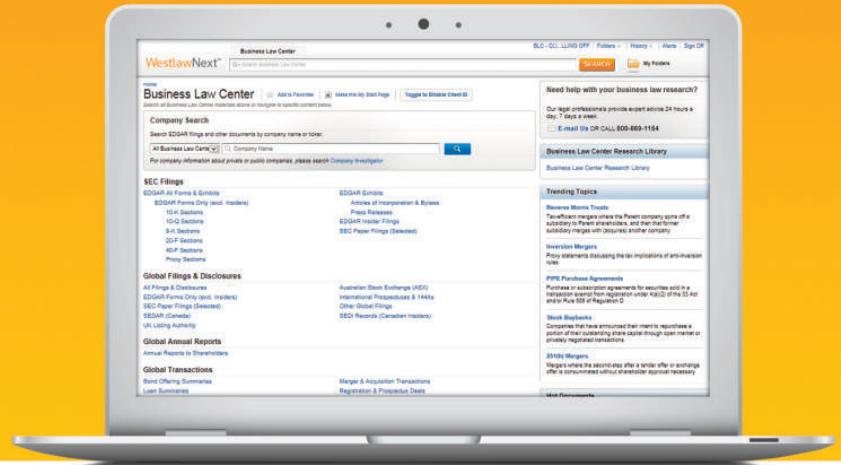


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7 Trending Topics

Reverse Morris Trusts
Tax-efficient mergers where the Parent company spins off a subsidiary to Parent shareholders, and then that former subsidiary merges with (acquires) another company

Inversion Mergers
Proxy statements discussing the tax implications of anti-inversion rules

PIPE Purchase Agreements
Purchase or subscription agreements for securities sold in a transaction exempt from registration under 4(a)(2) of the 33 Act and/or Rule 506 of Regulation D

Stock Buybacks
Companies that have announced their intent to repurchase a portion of their outstanding share capital through open market or privately negotiated transactions

251(h) Mergers
Mergers where the second-step after a tender offer or exchange offer is consummated without shareholder approval necessary

Hot Documents

Repsol Buys Talisman
Repsol SA of Spain is buying Talisman Energy Inc of Canada for \$8 per share or \$8.3B total plus assumed debt

PetSmart LBO
A consortium led by BC Partners Ltd agreed to purchase PetSmart Inc for \$83/share, approximately \$8.3B total

dELiA's Bankrupt
dELiA's Inc. announced Chapter 11 bankruptcy proceedings, DIP financing and inventory liquidation agreements

Riverbed LBO
Riverbed Technology Inc is being acquired by Thoma Bravo LLC and Ontario Teachers' Pension Plan for \$3.3B

Merck Buys Cubist
Merck & Co Inc agreed to purchase Cubist Pharmaceuticals Inc for approximately \$8.4B plus assumed debt of \$1.1B

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Valassis Communications Inc | Harland Clarke Holdings Corp
1,410,135,000 (USD) | December 18, 2013 | Completed | 2013 WL 7377215 | (Approx. 9 pages)

Document **Filings & Disclosures (29)** **Related M&A Transactions (7)** **SEC Comment Letters (3)** **Agreements (7)**

Related M&A Transactions (7) Sort By: Date: Newest First

Target	Acquiror	Announcement Date	Deal Type
1. Media General Inc - Daily & Weekly Newspaper(63)	World Media Enterprises Inc	May 17, 2012	comparable
2. TransUnion Corp	Spartan Parent Holdings Inc	February 17, 2012	comparable
3. The New York Times Co-Regional Media Group	Halifax Media Holdings LLC	December 27, 2011	comparable
4. Aspen Marketing Services	Epsilon Data Management LLC	April 25, 2011	comparable
5. Trans Union Corp	Madison Dearborn Partners LLC	April 29, 2010	comparable
6. infoGroup Inc	CCMP Capital Advisors LLC	March 08, 2010	comparable
7. ADVO Inc	Valassis Communications Inc	July 05, 2006	comparable

NARROW
Select Multiple Filters

Search within results

Deal Type
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EDGAR Sample Agreements

251(h) Merger Agreements	Equity Incentive Plans
Agreements & Plans of Merger	Escrow Agreements (rel. Mergers)
Agreements & Plans of Reorganization	Exclusivity Agreements (rel. Mergers)
Articles of Incorporation	Indentures
Asset Purchase Agreements	Intercreditor Agreements
Asset Purchase Agreements (363 Sales)	ISDA Credit Support Annex
Bylaws	ISDA Master Agreement
Certificates of Designation	ISDA Schedule
Change in Control Severance Agreements	Joint Venture Agreements
Confidentiality Agreements (rel. Mergers)	Lease Agreements
Credit / Loan Agreements	Lease Agreements (Triple Net)
Credit Agreements with a Keepwell Clause	License Agreements
Development Agreements	Limited Liability Company Agreements
Director Equity / Option Plans	Mezzanine Loan Agreements
Director Plans	No Shop Merger Agreements
Employment Agreements	Non-Disclosure Agreements

