

Creating Shareholder Value A Guide For Managers And Investors

In a business climate marked by escalating global competition and industry disruption, successful mergers and acquisitions are increasingly vital to the growth and profitability of many corporations. If history is any guide, 60 to 70 per cent of new mergers will fail – and will destroy shareholder value. To date, analyses of the M&A failure rate tend to focus on individual causes – e.g., culture clashes, valuation methods, or CEO overconfidence – rather than examining the problem holistically. The Value Killers is the first book based on a holistic analysis of successful and unsuccessful transactions. Based on research, interviews with top executives, and case studies, this book identifies the key causes of failures and successes and offers prescriptions to increase the odds that future transactions will deliver all the anticipated synergies. The Value Killers offers practical advice in the form of 5 Golden Rules. These rules will help managers and boards to ensure that target companies are properly valued; potential synergies and risks are identified in advance; checks and balances are installed to make sure that the pros and cons of the transaction are rationally and objectively evaluated; mechanisms are created that will trigger termination of bad deals; and obstacles to successful post-merger integrations are assessed (and solutions developed) before the deal closes. Each chapter includes questions for executives considering future M&As to allow them to see whether they are on the right track or not.

The tangible value of increased water efficiency, reuse and recycling and improved social license to operate are moving more companies to adopt water stewardship strategies. This book frames an expanded strategy for water stewardship and business value creation, including brand value, that benefits a range of stakeholders including consumers, customers, investors and employees. The book shows that until recently the linkage between full business value and water stewardship has been missing from the corporate agenda. This linkage and value creation from a leading water strategy is increasingly important to socially responsible investors and "aspirationals" who value companies that have a social mission or focus to their overall business strategy. In general the largest portion of a company's market capitalization is intangible value and understanding how a water strategy contributes to this intangible value is essential. The authors include cases studies and a framework or path forward to guide companies as they seek to build leading water strategy that goes beyond water stewardship to drive full business value from this investment. The book establishes the linkages and value from an integrated water and business strategy and an approach for companies to follow. In this substantially revised and updated edition of his 1986 business classic, *Creating Shareholder Value*, Alfred Rappaport provides managers and investors with the practical tools needed to generate superior returns. The ultimate test of corporate strategy, the only reliable measure, is whether it creates economic value for shareholders. After a decade of downsizings frequently blamed on shareholder value decision making, this book presents a new and in-depth assessment of the rationale for shareholder value. Further, Rappaport presents provocative new insights on shareholder value applications to: (1) business planning, (2) performance evaluation, (3) executive compensation, (4) mergers and acquisitions, (5) interpreting stock market signals, and (6) organizational implementation. Readers will be particularly interested in Rappaport's answers to three management performance evaluation questions: (1) What is the most appropriate measure of performance? (2) What is the most appropriate target level of performance? and (3) How should rewards be linked to performance? The recent acquisition of Duracell International by Gillette is analyzed in detail, enabling the reader to understand the critical information needed when assessing the risks and rewards of a merger from both sides of the negotiating table. The shareholder value approach

presented here has been widely embraced by publicly traded as well as privately held companies worldwide. Brilliant and incisive, this is the one book that should be required reading for managers and investors who want to stay on the cutting edge of success in a highly competitive global economy.

How to close the gap between strategy and execution Two-thirds of executives say their organizations don't have the capabilities to support their strategy. In *Strategy That Works*, Paul Leinwand and Cesare Mainardi explain why. They identify conventional business practices that unintentionally create a gap between strategy and execution. And they show how some of the best companies in the world consistently leap ahead of their competitors. Based on new research, the authors reveal five practices for connecting strategy and execution used by highly successful enterprises such as IKEA, Natura, Danaher, Haier, and Lego. These companies:

- Commit to what they do best instead of chasing multiple opportunities
- Build their own unique winning capabilities instead of copying others
- Put their culture to work instead of struggling to change it
- Invest where it matters instead of going lean across the board
- Shape the future instead of reacting to it

Packed with tools you can use for building these five practices into your organization and supported by in-depth profiles of companies that are known for making their strategy work, this is your guide for reconnecting strategy to execution.

