

MERGERS & ACQUISITIONS

Dealmaker's Digest

A Top 10 Bulletin

November 2024

ROPES & GRAY



In this edition of *Dealmaker's Digest*, we bring you the latest transactional developments to keep you in the know.

GLOBAL M&A ACTIVITY

BLOCKBUSTER DEALS

CROSSBORDER ACTIVITY

ACTIVE INDUSTRIES

POST-ELECTION TAKEAWAYS

GLOBAL M&A ACTIVITY UPDATE

1 Deal Value Trends

↓ Aggregate global monthly deal value¹ in October decreased 20% from September and was down 25% year-over-year (vs. October 2023). The decline in transactional activity was consistent with historical market slowdowns ahead of U.S. presidential elections, given the potential for broad shifts in economic, fiscal and foreign policies. Post-election takeaways are discussed on [page 5](#).

↓ Transactions involving strategic buyers in October dropped 39% by value from September, down by over \$100 billion. Strategic deal value in October decreased 52% year-over-year (vs. October 2023).

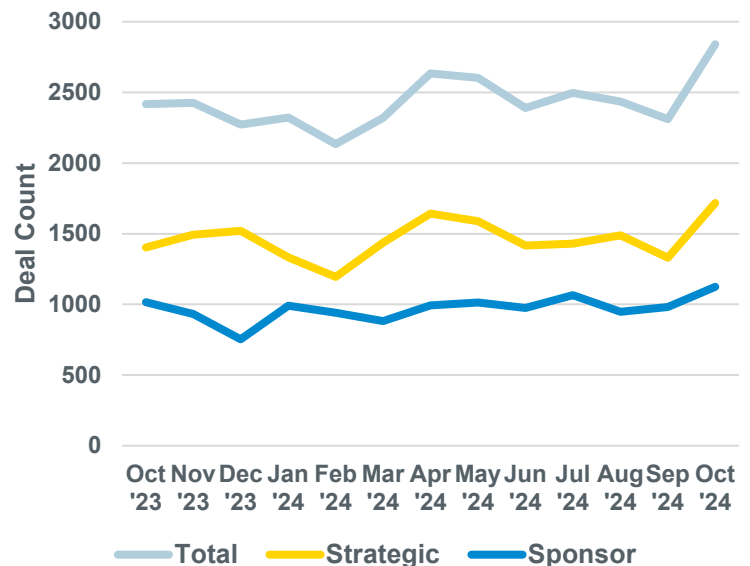
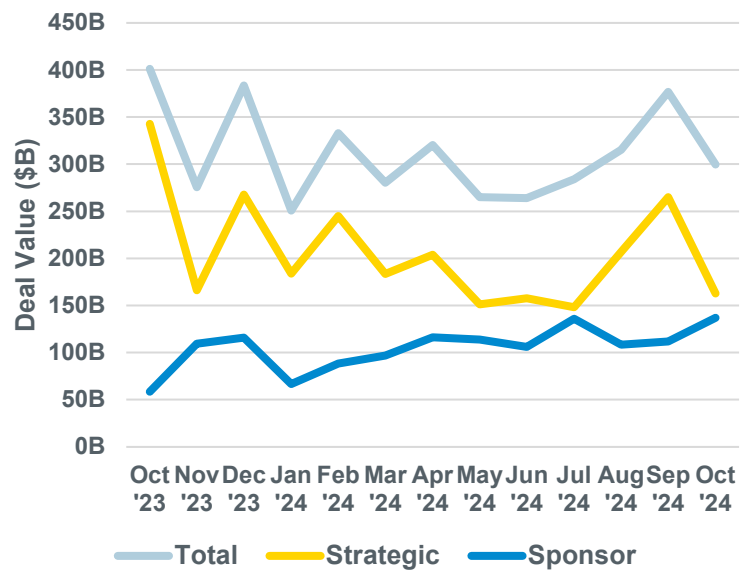
↑ Financial, or sponsor, buyer transactions increased 22% in October. Year-over-year (vs. October 2023), sponsor buyer deal value skyrocketed 135%.

2 Deal Count Trends

↑ Global deal count increased 23% in October from September, driven by smaller-dollar transactions that are less impacted by regulatory or geopolitical headwinds. Deal count was also up 18% year-over-year (vs. October 2023).

↑ Strategic buyer deal count in October also rose, increasing 29% from September. Strategic deal count was up 22% year-over-year (vs. October 2023).

