Praise for "The Role of Directors in M&A Transactions":

"The Role of Directors in M&A Transactions" provides a concise and practical analysis of the landscape for M&A transactions tailored to inform and educate directors of both private and public enterprises. The Handbook addresses, in a well-organized way, the key fiduciary issues directors will face in M&A transactions, including a good overview of the legal, tactical and analytical challenges that often encompass such transactions. The authors reveal not only the key issues, but also possible solutions that directors will find useful as they engage in the M&A process. The Handbook will be invaluable to directors as well as their advisors.” Larry Sonsini, Senior and Founding Partner, Wilson Sonsini Goodrich & Rosati, former Chairman, Commission on Corporate Governance, New York Stock Exchange

“With the publication of "The Role of Directors in M&A Transactions," the ABA has done it again—created another comprehensive and readable work on another complex M&A topic. This practical Handbook presents a well-organized, accessible yet in-depth look at both the processes and the law relevant to this all-important business and legal topic. This work is unique in that it will prove helpful not only to legal practitioners in advising directors but also to directors as they wind their way through these processes. Even the most seasoned director will find that this Handbook—particularly the discussions on designing sale processes, market checks and deal termination provisions—will allow him or her to engage more meaningfully with all advisors in considering these matters. In addition, the chapter on financial advisors will help directors in working with their financial advisors and understanding the nature and impact of any conflicts that might be presented in their engagements. This approachable work will be an important resource for directors in understanding M&A topics for years to come.” Eileen T. Nugent, Partner, Skadden, Arps, Slate, Meagher & Flom LLP

"The Role of Directors in M&A Transactions" is a thorough guidebook that describes the legal and judicial framework upon which modern M&A is constructed. It then provides practical guidance to corporate directors and their advisors on how to ensure that the steps they follow through an M&A process will meet those standards. No matter the experience level of the reader, it will serve as a useful reference. I will recommend it to both my director clients and colleagues.” Albert H. Garner, Vice Chair-Investment Banking, Lazard

“In today’s world, directors, officers, and advisers need all the help they can get when navigating through M&A transactions. Pitfalls abound, and high quality, practical advice can be hard to find. This terrific compendium provides valuable pragmatic guidance from some of the most experienced practitioners in the field. It tracks the issues that arise from the very inception of a potential transaction all the way through closing and beyond. Whether you are engaged in public or private company deals, there’s useful experience and advice here for you.” Professor Joseph A. Grundfest, The William A. Franke Professor of Law and Business and Senior Faculty, Stanford Law School, Co-Director, Rock Center for Corporate Governance, a joint initiative of Stanford Law School and Stanford Graduate School of Business, and former Commissioner of the Securities and Exchange Commission
“It is about time that an indispensable guide to the roles that various parties play in the complex and complicated world of public and private company mergers and acquisitions was written. The Role of Directors in M&A Transactions – A Governance Handbook for Directors, Management and Advisors is all that and much more. Providing clear guidance, specific examples and detailed footnotes, the Handbook will quickly become the go-to guide for corporate directors, practitioners and all of the other players that advise boards in the context of what are often transformational transactions in the life of the corporation for the buyer and the ultimate corporate decision for the seller. Mixing practical advice with statutory requirements and the constantly expanding world of judicial interpretation primarily provided by the Delaware courts, the Handbook provides plain-English guideposts for the different issues that directors must contend with at the various stages of the M&A transaction. Throughout the Handbook, the importance of good process is appropriately emphasized, while the key role of the engaged corporate director is considered extensively. Covering corporate governance requirements and practices, conflicts of interest, special committees, fiduciary duties, board processes, buyer issues, the multiple transaction documents and even guidance for structuring the deal, the Handbook should be required reading for summer associates as well as seasoned M&A practitioners and will be a well-used resource for years to come. Importantly, the Handbook can be read by the corporate director whether he or she is doing their first deal or their fiftieth deal, and it provides both context and guidance for what is always a challenging process. I applaud the ABA and particularly the Task Force Chairs for their excellent work product and for providing a much-needed guidebook that will be used by all of the participants in the M&A process, including the judiciary.” David A. Katz, Partner, Wachtell, Lipton Rosen & Katz

“A practical guide for the earnest practitioner, which wisely focuses on pointers that will be as functionally helpful as they are thoughtful and informative. A must for M&A attorneys and directors at all levels of experience.” Myron Steele, Partner, Potter Anderson & Corroon, Wilmington, Delaware and former Chief Justice of the Delaware Supreme Court

“The Role of Directors in M&A Transactions is a must read/must own Handbook that is essential for directors and practitioners in the M&A space. Not only does it superbly capture and articulate the jurisprudence of this complex and dynamic field of law it also explains with extraordinary clarity and insight the policy that is imbedded in that jurisprudence. These explanations are so clear, profound, and accurate that they serve to fully inform non-law-trained directors of the rationale and functionality of the fiduciary duties they are bound to employ. Beyond that, the Handbook makes a singular, indeed a unique, contribution to the literature by elucidating in detail the implementation steps the practitioner should (and in some situations those that she must) take in order to reach the zenith of professionalism in guiding her clients to the accomplishment of a successful and liability-proof transaction.” E. Norman Veasey, Special Counsel, Gordon, Fournaris & Mammarella, P.A. and former Chief Justice of the Delaware Supreme Court