The Definitive Guide to Measuring and Maximizing Shareholder Value

How Winning Companies Close the Strategy-to-Execution Gap

The Quest for Value

EVA and Value-Based Management: A Practical Guide to Implementation

Water Stewardship and Business Value

How to Solve the Puzzle of Sustaining Growth While Creating Value

Creating Value Through Corporate Restructuring

The Five Rules for Successful Stock Investing "By resisting both the popular tendency to use gimmicks that oversimplify securities analysis and the academic tendency to use jargon that obfuscates common sense, Pat Dorsey has written a substantial and useful book. His methodology is sound, his examples clear, and his approach timeless." --Christopher C. Davis Portfolio Manager and Chairman, Davis Advisors Over the years, people from around the world have turned to Morningstar for strong, independent, and reliable advice. The Five Rules for Successful Stock Investing provides the kind of savvy financial guidance only a company like Morningstar could offer. Based on the philosophy that "investing should be fun, but not a game," this comprehensive guide will put even the most cautious investors back on the right track by helping them pick the right stocks, find great companies, and understand the driving forces behind different industries--without paying too much for their investments. Written by Morningstar's Director of Stock Analysis, Pat Dorsey, The Five Rules for Successful Stock Investing includes unparalleled stock research and investment strategies covering a wide range of stock-related topics. Investors will profit from such tips as: * How to dig into a financial statement and find hidden gold . . . and deception * How to find great companies that will create shareholder wealth * How to analyze every corner of the market, from banks to health care Informative and highly accessible, The Five Rules for Successful Stock Investing should be required reading for anyone looking for the right investment opportunities in today's ever-changing market. An accessible guide to the essential issues of corporate finance While you can find numerous books focused on the topic of corporate finance, few offer the type of information managers need to help them make important decisions day in and day out. Value explores the core of corporate finance without getting bogged down in

numbers and is intended to give managers an accessible guide to both the foundations and applications of corporate finance. Filled with in-depth insights from experts at McKinsey & Company, this reliable resource takes a much more qualitative approach to what the authors consider a lost art. Discusses the four foundational principles of corporate finance Effectively applies the theory of value creation to our economy Examines ways to maintain and grow value through mergers, acquisitions, and portfolio management Addresses how to ensure your company has the right governance, performance measurement, and internal discussions to encourage value-creating decisions A perfect companion to the Fifth Edition of Valuation, this book will put the various issues associated with corporate finance in perspective.

A practical approach to business transformation Fit for Growth is a unique approach to business transformation that explicitly connects growth strategy with cost management and organization restructuring. Drawing on 70-plus years of strategy consulting experience and in-depth research, the experts at PwC's Strategy& lay out a winning framework that helps CEOs and senior executives transform their organizations for sustainable, profitable growth. This approach gives structure to strategy while promoting lasting change. Examples from Strategy&'s hundreds of clients illustrate successful transformation on the ground, and illuminate how senior and middle managers are able to take ownership and even thrive during difficult periods of transition. Throughout the Fit for Growth process, the focus is on maintaining consistent high-value performance while enabling fundamental change. Strategy& has helped major clients around the globe achieve significant and sustained results with its research-backed approach to restructuring and cost reduction. This book provides practical guidance for leveraging that expertise to make the choices that allow companies to: Achieve growth while reducing costs Manage transformation and transition productively Create lasting competitive advantage Deliver reliable, high-value performance Sustainable success is founded on efficiency and high performance. Companies are always looking to do more with less, but their efforts often work against them in the long run. Total business transformation requires total buy-in, and it entails a series of decisions that must not be made lightly. The Fit for Growth approach provides a clear strategy and practical framework for growth-oriented change, with expert guidance on getting it right. *Fit for Growth is a registered service mark of PwC Strategy& Inc. in the United States*