↑ Sponsor buyer deal count in October increased 14% from September and was up 11% year-over-year (vs. October 2023).

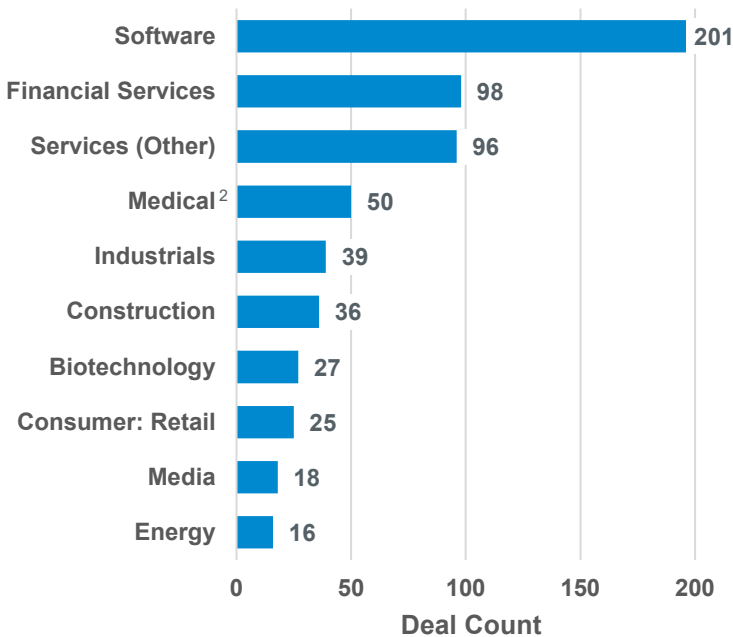


¹ Unless otherwise noted, charts compiled using Mergermarket data for October 2024 as of November 5, 2024. Aggregate deal values by dollar amount are calculated from the subset of deals with disclosed values.

ACTIVE M&A INDUSTRIES (U.S. TARGETS)

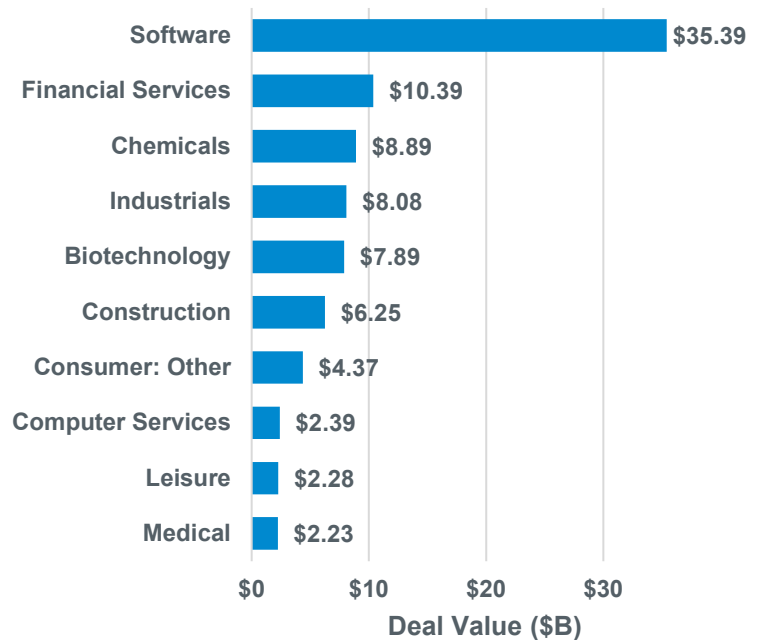
3 By Deal Count

- The software industry remains the top U.S. M&A activity by deal count in October, continuing its streak as the leading industry by volume, with over twice as many deals as the runner-up.
- Services-based industries remained active, with financial and other professional services rounding out the top three sectors in October by deal count.



4 By Deal Value

- The software industry topped the charts by deal value in October with three times the value of the second most active industry. Three of the five largest U.S. deals in October involved targets in the software industry.
- The financial services industry was the second most active sector by deal value in October, followed by the chemicals industry.



October Blockbuster Deals

5

Largest U.S. Strategic Deal

SIEMENS

has agreed to acquire



ALTAIR in an

all-cash transaction

valued at approximately

\$10.6 billion.

