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# US M&A News and Trends

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**U.S. M&A deal activity decreased in February, going down 19.3%** with 1,001 announcements compared to 1,240 in January. Aggregate M&A spending decreased as well. In February 32.4% less was spent on deals compared to January.

**Over the past 3 months, the sectors that saw the biggest increases** in M&A deal activity, relative to the same three-month period one year ago, was: Transportation (73 vs. 61), Consumer Services (205 vs. 200), Energy Minerals (43 vs. 39), Communications (42 vs. 41), and Government (5 vs. 4). Six of the 21 sectors tracked by FactSet Mergerstat posted relative gains in deal flow over the last three months compared to the same three months one year prior.

**Over the past 3 months, the sectors that have seen the biggest declines** in M&A deal volume, relative to the same three-month period one year ago have been: Commercial Services (406 vs. 484), Finance (346 vs. 400), Process Industries (77 vs. 105), Industrial Services (110 vs. 133), and Non-Energy Minerals (46 vs. 69). Fifteen of the 21 sectors tracked by FactSet Mergerstat posted negative relative losses in deal flow over 296 deals.

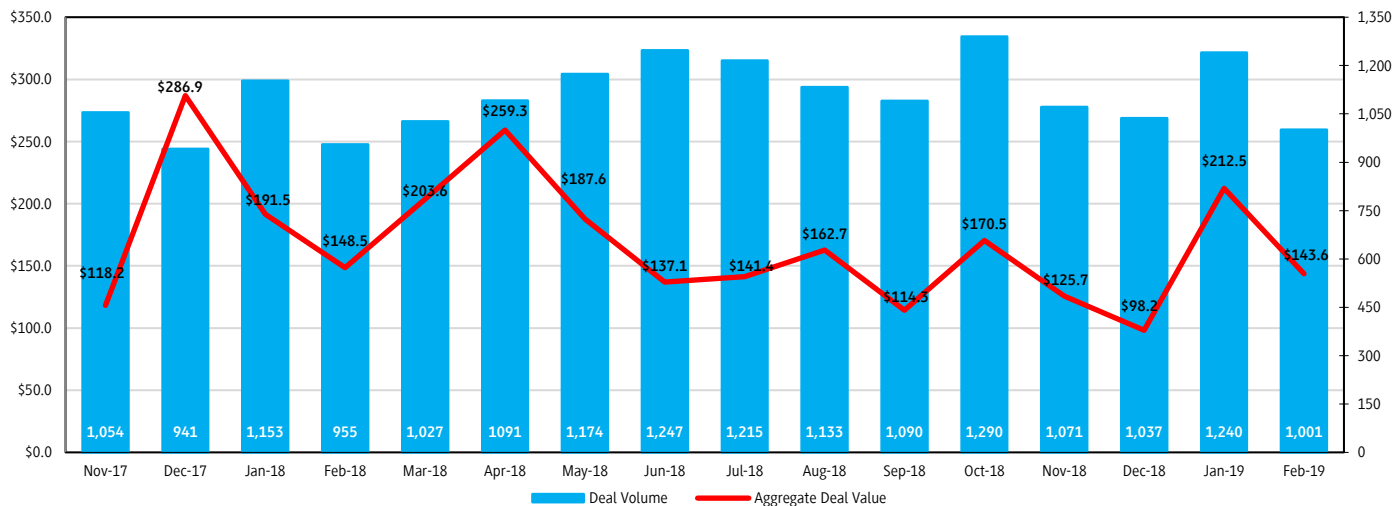
**Topping the list of the largest deals announced in February are:** BB&T Corp.'s agreement to acquire SunTrust Banks, Inc. for \$28 billion; Danaher Corp.'s deal to acquire the Biopharma business from GE Health Care Life Sciences, a subsidiary of General Electric Co., for \$21.4 billion; Barrick Gold Corp. proposed unsolicited bid to acquire Newmont Mining Corp. for \$18.2 billion; A private group led by Hellman & Friedman LLC, Blackstone Corporate Private Equity, GIC Real Estate Pte Ltd and JMI Management Inc, entering an agreement to acquire The Ultimate Software Group, Inc. for \$10.5 billion; Merck KGaA submitting a proposal to acquire Versum Materials, Inc. for \$5.2 billion.

