

MAY 2025

ROPES & GRAY

Mergers & Acquisitions Dealmaker's Digest

A TOP 10 BULLETIN



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

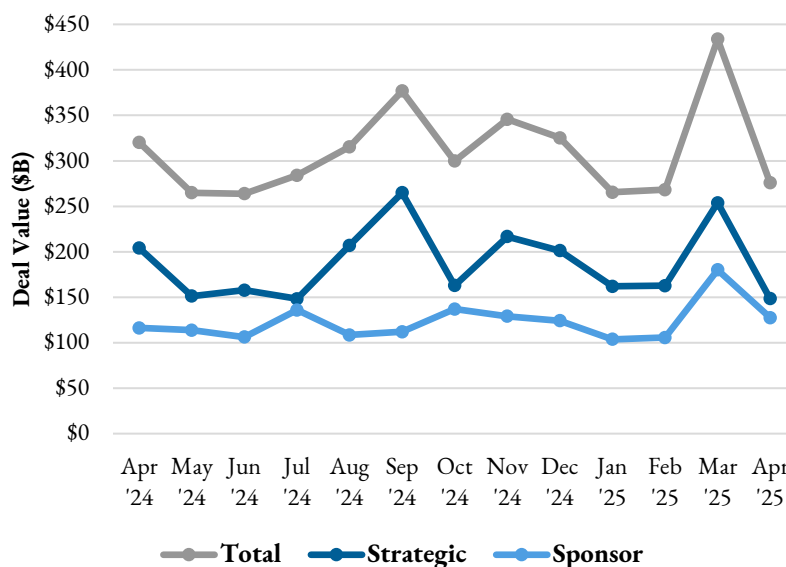
ACTIVISM TRENDS

DELAWARE COURT UPDATE

GLOBAL M&A ACTIVITY UPDATE

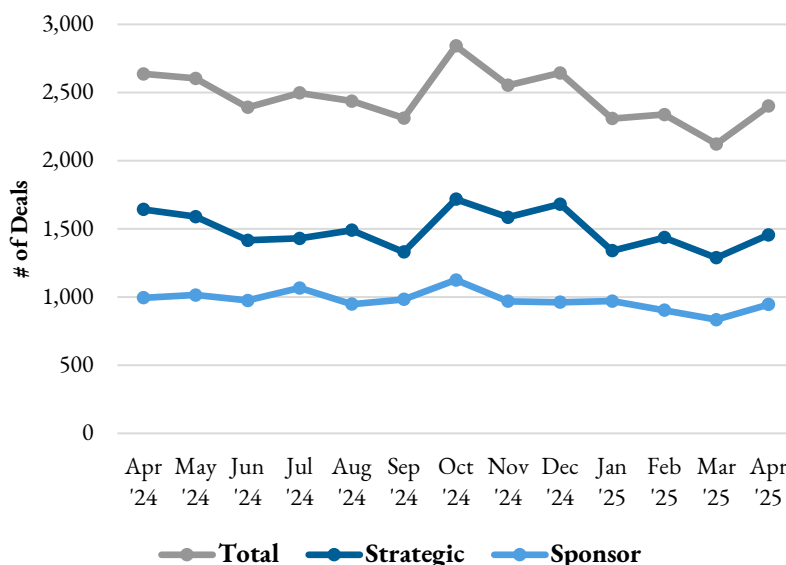
1 Deal Value Trends

- ↓ Aggregate global monthly deal value¹ in April dropped 36% (about \$150 billion) from March's megadeal-fueled surge.² Total deal value was down 14% year-over-year.
- ↓ Transactions involving strategic buyers fell 42% by deal value from March and 27% year-over-year.
- ↓ Financial, or sponsor, buyer transactions declined 29% by value from March (which marked a multi-year high for monthly sponsor deal value). Despite the significant month-over-month decline, sponsor deal value increased 10% year-over-year.



2 Deal Count Trends

- ↑ Global deal count in April increased 13% month-over-month but declined 9% year-over-year.
- ↑ Strategic buyer deal count in April increased 13% from March. Year-over-year strategic deal count fell 11%.
- ↑ Following the broader deal count trends, sponsor activity increased moderately (13%) month-over-month but declined 5% year-over-year.