Best-Practice EVA tells the new EVA story from the ground up. Stewart covers EVA essentials—the classic economic profit version of EVA—in the first three chapters of the book. He shows readers how simple and intuitive EVA really is, how it is defined, and why it is better than all other measures of corporate profit. You discover how it naturally guides managers into making all the right decisions—the ones that will truly maximize value. You see how to use it in profit-sharing bonus plans that create the powerful incentives of an owner. Later, Stewart introduces new ratios that make EVA much more powerful and much easier to use than ever before. The pinnacle of the new ratio framework is EVA Momentum, calculated by taking the change in EVA versus the prior period, and dividing by the revenues in the prior period. It measures the growth rate in EVA, scaled to the sales size of the business. It is the only corporate performance ratio where bigger always is better, because it gets bigger when EVA does, which means it should be every company's most important financial goal, the one ratio metric that everyone aims to maximize as the key measure of corporate success. Stewart then walks through

the nuts and bolts of Best-Practice EVA, kicking off with an in-depth look at EVA Margin, or EVA as a percent of sales. It's a key productivity metric, and Stewart's candidate to replace ROI. The last link in the Best-Practice program is PRVit—the EVA market score report. Stewart shows how to read and interpret the report, how the score is determined, and why investors are turning to it to screen and rate stocks. He also shows why it is finding a home with CFOs and IR directors who want insights into how the market is pricing their stock. The book concludes with battle-tested tips from the firing line, practical suggestions for how you can test drive and adopt Best-Practice EVA at your company.

Techniques of Financial Analysis

The Definitive Guide for Business Leaders

Strategy That Works

Competitive Advantage

The Executive Guide to Boosting Cash Flow and Shareholder Value

The Profit Pool Approach

A Guide for Senior Executives with No Finance Background

This book provides a clear practical introduction to shareholder value analysis for the marketing professional. It gives them the tools to develop the marketing strategies that will create the most value for business. For top management and CFOs the book explains how marketing generates shareholder value. It shows how top management should evaluate strategies and stimulate more effective and relevant marketing in their companies. The original essence of the first edition has been maintained but obvious areas have been updated and revised, as well as, new areas such as technology have been addressed. The second edition of this book has been written by a ghost writer who has fully updated, enhanced and replaced statistics, case studies and other outdated content with the help of a select advisory panel, each of whom has acted as a subject expert, a guide and as part of a steering committee. The highly prestigious panels of contributors include: Jean-Claude Larréché - INSEAD Veronica Wong - Aston Business School John Quelch - Harvard Business School Susan Hart - Strathclyde Graduate Business School (SGBS) Michael Baker - Emeritus Professor SGBS Tim Ambler - London Business School Tony Cram - Ashridge

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Business leaders are often too busy to familiarise themselves with the benefits and risks of technical undertakings such as new IT plans or changing digital platforms. Yet, if managed effectively, such initiatives can result in huge returns. Creating Value Through Technology

provides CEOs, business owners and directors with a clear and accessible guide to the most prominent and profitable technologies that are available, allowing them to confidently implement and sustain new tech strategies. Different elements of the value chain can be supported and enhanced by different technologies - so it's important to understand how investments in tech can drive revenue growth, profitability and the valuation of a business. In this informative yet approachable book, Andrew Hampshire draws upon years of experience and an array of case studies to assess the potentiality and feasibility of different technologies in creating value based on a business's overall strategy. Andrew's book is centred around the basic levers of shareholder value creation: revenue growth, earnings growth and cash generation alongside the multiples used to value businesses. The book applies this framework to existing and burgeoning technologies, exploring where they can be best implemented and sustained to encourage growth. With *Creating Value Through Technology*, business leaders will discover a newfound confidence in incorporating technological strategies that will revolutionise their business for the digital age.