APOLLO

has agreed to acquire



BARNES™ in an

all-cash take-private

transaction valued at

approximately **\$3.6**

billion.

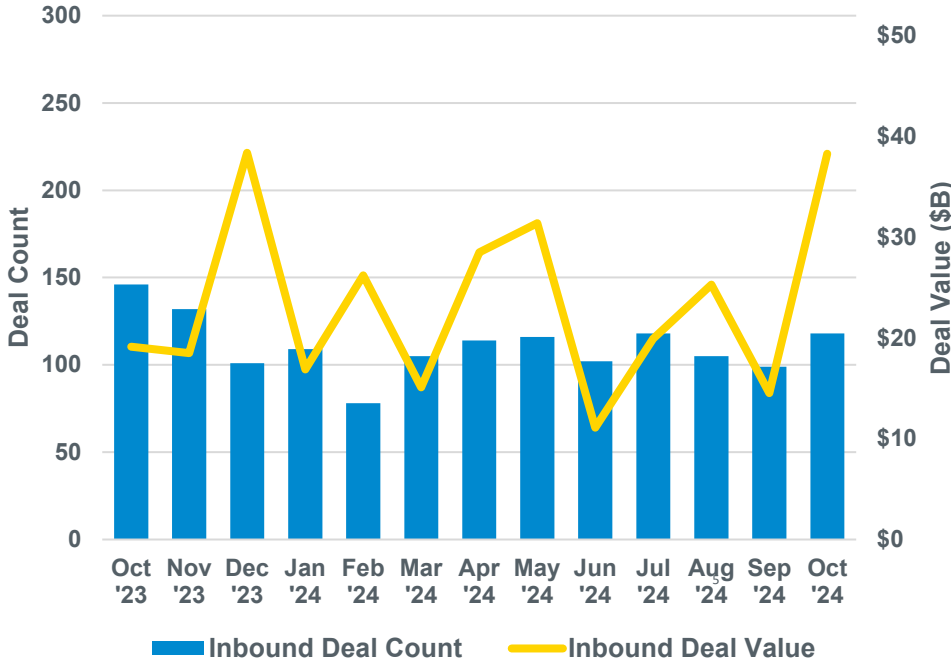
6

Largest U.S. Sponsor Deal

² Medical industry classification principally includes medical devices/technology/services, excluding biotech and pharmaceutical deals.

CROSSBORDER CORNER

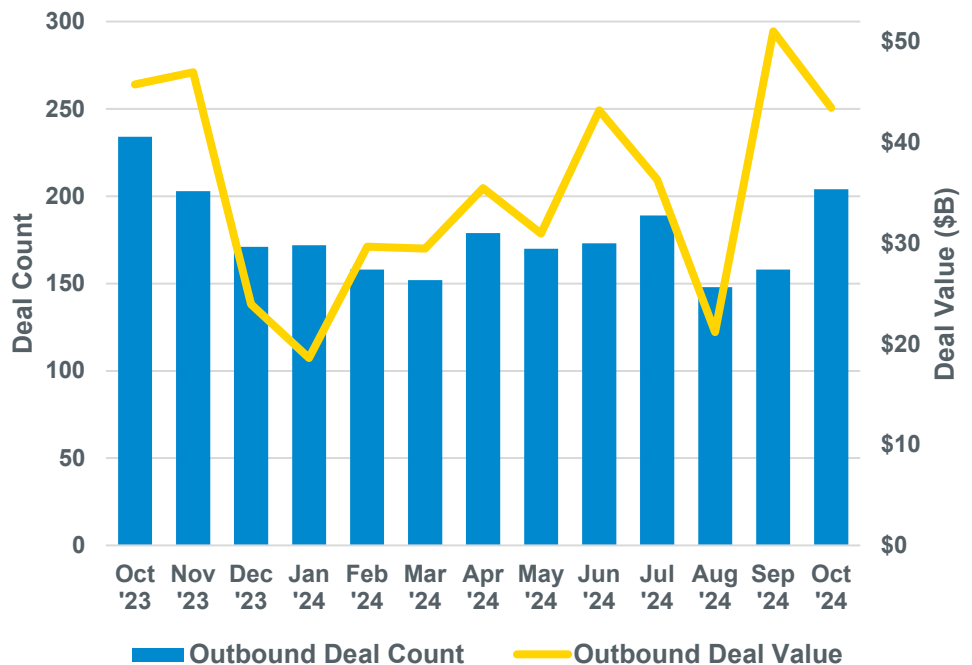
7 Inbound U.S. M&A Activity



- By deal value, inbound U.S. activity increased in October, more than doubling from September. Year-over-year (vs. October 2023) inbound deal value increased 50%.
- By deal count, acquisitions of U.S. targets by non-U.S. acquirers increased 19% in October vs. September. Year-over-year (vs. October 2023), inbound deal count decreased 24%.
- UK-based acquirers undertook the largest number of inbound transactions in October (with 24 deals), followed by Canada and Japan (each with 16 deals).