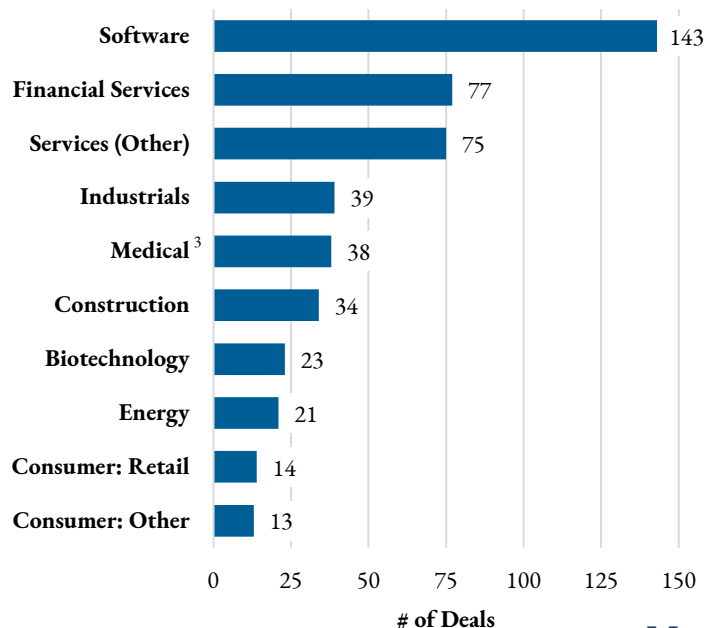
¹ Unless otherwise noted, charts compiled using Mergermarket data for April 2025 as of May 5, 2025. Aggregate deal values by dollar amount are calculated from the subset of deals with disclosed values.

² Aggregate deal value spiked 62% in March, driven by a wave of large-cap acquisitions including Google's \$32 billion acquisition of Wiz and Sycamore Partners' \$24 billion takeover of Walgreens.

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

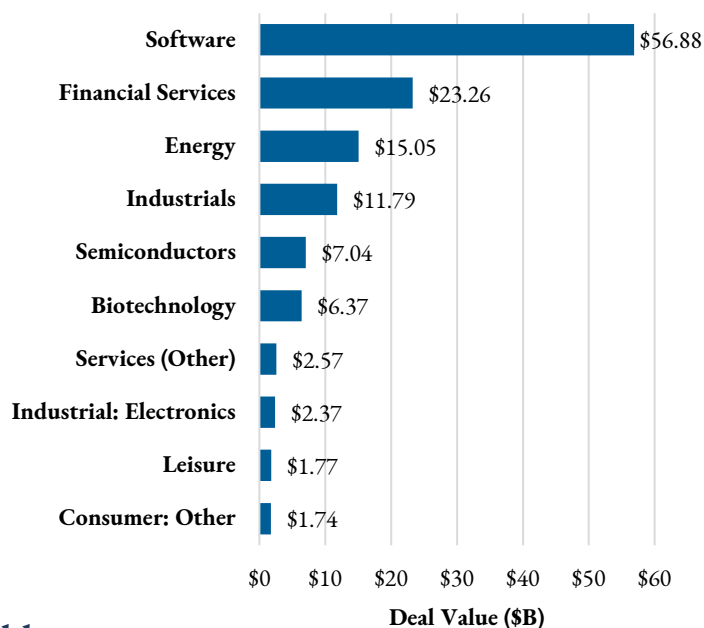
3 By Deal Count

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



4 By Deal Value

- The software industry also topped the charts by deal value; three of the six largest U.S. deals in April involved a target in the software sector.
- The financial services and energy sectors trailed in second and third, respectively, for most active sectors by deal value in April.

Monthly
Blockbuster Deals

5

Largest
U.S.
Strategic
Deal

 **globalpayments** has
agreed to acquire
worldpay for a mix of
cash and stock valued at
\$24.25 billion.⁴

 **BOEING** has agreed
to sell portions of its Digital
Aviation Solutions business to
 **THOMABRAVO**
in an all-cash transaction
valued at approximately
\$10.55 billion.