The choice of financial performance measures is one of the most critical challenges facing organizations. The accounting-based measures of financial performance have been viewed as inadequate, as firms began focusing on shareholder value as the primary long-term objective of the organization. Hence, value-based metrics were devised that explicitly incorporate the cost of capital into performance calculations. Despite the increasing emphasis on these value-based measures, no definitive evidence exists of which metric works better than others, and on the extent to which any of them is superior to traditional accounting measures. In this scenario, the objective of this book is contributing to the ongoing dialogue on the appropriateness of different financial performance measures, by providing a systematic and updated review of the major value-based measures, by highlighting their respective strengths and weaknesses and by comparing the main international empirical evidence on their effectiveness. This book can be a powerful tool for guiding managers and graduate students in the "tangled forest" of the existing metrics, by providing them with the quick, but adequate knowledge for consistently adopting them.

Economic Value Added (EVA) and Value Based Management (VBM) are today's hottest management buzzwords. But written information has often been biased and clouded by the authors' hidden agendas. *EVA and Value-Based Management* is the first book to unflinchingly discuss the pros and cons of EVA and VBM. Covering both

implementation and conceptual issues, with a strong emphasis on performance measurement, value drivers, and management compensation, it allows readers to come to their own informed conclusions.

**Creating Shareholder Value through Mergers and Acquisitions
Unleash Your Hidden Powers to Hold Corporations Accountable
Value Creation**

The Four Cornerstones of Corporate Finance

Measuring and Managing the Value of Companies

The Value Killers

How Mergers and Acquisitions Cost Companies Billions—And How to Prevent It

Conquering the obsession with short-term profits is critical to the future of business, society, and capitalism itself—Alfred Rappaport presents a game plan every business leader should read “As Rappaport keeps on speaking out for the realities surrounding investment and speculation, our society will profit as it builds on his keen insights.” John C. Bogle, founder of The Vanguard Group (from the Foreword) About the Book: Alfred Rappaport, who first introduced the principles and practical application of “shareholder value” in his groundbreaking 1986 classic *Creating Shareholder Value*, reiterated the basic message in his 2006 *Harvard Business Review* article: Focusing on Wall Street quarterly earnings expectations rather than on creating long-term value is an invitation to disaster. Rappaport shows how deeply flawed short-term performance incentives for corporate and investment managers were an essential cause of the recent global financial crisis. In *Saving Capitalism from Short-Termism*, Rappaport examines the causes and consequences of “short-termism” and offers specific recommendations for how publicly traded companies and the investment management community can overcome it. Whether you're a corporate manager, money manager, public policymaker, business-school student, or simply concerned about your financial future, *Saving Capitalism from Short-Termism* provides valuable insights and practical ideas to change the course of your organization —and contribute to a healthier economy that benefits all.

Now beyond its eleventh printing and translated into twelve languages, Michael Porter's *The Competitive Advantage of Nations* has changed completely our conception of how prosperity is created and sustained in the modern global economy. Porter's groundbreaking study of international competitiveness has shaped national policy in countries around the world. It has also transformed thinking and action in states, cities, companies, and even entire regions such as Central America. Based on research in ten leading trading nations, *The Competitive Advantage of Nations* offers the first theory of competitiveness based on the causes of