**U.S. private equity activity decreased in February down 18.9%** from January. There were 103 deals in February compared to 127 in January. Aggregate transaction value increased, up by 77.2% to \$27.5 billion from January's \$15.5 billion.

**The top financial advisors for 2019 based on deal announcements,** are: Goldman Sachs & Co., JPMorgan Chase & Co, Citigroup, Evercore, Inc., and Jefferies LLC. The top five financial advisors, based on the aggregate transaction value of the deals worked on, are: JPMorgan Chase & Co, Citigroup, Evercore, Inc., Morgan Stanley, and Goldman Sachs & Co.

**The top legal advisors for 2019 based on deal announcements, are:** Kirkland & Ellis LLP, Jones Day LP, Latham & Watkins LLP, Skadden, Arps, Slate, Meagher & Flom LLP, and Simpson Thacher & Bartlett LLP. The top five legal advisors, based on the aggregate transaction value of the deals worked on, are: Kirkland & Ellis LLP, Simpson Thacher & Bartlett LLP, Wachtell, Lipton, Rosen & Katz, Jones Day LP, and Sullivan & Cromwell LLP.

## The US Mergers & Acquisitions Market Index

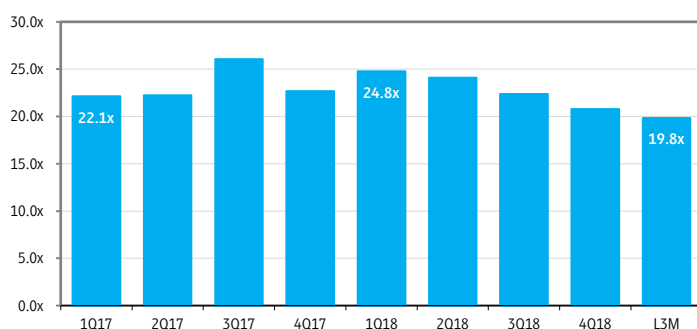


## Merger Stats

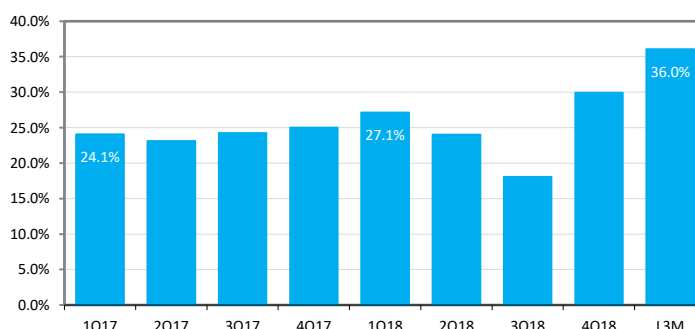
Deal Size	Number of Deals			Agg. Transaction Value (\$Bil)			Average P/E
	12 Months Ended			12 Months Ended			
	2/28/19	2/28/18	Change	2/28/19	2/28/18	Change	
\$1 Billion +	352	334	5.4%	\$1,531.9	\$1,335.2	14.7%	33.2
\$500M to \$999.9M	254	254	0.0%	176.7	179.2	-1.4%	24.3
\$250M to \$499.9M	322	294	9.5%	113.6	104.0	9.2%	25.6
\$100M to \$249.9M	513	552	-7.1%	80.7	90.2	-10.5%	31.9
\$50M to \$99.9M	408	496	-17.7%	29.3	35.2	-16.7%	27.0
\$25M to \$49.9M	395	460	-14.1%	14.2	16.4	-13.5%	18.5
\$10M to \$24.9M	443	516	-14.1%	7.3	8.4	-13.6%	24.8
Under \$10M	900	1,048	-14.1%	2.8	3.3	-13.9%	16.7
Undisclosed	<u>10,029</u>	<u>8,272</u>	<u>21.2%</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
<b>Total</b>	<b>13,616</b>	<b>12,226</b>	<b>11.4%</b>	<b>\$1,956.5</b>	<b>\$1,771.9</b>	<b>10.4%</b>	<b>28.0</b>