6

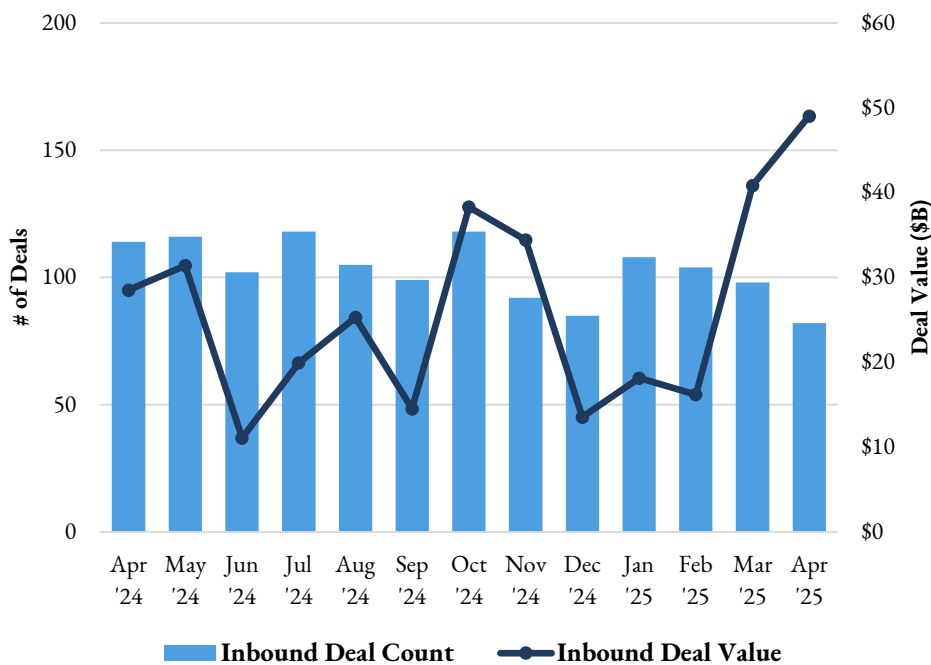
Largest
U.S.
Sponsor
Deal

³ Medical industry classification principally includes medical devices/technology/services, excluding biotech and pharmaceutical deals.

⁴ Global Payments concurrently entered into an agreement to divest its Issuer Solutions business to Fidelity Investment Services for \$13.5 billion.

7

Inbound U.S. M&A Activity

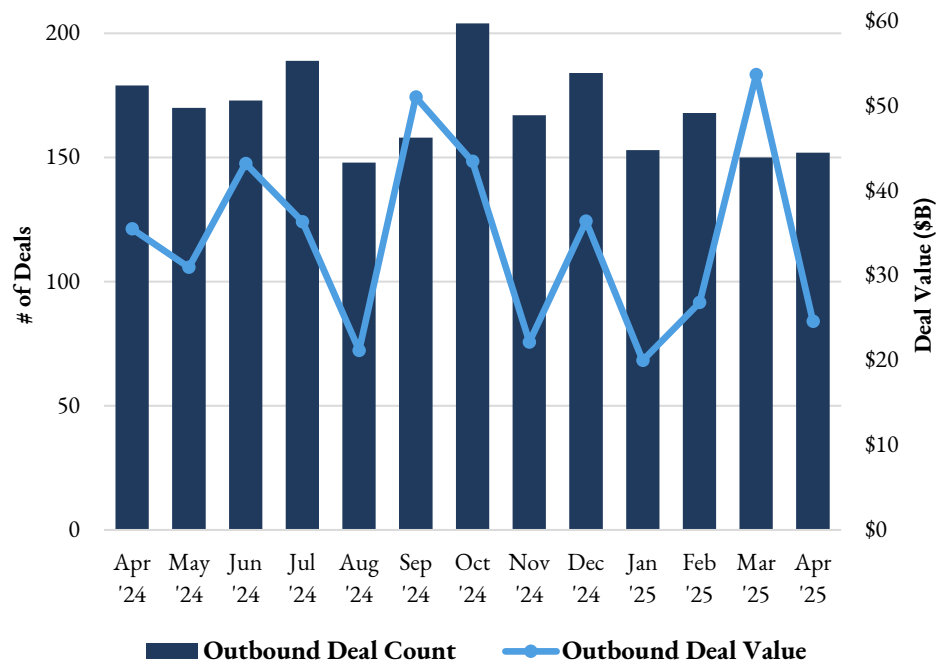


- By deal value, inbound U.S. activity rose 20% in April to nearly \$50 billion, bolstered by substantial acquisitions in the financial services, energy and technology sectors. Year-over-year, inbound deal value increased 72%.
- By deal count, acquisitions of U.S. targets by non-U.S. acquirers declined 16% in April, which marked a 14-month low. Year-over-year, inbound deal count declined 28%.
- UK-based acquirers undertook the largest number of inbound transactions in April with 12 deals, followed by Canada with 11 deals and Germany with eight.