the productivity with which companies compete. Porter shows how traditional comparative advantages such as natural resources and pools of labor have been superseded as sources of prosperity, and how broad macroeconomic accounts of competitiveness are insufficient. The book introduces Porter's "diamond," a whole new way to understand the competitive position of a nation (or other locations) in global competition that is now an integral part of international business thinking. Porter's concept of "clusters," or groups of interconnected firms, suppliers, related industries, and institutions that arise in particular locations, has become a new way for companies and governments to think about economies, assess the competitive advantage of locations, and set public policy. Even before publication of the book, Porter's theory had guided national reassessments in New Zealand and elsewhere. His ideas and personal involvement have shaped strategy in countries as diverse as the Netherlands, Portugal, Taiwan, Costa Rica, and India, and regions such as Massachusetts, California, and the Basque country. Hundreds of cluster initiatives have flourished throughout the world. In an era of intensifying global competition, this pathbreaking book on the new wealth of nations has become the standard by which all future work must be measured. For any CEO who wants to achieve and sustain superior shareholder value growth. All chief executives want to deliver superior returns for their shareholders, however only a few have been able to do so on a sustainable basis. Beliefs, Behaviors, and Results profiles how the best Fortune 200 CEOs have been able to outperform their peers and sustain superior shareholder returns by institutionalizing a set of beliefs and behaviors in their organizations. Through the words and case examples of these leading chief executives, the authors capture the five core principles that have transformed the performance of some of the world's best corporations. Readers will learn how the CEOs of these companies united their organizations around a common definition of winning, how they helped their managers capture a greater share of market profits, and how they established a culture where all managers think and act like entrepreneurial owners. Readers will learn how the best executives: * Look at markets differently to identify new profitable growth opportunities * Develop strategic innovations that are at least as valuable as new product innovations in driving shareholder value growth * Establish a reinvestment advantage that is difficult for competitors to match * Sustain superior performance over time In addition, the reader will learn the: * Common mistakes that prevent most management teams from maximizing profitable growth and shareholder value * Specific actions that all senior managers can take to materially change sustainable performance of their corporation Unlike other M&A references, Structuring Mergers and Acquisitions: A Guide to Creating Shareholder Value, Second Edition establishes a

framework for analyzing each transaction from a financial perspective, and evaluating your options in terms of how they create value today or better position the company to build value tomorrow. You get clear, authoritative discussions of: How shareholder value relates to mergers and acquisitions, and different methodologies for valuing a transaction How accounting can influence value creating in mergers and acquisitions Transactions you may encounter Protecting against takeover threats making aggressive or hostile offers for a company Collars, break-up fees, lock-ups, walk-aways, minority squeeze outs, earnouts, and anti-trust considerations Performing effective and complete due diligence and handling the human aspects of mergers and acquisitions You'll also find hints and tips about what to look out for, how to avoid the inherent pitfalls of different types of transactions, and solutions for common problems. That's why you'll want to keep Structuring Mergers & Acquisitions: A Guide to Creating Shareholder Value, Second Edition within reach: no other manual gives you a clearer, more practical overview of the issues, answers, and tools needed to create shareholder value.

Fit for Growth

How Companies Win the Mergers and Acquisitions Game

Developing a Systematic Approach to Creating Shareholder Value

Six Ways to Create New Value For Customers

Value-based Marketing

Marketing Strategies for Corporate Growth and Shareholder Value

Creating Shareholder Value (Summary)

getAbstract Summary: Get the key points from this book in less than 10 minutes.For the past 12 years, The Wall Street Journal has published Dr. Alfred Rappaport's brainchild, the Shareholder Scoreboard. This special section lists 1,000 of the largest U.S. corporations (representing 90% of all listed equity values) and shows statistically how "shareholder-friendly" each one is. This journalistic feature popularizes Rappaport's "Shareholder Value" (SV) theory among institutional and individual investors.

Investors use this theory to make equity commitments that reflect the author's economics-based criteria. Frankly, the lay reader who has not majored in economics, or in corporate accounting and finance, will find Rappaport's book abstruse. But it leads the way for the informed, inquisitive investor who seeks "business enlightenment" and Wall Street success. Do not be thrown off by the original 1986 print date. A classic is just that, a book that can be read and wisely used for decades. The small, silent shareholder revolution that Rappaport started is far from over. By now, shareholder

analysis has become part of the mainstream for hundreds of big companies (though they accepted it gradually). SV is far from perfect as a corporate strategy indicator. The true worth of this book for CEOs and other executives resides in its lessons for implementing the SV approach throughout a corporation. *getAbstract* recommends it to all three informed constituencies of every public corporation: executives, employees and shareholders. Book Publisher: Copyright 1986, 1998 by Alfred Rappaport Reprinted by permission of Free Press, a division of Simon & Schuster, Inc., N.Y.