## M&amp;A at a Glance

## MEDIAN P/E

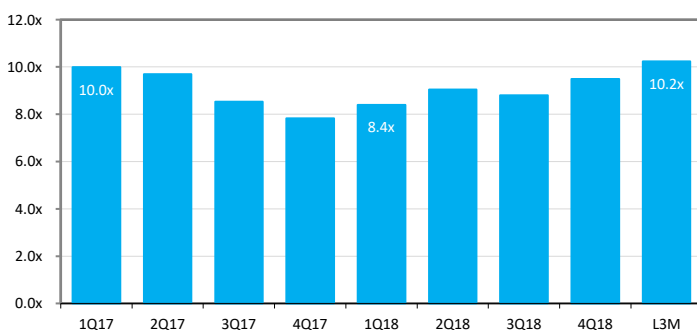


## MEDIAN PREMIUM

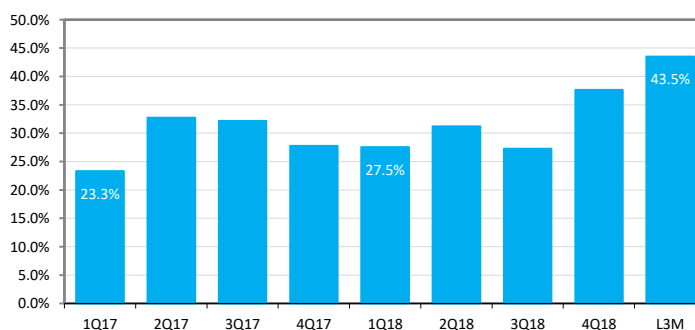


## US Middle Market Monitor

## MEDIAN EV/EBITDA



## MEDIAN PREMIUM



\*Middle Market defined as deals valued between \$1 million and \$500 million, plus undisclosed deals.

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## SECTOR BY ACTIVITY

Target Sector	L3M 2/28/19 Deal Count	L3M 2/28/18 Deal Count	Difference
Transportation	73	61	12
Consumer Services	205	200	5
Energy Minerals	43	39	4
Communications	42	41	1
Government	5	4	1
Consumer Non-Durables	75	74	1
Health Technology	83	84	(1)
Utilities	70	71	(1)
Electronic Technology	94	98	(4)
Miscellaneous	5	12	(7)
Retail Trade	73	80	(7)
Producer Manufacturing	177	185	(8)
Consumer Durables	44	55	(11)
Health Services	103	115	(12)
Distribution Services	131	147	(16)
Technology Services	412	435	(23)
Non-Energy Minerals	46	69	(23)
Industrial Services	110	133	(23)
Process Industries	77	105	(28)
Finance	346	400	(54)
Commercial Services	406	484	(78)
<b>Total</b>	<b>2,620</b>	<b>2,892</b>	<b>(272)</b>

