UMKC School of Law Spring 2013

COURSE NAME: Negotiating Mergers & Acquisitions

COURSE NUMBER: 8837

PROFESSOR: Bob Downs

ESSENTIAL PREREQUISITES: Business Organizations. Basic Tax

DESIRABLE PREREQUISITES: Any Business or tax course

COURSE BOOKS:

Legal Negotiation, Theory & Practice, 2nd Edition, Donald G. Gifford

RECOMMENDED:

METHOD OF GRADING & APPRAISAL OF STUDENT FOR GRADE:
50% of grade is final exam, given in the middle of the semester.
50% of grade is based on a team negotiation simulation of a business acquisition/sale.

SUMMARY DESCRIPTION OF COURSE:
We spend the first half, or so, of the semester learning how to do deals, including the rights and responsibilities of participants in mergers, sale of stock, and sale of assets of companies. We also study the methods, values and strategies of negotiation. The second part of the class is to apply that knowledge and those skills to a simulated business sale or combination. Students work with partners to negotiate with two other students, representing opposing clients (simulated) to achieve a workable deal.

COURSE CONTENT: See summary description of course.

COURSE OUTCOMES: To know the legal and business rules and concepts necessary to successfully represent clients in the purchase or sale of a business (both small privately held and larger publicly traded entities), including mergers, asset sales and stock sales. To learn about negotiation planning, evaluating, and negotiating, with attention to tactics and strategies used by lawyers representing business clients. To
have a simulated experience of representing a business client in an acquisitive acquisition/sale.

RELEVANCY OF COURSE FOR CAREER PURPOSES: Every lawyer needs negotiating skills and the skills learned in this course are applicable to litigation, business and other areas of law practice. Every business lawyer should know how business acquisitions/sales are put together in order to protect the business entities, managers, shareholders and themselves.

RELEVANCY OF COURSE FOR MO/MULTI-STATE BAR EXAMINATION: Not tested on the Missouri or Kansas bar examination.