Increasing disruption, diminishing returns, and demanding Customers require business leaders to create more Value, remain relevant, and stay ahead of competition. CEOs have to evolve a "Value Creation" culture for the company so as to properly balance the interests of Customers, Employees, Investors, and the Marketplace. This pathbreaking book shifts the focus to Creating Value for the entire business ecosystem and not just for the shareholders. It will launch organizations into the world of Value Creation and will convert good CEOs and companies to great ones with longevity and higher profitability.

The most up-to-date guide on making the right capital restructuring moves *The Art of Capital Restructuring* provides a fresh look at the current state of mergers, acquisitions, and corporate restructuring around the world. The dynamic nature of M&As requires an evolving understanding of the field, and this book considers several different forms of physical restructuring such as divestitures as well as financial restructuring, which refers to alterations in the capital structure of the firm. *The Art of Capital Restructuring* not only explains the financial aspects of these transactions but also examines legal, regulatory, tax, ethical, social, and behavioral considerations. In addition to this timely information, coverage also includes discussion of basic concepts, motives, strategies, and techniques as well as their application to increasingly complex, real-world situations. Emphasizes best practices that lead to M&A success Contains important and relevant research studies based on recent developments in the field Comprised of contributed chapters from both experienced professionals and academics, offering a variety of perspectives and a rich interplay of ideas Skillfully blending theory with practice, this book will put

you in a better position to make the right decisions with regard to capital restructuring in today's dynamic business world.

In this bestselling classic of financial management, G. Bennett Stewart, III, raises and answers these provocative questions: Do dividends matter? Are earnings per share really accurate measures of corporate performance? What is the engine that really drives share prices? More than that, Stewart lays the foundation for EVAr, the financial management and incentive system now in place at nearly 300 companies around the world, and which is rapidly becoming the global standard for corporate governance. Managers, confused about what investors really want, often find it difficult to reach informed decisions regarding business strategy, acquisitions and divestitures, financial structure, dividend policy, and executive compensation. But now an EVAr -based revolution is providing a practical framework that managers can use to build a premium-valued company. At the forefront of this revolution is the consulting firm of Stern Stewart & Co., of which G. Bennett Stewart, III, author of *The Quest for Value*, is senior partner and cofounder. *The Quest for Value* is written for senior management, key operating people, and planning and financial staff. This bible of financial management will assist managers in goal setting, resource allocation, strategy development, valuation of acquisitions, financial policy setting, incentive compensation planning, and building shareholder value. *The Quest for Value* cuts sharply through the myths that to this day misinform corporate strategists in their pursuit of shareholder value. Laying waste to inaccurate yet widely used methods of performance, Stewart demonstrates how the Stern Stewart EVAr approach not only creates greater shareholder value but also provides a powerful framework for the broadest range of corporate decision making.

Beliefs, Behaviors, and Results

How Great Companies Deliver Both Purpose and Profit -
Updated and Revised

Best-Practice EVA

Valuation

Creating and Sustaining Superior Performance

Structuring Mergers & Acquisitions

A Guide to Creating Shareholder Value

This book addresses the application creating shareholder value by providing a clear guide to the appropriate techniques and systems to adopt in the management of the creation of shareholder value.

