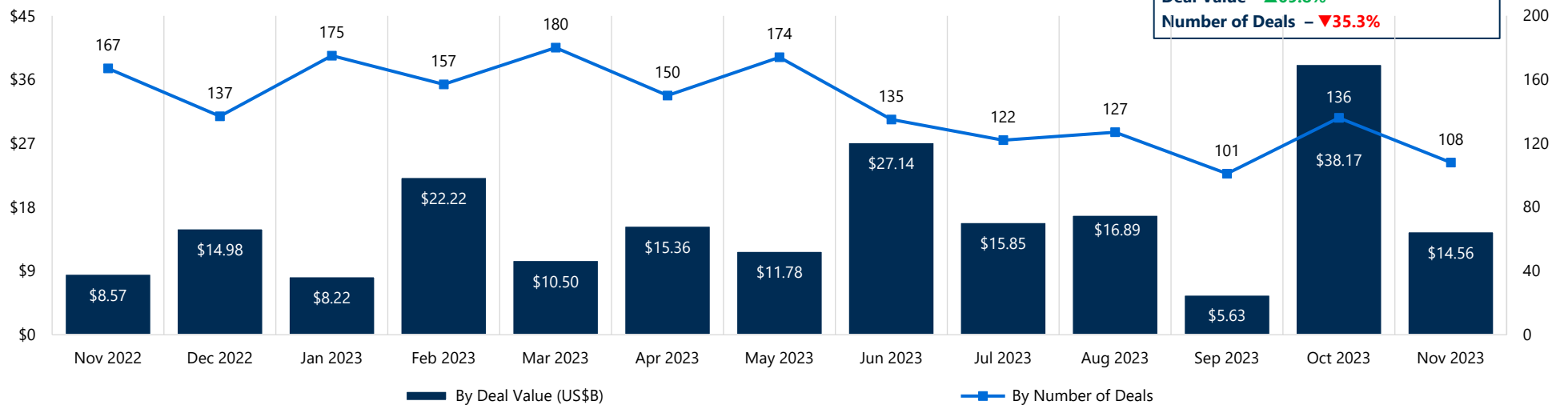
Global Number of Deals



**Inbound U.S. Crossborder Transactions**

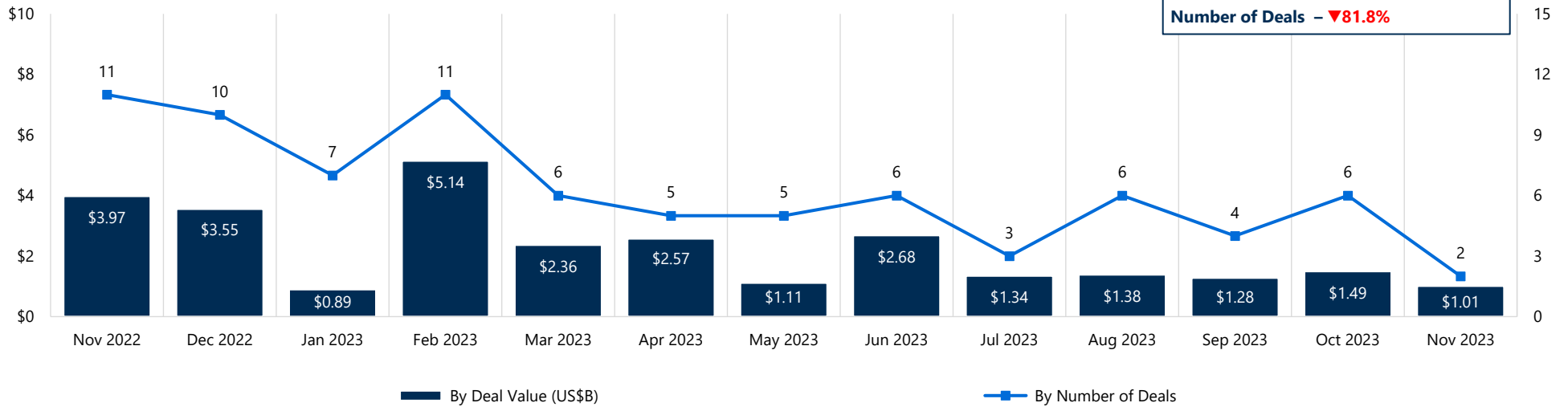


**Outbound U.S. Crossborder Transactions**

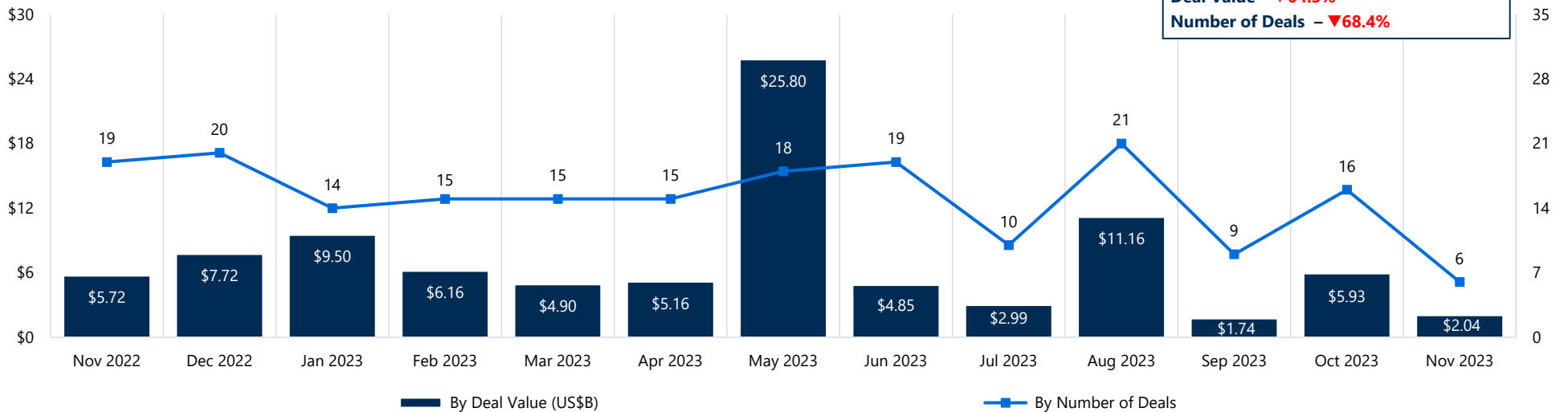




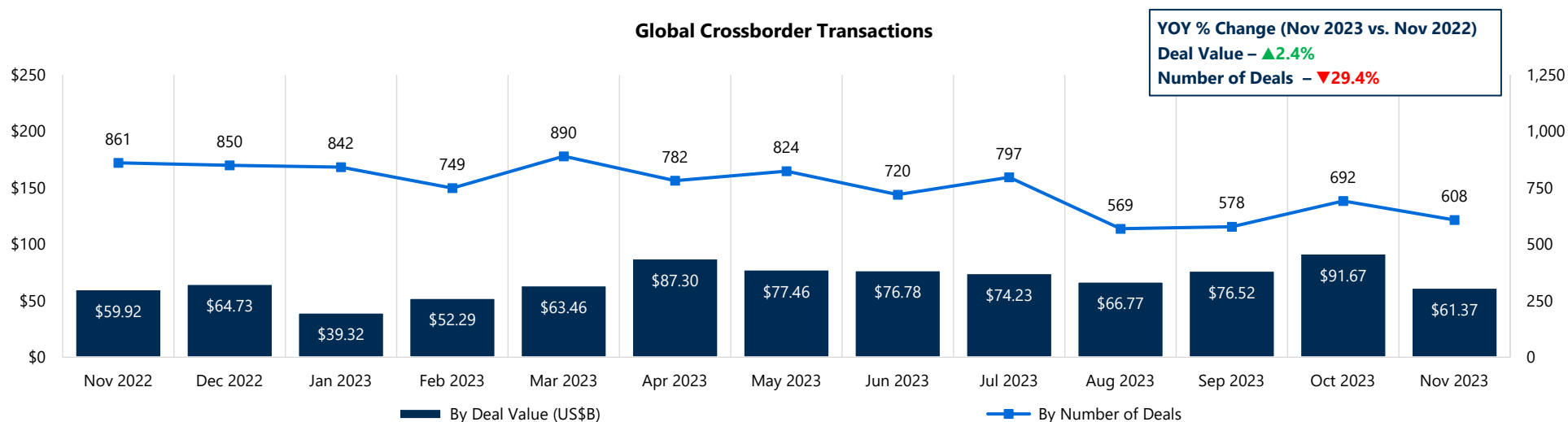
U.S. SPAC Acquisitions<sup>18</sup>



Global SPAC Acquisitions<sup>19</sup>



Global Crossborder Transactions



Endnotes











- Industries categories are determined and named by Dealogic.
- Based on the highest target break fees and reverse break fees payable in a particular deal.
- There were four transactions in November 2023.
- Financial and strategic categories are determined by Deal Point Data.
- One transaction in November 2023 had a reverse break fee.
- No transactions in November 2023 involving a financial buyer had a reverse break fee.
- One transaction in November 2023 involving a strategic buyer had a reverse break fee.
- One transaction in November 2023 involved a financial buyer.
- Three transactions in November 2023 involved a strategic buyer.
- One transaction in November 2023 had a go-shop provision.
- One transaction in November 2023 involving a financial buyer had a go-shop provision.
- No transactions in November 2023 involving a strategic buyer had a go-shop provision.
- Due to rounding, percentages may not add up to 100%.