EDGAR Forms

Adoption of FASB Accounting Standards	Iran Sanctions Disclosures
Business Development Companies	Master Limited Partnerships
Continuous Equity Offerings	Private Company SEC Filers
Emerging Growth Co. - 10-K / 10-Q	Proxy: Declassified Board Proposals

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Merger & Acquisition Transactions (43)

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Announcement Date From: 12-30-1974 Until: 01-03-1979

1-20 **Sort by:**

1. National Airlines Inc Eastern Air Lines Inc	429,719,000 (USD) December 04, 1978 Withdrawn 1997 WL 34991220
2. Tiffany & Co Avon Products Inc	110,160,000 (USD) November 21, 1978 Completed 1997 WL 35009138
3. P. R. Mallory and Co Inc Dart Industries Inc.	320,034,000 (USD) November 09, 1978 Completed 1997 WL 34990835
4. Falcon Seaboard Inc Diamond International Corp	320,139,000 (USD) November 02, 1978 Completed 1997 WL 35009325
5. Hospitality Motor Inns Inc Helmsley Enterprises Inc	54,616,000 (USD) October 17, 1978 Completed 1997 WL 34991225
6. Technicare Johnson & Johnson	137,999,000 (USD) October 05, 1978 Completed 1997 WL 34994154
7. Cox Broadcasting Corp General Electric Co	486,462,000 (USD) October 05, 1978 Withdrawn 1997 WL 34990960
8. Olinkraft Inc Manville Corp (Manville Personal Injury Settlement Trust)	

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Announcement Date
 All

Effective Date
 All

Status
 Completed 38
 Withdrawn 5

Acquirer Technique
 Divestiture 3
 Not Applicable 18
 Stock Swap 8
 Tender Offer 13
 Unsolicited Deal 1

Transaction Value (USD)
 All

Consideration Offered
 Cash 30

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Confidentiality Agreements: Mergers and Acquisitions

Resource type: Practice Note Status: Maintained Jurisdiction: USA

A discussion on confidentiality agreements and their principal provisions.

Practical Law Corporate & Securities

Contents

Initial Considerations

- Unilateral or Mutual Agreement?
- When to Enter into the Agreement
- Separate Agreement or Part of the Term Sheet?
- Is your Client More Likely to Receive or Disclose Information?
- Is the Disclosing Party a Public Company?
- Limitations of NDAs
- Why Have a Written NDA?

Content of Confidentiality Agreements

- Parties to the Agreement
- Definition of Confidential Information
- Exceptions to Confidentiality
- Permitted Use and Restrictions on Disclosure
- Term
- Return of Confidential Information
- Remedies
- Boilerplate
- Additional Provisions

1 Confidentiality Agreement Precedents 

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2 Precedent agreements in the Business Law Center.

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advanced: NTI;TI#confidentiality & agreement % #amendment form solicitation competition

EDGAR Precedent Agreements (73)

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All of These Terms: merger /5 agreement Agreement Title: #confidentiality & agreement % #amendment form solicitation competition circumvention disengagement noncompetit...

1-50 

Select all items no items selected

56 17

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68

1. CONFIDENTIALITY AGREEMENT
CAMECO CORP - February 07, 2014
CONFIDENTIALITY AGREEMENT Confidentiality Agreement 112 7/10/2001 3/29/2001 Ontario BRUCE POWER INC: Ontario Bruce Power L.P. BPC GENERATION INFRASTRUCTURE TRUST Borealis...

-TEI, TEMI, PINU Trust and the Society Trust. Reorganization Agreements" means the BALP Sublease, the BALP Services and Cost Sharing Agreement, the asset purchase agreement dated October 31, 2005 between BALP, BPLP, BPI and BPAI, the Dispute Resolution Agreement, and the refurbishment reimbursement agreement dated...

2. Confidentiality Agreement
NUPATHE INC - January 23, 2014
Confidentiality Agreement Confidentiality Agreement 72 1/8/2014 1/17/2014 12/15/2013 1/17/2014 TO Teva Pharmaceuticals USA, Inc. Endo Health...

-*(x)2* to the Schedule TO and is incorporated herein by reference. Promissory Note Concurrently with the execution of the Merger Agreement, Teva Pharmaceuticals USA, Inc., an affiliate of Teva ("Teva USA"), made a loan to NuPathe in the amount of \$5,000,000...

3. Other Agreements Confidentiality Agreement
ONYX PHARMACEUTICALS INC - September 03, 2013

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