8 Outbound U.S. M&A Activity

- By deal value, outbound activity declined, dropping 15% from September to October, and down 5% year-over-year (vs. October 2023).
- By deal count, acquisitions of ex-U.S. targets by U.S. buyers increased 29% from September to October. However, year-over-year (vs. October 2023) outbound count fell 15%.
- U.S. acquirers most frequently looked to targets in the UK during October (with 52 transactions), followed by Canada (with 31 transactions). Germany and France each had 12 U.S.-driven transactions.



POST-ELECTION TAKEAWAYS

9 Economic and M&A Outlook

- With the 2024 U.S. presidential election behind us, one set of uncertainties has been traded for another; several directional shifts are already being observed, and others appear likely based on political trends.
- The overall economic outlook for 2025 remains strong; the U.S. has sustained economic growth in the face of ongoing geopolitical conflicts and inflation following the pandemic. Initial market reactions to the U.S. presidential election have shown optimism for business-friendly policies under the Trump administration, including tax cuts and less aggressive regulatory policies.
- Despite the optimistic outlook, it is impossible to predict market responses to escalations of existing conflicts or emergent turbulence. Even seemingly minor developments, such as supply chain disruptions or political miscalculations, could snowball into a broader market correction.
- Several bright spots for dealmakers appear likely in the near term:
 - Adjustment of antitrust enforcement policies, which have been aggressive under FTC chair Lina Kahn, is expected to facilitate high-profile and large-dollar transactions, many of which have been stymied under the Biden administration.
 - Cross-border M&A is expected to remain a critical strategy for growth, innovation, and corporate returns, and will likely be a key driver of the M&A landscape in 2025.
 - Key sectors to watch over the next year include the tech industry, based on promises to deregulate broadly and accelerate innovation, and the energy sector, poised to continue its recent momentum considering the Trump campaign's rhetoric on fossil fuels.

10 SEC Regulation & Enforcement

- The upcoming administration change is already sparking changes at the SEC; chair Gary Gensler recently announced his plan to step down on January 20, 2025, paving the way for the Trump administration to select a replacement in the near term. In the interim, the Commission will be led by an acting chair who is expected to be either Mark Uyeda or Hester Peirce, both Republican commissioners.
- Under the Biden administration, Gensler and the SEC pursued an aggressive agenda on several hot-button issues, including climate-risk disclosures, stock-trading revamps and a hostile posture toward cryptocurrency broadly, which led to accusations by states (and others) of regulatory overreach.
- Regulatory priorities under a Trump-selected SEC chair will likely differ significantly from those under Gensler's helm on several of these issues. Trump frequently made campaign stops at crypto-focused events and has positioned himself as a cryptocurrency advocate; it has been reported that he is even considering a new White House crypto role. Similarly, new climate disclosure rules are unlikely to survive under the incoming Republican-led Commission.
- With respect to the asset management industry, the SEC's Division of Investment may see less immediate turnover in leadership. However, the appointment of a new SEC Chair is expected to shift the regulatory focus of the Division towards a more deregulatory approach (consistent with Trump's first term), potentially removing certain rulemaking items related to ESG disclosures, private market reforms, and security-based swap reporting from the SEC's agenda.
- Enforcement priorities are also expected to shift, with a new Director of the Division of Enforcement likely to adopt less aggressive stances on penalties and novel legal theories, focusing instead on more traditional violations of SEC rules.
- For more information on potential SEC developments and implications for asset managers, read our full [alert](#).

About our M&A Practice

Ropes & Gray's award-winning M&A practice is regularly ranked among the world's leading practices by *Chambers*, *The Legal 500* and *U.S. News*, among others. With over 250 M&A attorneys located in the United States, Europe and Asia, our practice offers global scope and on-the-ground service where and when needed. In 2022-2023, Ropes & Gray navigated more than 600 M&A transactions with an aggregate deal value of \$340+ billion.