8

Outbound U.S. M&A Activity

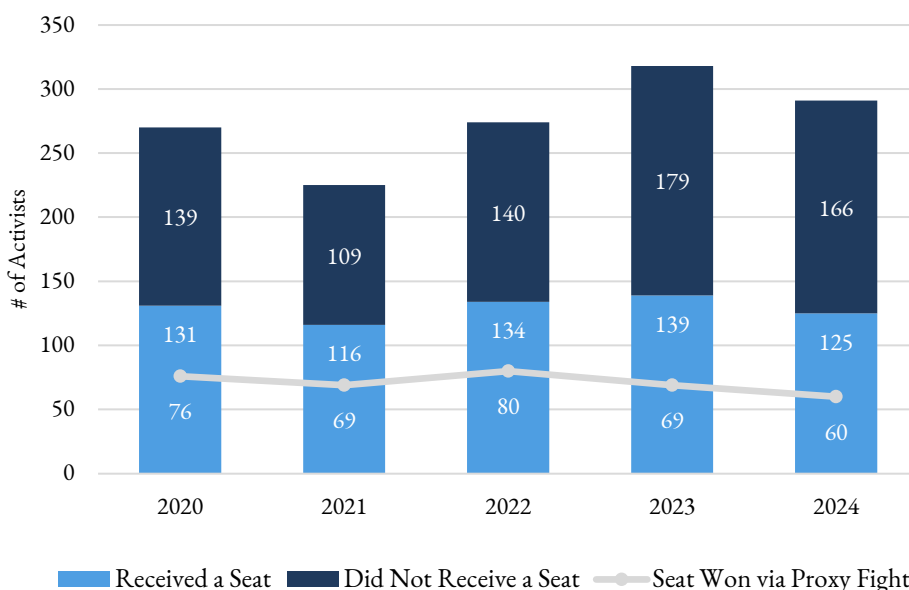
- By deal value, outbound activity in April declined 54% from March and fell 31% year-over-year.
- By deal count, acquisitions of ex-U.S. targets by U.S. buyers held steady from March to April (+1%). Year-over-year, outbound deal count fell 15%.
- U.S. acquirers predominantly looked to targets in the UK in April, with 37 transactions. Canada took second place with 14 transactions, while Germany and India tied for third with 10 deals each.



9

Shareholder Activism Trends

- Activist campaigns seeking board representation declined globally in 2024, down 8% from 2023's four-year high, but outpaced annual launches in 2020, 2021 and 2022.
- In 2024, 43 % of activist attempts to gain board representation were successful. Of the successful campaigns, nearly half (48%) of board seat wins resulted from a proxy fight.
- More than 120 campaigns seeking board seats have been launched in 2025 YTD, which outpaces recent *pro rata* trends.

Results of Activists Seeking Board Seats⁵

10

Delaware Court of Chancery Update:
Desktop Metal, Inc. v. Nano Dimensional Ltd.

- In a merger dispute between a reluctant buyer and a financially distressed target, Delaware's Court of Chancery recently ordered⁶ specific performance of the parties' merger agreement and compelled the buyer to enter into a national security agreement with CFIUS and to close the transaction.
- The agreement included a "hell or high water" (HOHW) clause requiring the buyer to take all actions necessary to obtain CFIUS approval, which was the last remaining contractual impediment to closing. The buyer had also agreed to use reasonable best efforts to close as soon as reasonably possible.
- Between signing and closing, a significant stockholder of the buyer—who opposed the deal—launched a proxy contest, gained control of the board and slow-rolled the CFIUS approval process.
- The court determined that the buyer breached its obligations under the HOHW provision, as well its obligation to use reasonable best efforts to timely close.
- The decision illustrates the importance, and successful enforcement, of agreement provisions that are frequently negotiated to ensure deal certainty and speed.

⁵ Charts compiled using FactSet data as of May 13, 2025.⁶ *Desktop Metal, Inc. v. Nano Dimensional Ltd.*, C.A. No. 2024-1303-KSJM (Del. Ch. Mar. 24, 2025)

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 2023–2024, Ropes & Gray navigated more than 400 M&A transactions, with an aggregate deal value of \$260+ billion.

RECENT RECOGNITION

 <p><i>The American Lawyer</i> 2024</p> <p>"Dealmakers of the Year," fourth consecutive year</p>	 <p><i>The Legal 500</i> US 2024</p> <p>Ranked as a leading firm in numerous categories:</p> <p>M&A: large deals (\$1B+)</p> <p>Private equity buyouts: large deals (\$500M+)</p> <p>Shareholder activism – advice to boards</p> <p>Technology transactions</p>	 <p><i>Law360</i></p> <p>"Private Equity Group of the Year," nine-time winner since 2011</p>	 <p><i>Chambers</i> USA 2024</p> <p>Corporate/M&A Nationwide: The Elite</p> <p>Band 1 Nationwide Private Equity Buyouts, Mid-Market</p> <p>Band 1 New York Corporate / M&A Highly Regarded</p> <p>Band 1 Massachusetts Corporate / M&A</p>	 <p><i>U.S. News & World Report – Best Lawyers "Best Law Firms" 2025</i></p> <p>Tier 1 Nationwide, Boston and New York Mergers and Acquisitions Law</p> <p>Tier 1 Nationwide, Boston and New York Leveraged Buyouts and Private Equity Law</p>
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DEPTH OF EXPERIENCE

400+

Signed transactions in
2023–2024

\$260B+

Total transaction value in
2023–2024

80+

Industries and sectors

OUR COMMITMENT

250+

M&A lawyers

350+

Specialty-support
lawyers

150+

Years of practice
history

15

Offices to support
deals

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