

Buying and Selling a Business: A Comprehensive Guide

Business Law Section



webcast

Date: Tuesday, September 20, 2022 | 9:00 am to 4:00 pm

Location: Webinar only

Program Chairs: **Leslie Greey**, Hatch Ltd.
Andreea Muth, Pallett Valo LLP



Professionalism Hours: This program contains **1hr**
Substantive Hours: This program is eligible for up to **5h**
The OBA has been approved as an Accredited Provider of Professionalism Content by The Law Society of Ontario.

Join your colleagues for an in-depth and engaging day examining the process of buying and selling a business. Gain valuable insight and practical tips from our expert faculty on the steps involved in the purchase and sale of a business. Hear about current and need-to-know trending issues. You won't want to miss this opportunity to learn the essential tools and latest trends to help best serve your clients and approach your next transaction with added confidence.

9:00 am **Welcome and Opening Remarks**

- Similarities and differences in adjustments within a share and asset deal
- Best practices and pitfalls to avoid

9:05 am **M&A 101**

Leslie Greey, Hatch Ltd.

Andreea Muth, Pallett Valo LLP

- How to structure transactions, including asset v. share deals and other arrangements and the implications of each
- Best practices for managing a transaction as in-house counsel v. private practice
- Practical guide of the life cycle of a transaction and pitfalls to avoid

2:05 pm **Health Break**

2:20 pm **Panel Discussion: How to Renegotiate a Deal**

Aaron Bains, Aird & Berlis LLP

Daniel Hirsh, Hirsh Law

David Rainsberry, LawPRO

Rachel Wasserman, KPMG Canada

- Practical risk assessment: renegotiation of deal terms and price, risk assessment and advice discussions with clients and other transaction partners
- Sign and then close, or simultaneous and how that impacts diligence
- If a representation is breached post-closing, how to deal and mitigate risks
- Conflicts of interest and ethical issues in renegotiations in transactions

10:00 am **Transferring Intellectual Property in a Deal**

Roland Hung, Torkin Manes LLP

- How to successfully transfer different forms of IP assets, including domain names and trade secrets
- Key differences in share & asset deals involving IP
- Representations & warranties for each type of IP

10:30 am **Health Break**

10:45 am **Employment Law Considerations in a Transaction**

Miguel Mangalindan, Monkhouse Law

- Dealing with severance before, after or as a condition in a transaction
- Employment implications in share v. assets deals
- How to transition new employees post-acquisition with ease

3:50pm **Questions and Concluding Remarks**

4:00 pm **Program Concludes**

11:30 am **Securities Considerations and Obligations**

Susan Han, WeirFoulds LLP

Roma Lotay, Borden Ladner Gervais LLP

- When can you sell securities and considerations for public v. private corporations?
- What is the exempt securities market and considerations for your client?
- Need-to-know disclosure requirements and obligations

12:20 pm **Lunch Break**

1:20 pm **Purchase Price Mechanics**

Al Wiens, Wildeboer Dellelce LLP

- How adjustments are calculated and its impact on the description/purchase price, including earn-outs

PROGRAM REGISTRATION IS ONLINE www.oba.org/pd

Questions? pd@oba.org