- This data includes both announced transactions for which a definitive merger agreement was reached and filed and those for which a definitive merger agreement was never reached and filed (including withdrawn transactions).
- Unaffected Premium % indicates the difference between the current price per share offered as consideration in the transaction and the "unaffected price", reflected as a percentage. The "unaffected price" is the target's closing stock price on the date that is one calendar day prior to the first public disclosure regarding a potential deal involving the target and on which the target's stock price was unaffected by the news of the deal.
- In November 2023, each of Japan and Sweden was the country of origin for nine transactions.
- In November 2023, each of Germany, Italy and Spain was the country of destination for six transactions.
- This data reflects U.S. targets that have been acquired by a SPAC of any nationality.
- This data reflects both U.S. and non-U.S. targets that have been acquired by a SPAC of any nationality.

The charts on p. 1–2 and 5–10 were compiled using Dealogic, and are for the broader M&A market, including public and private transactions of any value. Deal volume by dollar value and average value of deals are calculated from the subset of deals that include a disclosed deal value. The charts on p. 3–4 were compiled using Deal Point Data, and include acquisitions seeking majority or higher control of U.S. targets valued at \$100 million or higher announced during the period indicated and for which a definitive merger agreement was reached and filed (except with respect to data regarding premiums and hostile/unsolicited offers, which is for all announced deals). "Last 12 Months" data is for the period from December 2022 to November 2023 inclusive and "year-over-year" data compares November 2022 and November 2023. Data obtained from Dealogic and Deal Point Data has not been reviewed for accuracy by Paul, Weiss.

## Strategic M&A Firm Highlights

	<b>\$60.0B</b>	<b>Chevron Corporation</b>	Acquisition of Hess Corporation
	<b>\$3.3B</b>	<b>Amedisys</b>	Combination with Optum
	<b>\$1.0B</b>	<b>Chico's FAS</b>	Sale to Sycamore Partners
	<b>€12.0B</b>	<b>Carrier Global Corporation</b>	Acquisition of Viessmann Climate Solutions
	<b>\$20.0B</b>	<b>WestRock</b>	Combination with Smurfit Kappa, creating Smurfit WestRock
	<b>\$10.8B</b>	<b>Merck &amp; Co.</b>	Acquisition of Prometheus Biosciences
	<b>\$21.4B</b>	<b>World Wrestling Entertainment</b>	Agreement with Endeavor to merge WWE with UFC to form a new publicly listed company
	<b>\$2.8B</b>	<b>The Estée Lauder Companies</b>	Acquisition of the Tom Ford brand
	<b>\$3.9B</b>	<b>Amazon</b>	Acquisition of One Medical
	<b>\$4.6B</b>	<b>IBM</b>	Acquisition of Apptio