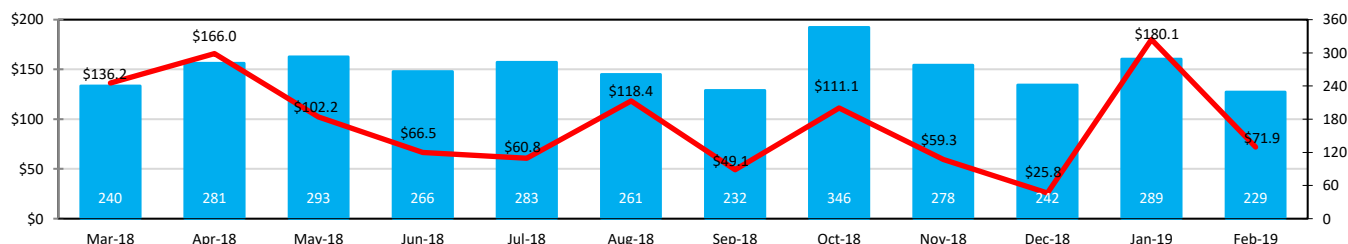
## SECTOR BY VALUE

Target Sector	L3M 2/28/19 Value	L3M 2/28/18 Value	Difference
Communications	\$137,509.0	\$5,056.9	\$132,452.1
Electronic Technology	25,653.3	10,382.4	15,270.9
Retail Trade	12,324.4	6,404.6	5,919.8
Consumer Durables	4,449.9	3,450.0	999.9
Government	0.0	0.0	0.0
Energy Minerals	8,282.2	9,489.4	(1,207.1)
Miscellaneous	725.2	2,448.5	(1,723.3)
Non-Energy Minerals	2,487.9	5,153.2	(2,665.3)
Commercial Services	12,045.3	15,350.5	(3,305.2)
Transportation	2,070.0	7,152.8	(5,082.8)
Industrial Services	20,825.4	26,262.0	(5,436.6)
Distribution Services	5,826.9	12,126.4	(6,299.5)
Process Industries	7,014.9	17,821.2	(10,806.3)
Producer Manufacturing	8,745.1	20,492.5	(11,747.4)
Health Technology	15,624.5	32,509.0	(16,884.4)
Finance	33,210.4	50,245.4	(17,035.0)
Utilities	6,110.4	30,040.7	(23,930.3)
Technology Services	14,787.2	50,371.9	(35,584.8)
Consumer Non-Durables	3,039.8	53,819.7	(50,779.9)
Health Services	8,631.0	81,503.4	(72,872.4)
Consumer Services	15,773.6	160,004.2	(144,230.6)
<b>Total</b>	<b>\$345,136.3</b>	<b>\$600,084.7</b>	<b>(\$254,948.3)</b>

Merger Stats

Deal Size	Number of Deals			Agg. Transaction Value (\$Bil)			Average P/E
	12 Months Ended		Change	12 Months Ended		Change	
	2/28/19	2/28/18			2/28/19		2/28/18
\$1 Billion +	200	178	12.4%	\$1,066.3	\$849.7	25.5%	32.0
\$500M to \$999.9M	138	151	-8.6%	94.8	106.1	-10.7%	24.6
\$250M to \$499.9M	203	169	20.1%	72.2	59.9	20.6%	25.7
\$100M to \$249.9M	331	348	-4.9%	52.4	56.6	-7.5%	31.9
\$50M to \$99.9M	283	356	-20.5%	20.3	25.1	-19.2%	28.0
\$25M to \$49.9M	272	333	-18.3%	9.7	12.0	-18.8%	22.0
\$10M to \$24.9M	324	385	-15.8%	5.3	6.3	-15.8%	27.7
Under \$10M	580	702	-17.4%	1.9	2.2	-17.0%	17.2
Undisclosed	<u>7,801</u>	<u>6,206</u>	<u>25.7%</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
<b>Total</b>	<b>10,132</b>	<b>8,828</b>	<b>14.8%</b>	<b>\$1,322.8</b>	<b>\$1,117.8</b>	<b>18.3%</b>	<b>27.4</b>