RECENT RECOGNITION

THE
AMERICAN LAWYER

The American Lawyer
Dealmakers of the Year (2024)
Fourth consecutive year



U.S. News and World Report
"Law Firm of the Year" for leveraged buyouts and private equity (2023)



Law360
Eight-time winner of "Private Equity Group of the Year"



Best Lawyers' "Best Law Firms"
Top-tier firm for Mergers and Acquisitions Law (2024)

Chambers
AND PARTNERS

Chambers USA 2024

Nationwide: Band 1:
Private Equity Buyouts, Mid-Market

New York: Band 1:
Corporate / M&A Highly Regarded

Massachusetts: Band 1: Corporate / M&A



The Legal 500 USA 2024

M&A/Corporate and Commercial:
M&A: Large Deals (\$1bn+)

M&A/Corporate and Commercial:
Private Equity Buyouts: Large Deals (\$500m+)

M&A/Corporate and Commercial:
Shareholder Activism: Advice to Boards

M&A/Corporate and Commercial:
Venture Capital and Emerging Companies

DEPTH OF EXPERIENCE

600+

Signed transactions
in 2022–2023

\$340B+

in total
transaction
value in
2022–2023

80+

Industries
and sectors

Our Commitment

350+
Specialty-support lawyers

250+
M&A lawyers

150+
Years of practice history

14
Offices to support deals

These materials are proprietary to Ropes & Gray LLP and may not be reproduced, transmitted or otherwise utilized in any media, in whole or in part, without the prior written authorization of Ropes & Gray LLP.

This publication is a service to our clients and friends of the firm. This publication is not intended to be comprehensive or to provide financial, investment, legal, tax, or other professional advice or services. This publication is not a substitute for such professional advice or services, and it should not be acted on or relied upon or used as a basis for any investment or other decision or action that may affect you or your business. Before making any such decision you should consult a suitably qualified professional adviser. While reasonable effort has been made to ensure the accuracy of the information contained in this publication, this cannot be guaranteed and neither Ropes & Gray LLP nor any other related entity shall have any liability to any person or entity that relies on the information contained in this publication, including incidental or consequential damages arising from errors or omissions. Any such reliance is solely at the user's risk.

For more information, please contact your usual Ropes & Gray attorney or reach out to a member of our M&A team below.



Michael Beauvais

Partner, Boston
Michael.Beauvais@ropesgray.com
+1 617 951 7601



Stephanie Lapidus

Partner, Boston
Stephanie.Lapidus@ropesgray.com
+1 617 951 7212



Zachary Blume

Partner, Boston
Zachary.Blume@ropesgray.com
+1 617 951 7663



Michael Littenberg

Partner, New York
Michael.Littenberg@ropesgray.com
+1 212 596 9160



Matt Byron

Partner, Boston
Matthew.Byron@ropesgray.com
+1 617 951 7836



Arthur Mok

Partner, Shanghai / New York
Arthur.Mok@ropesgray.com
+86 21 6157 5288 / +1 212 596 9009



Jackie Cohen

Partner, New York
Jackie.Cohen@ropesgray.com
+1 212 596 9296



Emily Oldshue

Partner, Boston
Emily.Oldshue@ropesgray.com
+1 617 951 7241



Christopher Comeau

Partner, Boston
Christopher.Comeau@ropesgray.com
+1 617 951 7809



Suni Sreepada

Partner, New York
Suni.Sreepada@ropesgray.com
+1 212 596 9960



Ariel Deckelbaum

Partner, New York
Ariel.Deckelbaum@ropesgray.com
+1 212 596 9742



Eric Wu

Partner, Shanghai
Eric.Wu@ropesgray.com
+86 21 6157 5212



Tara Fisher

Partner, Boston
Tara.Fisher@ropesgray.com
+1 617 235 4824



Sarah Young

Partner, New York
Sarah.Young@ropesgray.com
+1 212 596 9710



Thomas Fraser

Partner, Boston
Thomas.Fraser@ropesgray.com
+1 617 951 7063



Marko Zatylny

Partner, Boston
Marko.Zatylny@ropesgray.com
+1 617 951 7980



Paul Kinsella

Partner, Boston
Paul.Kinsella@ropesgray.com
+1 617 951 7921