## Private Equity M&A Firm Highlights

	<b>\$5.2B</b>	<b>Funds managed by affiliates of Apollo Global Management, Inc.</b>	Take-private acquisition of Arconic
	<b>\$4.0B</b>	<b>General Atlantic</b>	Sale of EngageSmart to Vista Equity Partners
	<b>\$8.1B</b>	<b>Funds managed by affiliates of Apollo Global Management, Inc.</b>	Take-private acquisition of Univar Solutions
	<b>\$10.6B</b>	<b>General Atlantic</b>	Sale of its stake in its portfolio company Oak Street Health to CVS Health
	<b>\$4.4B</b>	<b>KPS Capital Partners</b>	Sale of its portfolio company Howden to Chart Industries
	<b>\$2.0B</b>	<b>Brookfield Asset Management</b>	Acquisition of a significant minority stake in Primary Wave Music
	–	<b>Roark Capital Group</b>	Acquisition of Subway
	–	<b>Clearlake Capital Group</b>	Consortium deal to acquire Chelsea Football Club
	<b>\$7.1B</b>	<b>3G Capital</b>	Acquisition of Hunter Douglas
	<b>\$11.3B</b>	<b>Roark Capital Group</b>	Inspire Brands' acquisition of Dunkin' Brands Group

This publication is not intended to provide legal advice, and no legal or business decision should be based on its content. Questions concerning issues addressed in this memorandum should be directed to:

Matthew W. Abbott  
+1-212-373-3402  
[Email](#)

Angelo Bonvino  
+1-212-373-3570  
[Email](#)

Robert A. Kindler  
+1-212-373-3199  
[Email](#)

Jeffrey D. Marell  
+1-212-373-3105  
[Email](#)

Kyle T. Seifried  
+1-212-373-3220  
[Email](#)

Laura C. Turano  
+1-212-373-3659  
[Email](#)

Krishna Veeraraghavan  
+1-212-373-3661  
[Email](#)

*Counsel Frances F. Mi, legal consultant Cara Grisin Fay, associate Daniel Ang, law clerk Aya Dvir and staff attorney Max Melion contributed to this publication.*

## Our M&A Practice

Paul, Weiss is a leading law firm serving the largest publicly and privately held corporations and financial institutions in the United States and throughout the world. Our firm is widely recognized for achieving an unparalleled record of success for our clients, both in their bet-the-company litigations and their most critical strategic transactions. We are keenly aware of the extraordinary challenges and opportunities facing national and global economies and are committed to serving our clients' short- and long-term goals.

The Paul, Weiss M&A Group consists of approximately 40 partners and 125 counsel and associates based in New York, Washington, Wilmington, London, San Francisco, Toronto, Tokyo, Hong Kong and Beijing. The firm's Corporate Department consists of more than 75 partners and roughly 300 counsel and associates.

Our M&A Group is among the most experienced and active in the world. We represent publicly traded and privately held companies, leading private equity firms, financial advisors, and other financial institutions and investors in their most important mergers and acquisitions, joint ventures and other strategic transactions. Our expertise advising corporations and private investors in a broad range of sophisticated transactions enables us to identify new opportunities for our clients to realize value. We have particular experience in guiding clients as they engage in proxy battles, company-altering and market consolidating transactions or capital markets transactions.

## Our M&A Partners

[Matthew W. Abbott](#)

[Neil Goldman](#)

[Jeffrey D. Marell](#)

[Brian Scrivani](#)

[Michael Vogel](#)

[Edward T. Ackerman](#)

[Ian M. Hazlett](#)

[Judie Ng Shortell](#)

[Kyle T. Seifried](#)

[Samuel J. Welt](#)

[Scott A. Barshay](#)

[Roger Johnson](#)

[Andreas Philipson](#)

[Cullen L. Sinclair](#)

[Steven J. Williams](#)

[Angelo Bonvino](#)

[Robert A. Kindler](#)

[Austin Pollet](#)

[Megan Spelman](#)

[Bosco Yiu](#)

[Ellen N. Ching](#)

[Andrew D. Krause](#)

[Ravi Purohit](#)

[Sarah Stasny](#)

[Kaye N. Yoshino](#)

[Ross A. Fieldston](#)

[David K. Lakhdhir](#)

[Kenneth M. Schneider](#)

[Laura C. Turano](#)

[Tong Yu](#)

[Brian P. Finnegan](#)

[Brian C. Lavin](#)

[Robert B. Schumer](#)

[Krishna Veeraraghavan](#)

[Taurie M. Zeitzer](#)

[Adam M. Givertz](#)

[Xiaoyu Greg Liu](#)

[John M. Scott](#)

[Jeremy M. Veit](#)