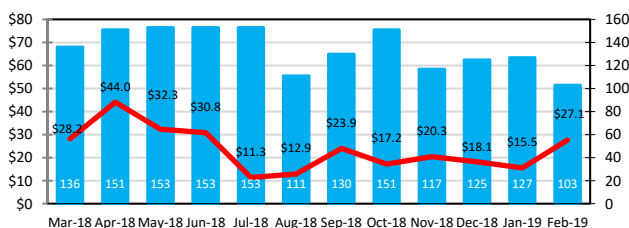
PUBLIC BUYER INDEX LTM 2/28/19



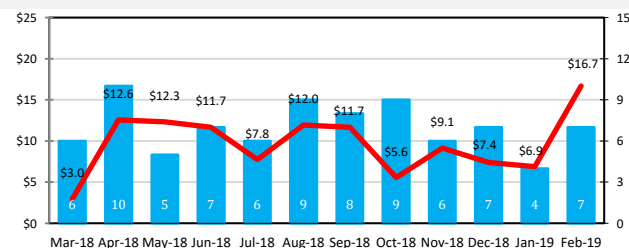
US Private Equity Report

Indices

PE BUYER INDEX: LTM 2/28/19



GOING PRIVATE INDEX: LTM 2/28/19



Top Private Equity Fundraisings: YTD 2019

Open Date	Value (\$Mil)	Fund (Private Equity Sponsor)
15-Jan-2019	\$8,000.0	HPS Mezzanine Partners 2019 LP Highbridge Principal Strategies Mezzanine
19-Feb-2019	3,600.0	New Enterprise Associates 17 LP NEA Management Co. LLC
1-Jan-2019	1,428.9	Committed Advisors Secondary Fund IV Committed Advisors SAS
31-Jan-2019	1,250.0	Arcline Capital Partners Fund I Arcline Investment Management LP
22-Jan-2019	1,200.0	Orbimed Royalty & Credit Opportunities III LP OrbiMed Advisors Private Equity
1-Jan-2019	1,100.0	Eagletree Partners V Eagletree Capital LP
1-Jan-2019	800.0	Spark Capital Growth Fund III LP Spark Capital Partners LLC
30-Jan-2019	750.0	Alpine Investors VII Fund Alpine Investors
2-Jan-2019	700.0	Montauk TriGuard Fund VIII LP TriGuard Management LLC
10-Jan-2019	600.0	Kleiner Perkins Caufield & Byers XVIII Fund Kleiner Perkins Caufield & Byers LLC

