



SUBJECT: INTERNATIONAL MERGERS, ACQUISITIONS AND ALLIANCES		
MASTER DEGREE: MASTER UNIVERSITARIO EN ABOGACÍA INTERNACIONAL	ECTS: 3	QUARTER: 2

TIMETABLE FOR THE SUBJECT								
WEEK	SESSION	DESCRIPTION OF EACH SESSION	GROUP (X mark)		Indicate if a different lecture room is needed (computer, audiovisual, etc.)	HOMEWORK PER WEEK		
			1	2		DESCRIPTION	ATTENDING HOURS	HOMEWORK Max. 7H/WEEK
1	1	<i>Introduction</i> - <i>The market: sectors, actors and interests.</i> - <i>Conflicts of interest in M&A transactions.</i> - <i>Types of transaction: share deal, asset deal, joint venture</i>	X			Lecturing – practical teaching	1,5	3
1	2	<i>Preliminary stage</i> - <i>Preliminary dealings: documentation and legal significance, competitive and non-competitive processes</i> <i>Case study - Term Sheet</i>	X			Lecturing – practical teaching Case Study	1,5	7
2	3	<i>Preliminary stage (cont.)</i> - <i>Due diligence: data room, questionnaire, reliance/non-reliance letter</i>	X			Lecturing – practical teaching	1,5	3



2	4	<i>Case study - Due Diligence</i>	X			Case Study	1,5	7
3	5	<i>Transactional process</i> <i>- Investment agreement. Structure and clauses</i>	X			Lecturing – practical teaching	1,5	3
3	6	<i>Case study - Share Purchase Agreement</i>	X			Case Study	1,5	7
4	7	<i>Transactional process (cont.)</i> <i>- Financial perspective and valuation.</i> <i>- Accounting and tax considerations</i>	X			Lecturing – practical teaching	1,5	3
4	8	<i>Investment agreement. Structure and clauses</i>	X			Lecturing – practical teaching	1,5	3
4	9	<i>Case study - Share Purchase Agreement</i>	X			Case Study	1,5	7
5	10	<i>Transactional process (cont.)</i> <i>- Shareholders' agreement. Structure and clauses.</i> <i>- Corporate aspects of M&A. Decision-making, conflicts and checks-and-balances in modifications of articles of incorporation</i>	X			Lecturing – practical teaching	1,5	3



		<i>and bylaws, share issuance, mergers and spin-offs.</i>						
5	11	<i>Acquisition of assets and joint-ventures</i> <i>- Asset deals. Contractual, accounting and tax considerations.</i> <i>- Joint ventures. Contractual specialties</i>	X			Lecturing – practical teaching	1,5	3
5	12	<i>Case study - Shareholders' Agreement</i>	X			Case Study	1,5	7
6	13	<i>Specific Seminar</i>	X			Lecturing – practical teaching	1,5	3
6	14	<i>Final Exam</i>	X				1,5	3
TOTAL HOURS							21	62