## BASED ON US ANNOUNCED DEALS – RANKED BY TRANSACTION VALUE: YTD 2019

Financial Advisor		Transaction Value (\$Mil)*	Total Deals**	Legal Advisor		Transaction Value (\$Mil)*	Total Deals**
1.	JPMorgan Chase & Co	\$182,538.5	25	1.	Kirkland & Ellis LLP	\$182,362.7	68
2.	Citigroup	147,613.1	19	2.	Simpson Thacher & Bartlett LLP	157,422.4	19
3.	Evercore, Inc.	147,230.1	19	3.	Wachtell, Lipton, Rosen & Katz	151,346.0	9
4.	Morgan Stanley	108,771.5	14	4.	Jones Day LP	94,598.7	34
5.	Goldman Sachs & Co.	97,739.6	27	5.	Sullivan & Cromwell LLP	79,681.8	11
6.	Dyal Co. LLC	92,491.5	1	6.	Latham & Watkins LLP	68,620.7	32
7.	Bank of America Merrill Lynch	55,617.3	13	7.	Cleary Gottlieb Steen & Hamilton LLP	54,065.0	6
8.	RBC Capital Markets	33,332.8	10	8.	Cravath, Swaine & Moore LLP	48,186.0	7
9.	Barclays Plc	28,300.0	14	9.	Davis Polk & Wardwell LLP	43,910.7	5
10.	SunTrust Robinson Humphrey	28,251.5	6	10.	Skadden, Arps, Slate, Meagher & Flom LLP	35,642.7	24
11.	PJT Partners, Inc.	22,183.0	4	11.	Paul, Weiss, Rifkind, Wharton & Garrison LLP	24,900.0	14
12.	Canadian Imperial Bank of Commerce	20,229.6	3	12.	Davies Ward Phillips & Vineberg LLP	19,046.3	1
13.	M. Klein & Co. LLC	19,046.3	2	13.	Weil, Gotshal & Manges LLP	18,762.1	12
14.	Bank of Montreal	17,929.0	8	14.	White & Case LLP	15,782.1	8
15.	The Toronto-Dominion Bank	13,329.4	2	15.	Osler, Hoskin & Harcourt LLP	14,063.7	4
16.	Fort Capital Partners	12,880.4	1	16.	Cassels Brock & Blackwell LLP	12,880.4	1
17.	Centerview Partners LLC	12,839.6	6	16.	Goodmans LLP	12,880.4	1
18.	Deutsche Bank AG	12,392.3	4	16.	Neal, Gerber & Eisenberg LLP	12,880.4	1
19.	Jefferies LLC	12,226.6	18	19.	Stroock & Stroock & Lavan LLP	10,352.0	2
20.	Credit Suisse	11,712.4	14	20.	Bryan Cave Leighton Paisner LLP	7,705.3	8
21.	Guggenheim Capital LLC	11,564.0	5	21.	Gleiss Lutz	7,696.7	2
22.	Lazard	10,772.3	9	22.	Allen & Overy LLP	6,961.5	5
23.	Qatalyst Group LP	10,352.0	1	23.	Fenwick & West LLP	6,943.1	4
24.	Wells Fargo & Co.	7,486.1	5	24.	Debevoise & Plimpton LLP	6,884.1	6
25.	Rothschild & Co	7,345.7	13	25.	Vinson & Elkins LLP	6,171.5	10
26.	Moelis & Co.	5,815.9	11	26.	Olshan Frome Wolosky LLP	5,976.6	3
27.	Cowen, Inc.	5,544.5	5	27.	Freshfields Bruckhaus Deringer LLP	5,779.1	1
28.	William Blair & Co.	5,328.1	9	27.	Slaughter & May Ltd.	5,779.1	1
29.	Stifel, Nicolaus & Co., Inc.	3,757.2	10	29.	Shearman & Sterling LLP	5,282.1	12
30.	Janus Henderson Group Plc	3,538.5	1	30.	Sidley Austin LLP	5,215.5	7
31.	Raymond James Financial, Inc.	3,508.7	9	31.	Goodwin Procter LLP	5,206.6	10
32.	LionTree LLC	3,340.0	2	32.	Greenberg Traurig LLP	4,806.2	9
33.	BDT & Co. LLC	3,000.0	1	33.	Baker Botts LLP	4,480.6	5
34.	Greenhill & Co., Inc.	1,556.1	2	34.	Cooley LLP	4,192.4	9
35.	Houlihan Lokey, Inc.	1,515.0	13	35.	Covington & Burling LLP	4,064.2	4
36.	Mitsubishi UFJ Morgan Stanley Securities Co., Ltd.	1,200.0	1	35.	Nelson Mullins Broad & Cassel	3,590.5	3
37.	Simpson Thacher & Bartlett LLP	1,068.3	4	37.	Akin, Gump, Strauss, Hauer & Feld LLP	3,333.9	4
38.	HSBC Holdings Plc	1,045.9	2	38.	Eversheds Sutherland	3,000.0	2
39.	PricewaterhouseCoopers	910.0	12	38.	Keating, Muething & Klekamp PLL	2,517.5	1
40.	Apicius Finance SAS	900.0	1	40.	Alston & Bird LLP	1,953.6	3
40.	Ernst & Young Global Ltd.	900.0	3	41.	Conyers Dill & Pearman	1,901.7	1
40.	Nomura Securities Co., Ltd.	900.0	1	41.	Harney Westwood & Riegels LLP	1,901.7	1
43.	BNP Paribas SA	900.0	1	42.	Khaitan & Co. LLP	1,835.5	4
44.	Macquarie Group	871.0	9	44.	Richards, Layton & Finger PA	1,747.5	1
45.	Harris Williams & Co.	800.0	8	45.	Gibson, Dunn & Crutcher LLP	1,717.5	7
46.	Arctic Securities ASA	778.2	1	46.	Clifford Chance LLP	1,635.5	4
46.	Carnegie ASA	778.2	1	47.	Willkie Farr & Gallagher LLP	1,513.7	9
46.	Novitas Partners LLP	778.2	1	48.	Holland & Knight LLP	1,500.0	1
46.	Pareto AS	778.2	1	48.	Eversheds Sutherland (US) LLP	1,200.0	1
50.	KeyCorp	682.8	5	50.	Blake, Cassels & Graydon LLP	1,077.3	11

\* Transaction Value is the aggregate base equity plus the target's net debt, where applicable.

\*\* Total Deals includes deals that reported a deal value as well as those that did not.

If you would like to participate in our league table rankings or have questions about league table criteria, please contact [advisors@factset.com](mailto:advisors@factset.com).

Rank	Seller (Unit Sold) Financial Advisor Legal Advisor	Buyer Financial Advisor Legal Advisor	Transaction Value** (\$Mil)	Seller Sector
1	<b>Celgene Corp.</b> Citigroup JPMorgan Chase & Co <i>Jones Day LP</i> <i>Simpson Thacher &amp; Bartlett LLP</i> <i>Wachtell, Lipton, Rosen &amp; Katz</i>	<b>Bristol-Myers Squibb Co.</b> Dyal Co. LLC Evercore, Inc. Morgan Stanley <i>Kirkland &amp; Ellis LLP</i>	\$92,491.5	Health Technology
2	<b>First Data Corp.</b> Bank of America Merrill Lynch Evercore, Inc. <i>Cleary Gottlieb Steen &amp; Hamilton LLP</i> <i>Kirkland &amp; Ellis LLP</i> <i>Latham &amp; Watkins LLP</i> <i>Simpson Thacher &amp; Bartlett LLP</i>	<b>Fiserv, Inc.</b> JPMorgan Chase & Co <i>Davis Polk &amp; Wardwell LLP</i> <i>Sullivan &amp; Cromwell LLP</i>	\$38,344.6	Technology Services
3	<b>SunTrust Banks, Inc.</b> Goldman Sachs & Co. SunTrust Robinson Humphrey, Inc. <i>Sullivan &amp; Cromwell LLP</i>	<b>BB&amp;T Corp.</b> RBC Capital Markets <i>Wachtell, Lipton, Rosen &amp; Katz</i>	\$27,799.5	Finance
4	<b>General Electric Co. (General Electric Co. /Biopharma Business/)</b> Citigroup Goldman Sachs & Co. JPMorgan Chase & Co PJT Partners LP <i>Cravath, Swaine &amp; Moore LLP</i> <i>Paul, Weiss, Rifkind, Wharton &amp; Garrison LLP</i>	<b>Danaher Corp.</b> Barclays Plc <i>Kirkland &amp; Ellis LLP</i>	\$21,400.0	Distribution Services
5	<b>Newmont Mining Corp.</b>	<b>Barrick Gold Corp.</b> CIBC Capital Partners M. Klein & Co. LLC <i>Cravath, Swaine &amp; Moore LLP</i> <i>Davies Ward Phillips &amp; Vineberg LLP</i>	\$19,046.3	Non-Energy Minerals
6	<b>Goldcorp, Inc.</b> Bank of America Merrill Lynch Fort Capital Partners The Toronto-Dominion Bank <i>Cassels Brock &amp; Blackwell LLP</i> <i>Neal, Gerber &amp; Eisenberg LLP</i> <i>Osler, Hoskin &amp; Harcourt LLP</i> <i>Skadden, Arps, Slate, Meagher &amp; Flom LLP</i>	<b>Newmont Mining Corp.</b> BMO Capital Markets Citigroup Goldman Sachs & Co. <i>Cleary Gottlieb Steen &amp; Hamilton LLP</i> <i>Goodmans LLP</i> <i>Wachtell, Lipton, Rosen &amp; Katz</i> <i>White &amp; Case LLP</i>	\$12,880.4	Non-Energy Minerals
7	<b>The Ultimate Software Group, Inc.</b> Goldman Sachs & Co. <i>Stroock &amp; Stroock &amp; Lavan LLP</i>	<b>Ultimate Software Group, Inc. /Private Group/</b> Qatalyst Partners LP <i>Kirkland &amp; Ellis LLP</i> <i>Simpson Thacher &amp; Bartlett LLP</i> <i>Weil, Gotshal &amp; Manges LLP</i>	\$10,352.0	Technology Services
8	<b>Loxo Oncology, Inc.</b> Goldman Sachs & Co. <i>Fenwick &amp; West LLP</i>	<b>Eli Lilly &amp; Co.</b> Deutsche Bank AG <i>Debevoise &amp; Plimpton LLP</i> <i>Weil, Gotshal &amp; Manges LLP</i>	\$6,613.1	Health Technology
9	<b>Scout24 AG</b> Citigroup Morgan Stanley <i>Allen &amp; Overy LLP</i> <i>Gleiss Lutz</i>	<b>Blackstone Corporate Private Equity; Hellman &amp; Friedman LLC</b> JPMorgan Chase & Co <i>Latham &amp; Watkins LLP</i>	\$6,556.7	Technology Services
10	<b>Versum Materials, Inc.</b> Lazard <i>Latham &amp; Watkins LLP</i> <i>Simpson Thacher &amp; Bartlett LLP</i> <i>Skadden, Arps, Slate, Meagher &amp; Flom LLP</i>	<b>Merck KGaA</b> Guggenheim Capital LLC <i>Sullivan &amp; Cromwell LLP</i>	\$5,808.3	Distribution Services
<b>**Total Market Value of Top 10 Deals YTD</b>			\$241,292.6	