EXECUTIVE CORPORATE FINANCE "One of the more comprehensive books available covering corporate finance and related managerial discussions, this book explains financial concepts in an easy to understand manner. The real life examples enliven the discussion, illustrating the central concepts, and one of the strongest aspects is the depth of the explanations by Samir Asaf. It should serve as a reference for CEOs and CFOs. John Mulvey, Professor, Bendheim Center for Finance, Princeton University "It was said once that war is too important to be left to generals. Similarly, Finance is too important to be left to accountants and finance specialists. It should be part of every executive's toolkit. There is no doubt that this book will help develop and spread a deep understanding of corporate finance and therefore greatly enhance value for the business reader." Marc Bertoneche, Professeur des Universites, Bordeaux & Paris and Visiting Professor of Finance, Harvard Business School "A well-written, succinct, comprehensive and practical assessment of best-practices in corporate finance, risk management and reporting standards. I found it equally useful as a textbook or as a handy reference guide." Youssef A. Nasr, Group General Manager, South America, HSBC Bank "This book is chock-full of useful ideas, insightful observations, and illuminating real-world case studies of the underlying corporate finance propositions. It will teach you a lot about corporate strategy and contemporary business history." Danny Quah, Professor of Economics, London School of Economics and Political Science "If you need a reference for what, why, and how financial departments of leading multinational companies increase their shareholder value, this is the book for you." Alexander Kaganovich, Director, Funds Development Group, Credit Suisse First Boston In this book, you can experience first hand, how high-performance finance organizations across a broad spectrum of industries go about their business of creating and sustaining shareholder value, and can selectively apply best practices to your corporation's unique circumstances.

Your company is turning in regular profits every year, and its market share is only getting bigger. Competitors can't touch you. So why is your stock price so sluggish? The answer is as simple as it is cruel: investors aren't interested in history, and they already know you're profitable and competitive—that knowledge is baked into your stock price. The hard reality is that a competitive advantage just isn't enough. Investors want companies to surprise them with unexpected value, which means that you can outperform market expectations only if you as a leader know how to find, create, and deliver a series of multiple competitive advantages. This is why a corporate theory is so important. A good corporate theory provides a compass for those at the strategic helm, guiding their decisions about what assets and activities to pursue, what investments to make, and what strategies to adopt. Behind every long-term corporate success story lies a basic theory about how that company creates value. In *Beyond Competitive Advantage*, strategy professor Todd Zenger describes what makes a great corporate theory and helps readers understand the many tensions and trade-offs they'll face as they apply the theory to meet the challenge of market expectations. Based on years of research and analysis, *Beyond Competitive Advantage* provides managers and executives with a framework for both sustaining value and creating growth.

Profiles of 150 successful fund managers, traders, analysts, economists, and investment experts offer advice, techniques, and ideas to increase returns and control risks in investing. Some of the areas of specialty discussed include international markets and capital flows,

company valuation, liquidi

How Putting Shareholders First Harms Investors, Corporations, and the Public

Creating Value Through Technology

The Shareholder Value Myth

The Synergy Solution

Business Model Shifts

Case Studies in Bankruptcies, Buyouts, and Breakups

The Five Rules for Successful Stock Investing

As a business leader, you're constantly looking for ways to maximize shareholder value—as quickly as possible. The Executive Guide to Boosting Cash Flow and Shareholder Value outlines a practical, effective, and innovative framework for achieving this goal, using established management tools to find and exploit high-value Profit Pools. With this book as your guide, you'll quickly discover how to unlock large untapped sources of cash flow, and achieve the mandate that comes with modern business leadership.

In the wake of continuing corporate scandals there have been few, if any, CEOs that have stepped forward as models of "doing things right"—except the former chairman and CEO of Medtronic, Bill George. George has become the unofficial spokesperson for responsible leadership—in business, the media, and academia. In Authentic Leadership Bill George makes the case that we do need new leaders, not just new laws, to bring us out of the current corporate crisis. He persuasively demonstrates that authentic leaders of mission-driven companies will create far greater shareholder value than financially oriented companies. During George's twelve-year leadership at Medtronic, the company's market capitalization soared from \$1.1 billion to \$460 billion, averaging 35% per year. George candidly recounts many of the toughest challenges he encountered -- from ethical dilemmas and battles with the FDA to his own development as a leader. He shows how to develop the five essential dimensions of authentic leaders—purpose, values, heart, relationships, and self-discipline. Authentic Leadership offers inspiring lessons to all who want to lead with heart and with compassion for those they serve. Bill George helps readers answer vital questions such as: What should I do when my personal values conflict with company business values? How do I make trade-offs between the needs of my customers, my employees, and my company's shareholders? Do I really want to devote my talents to business? Authentic Leadership provides a tested guide for character-based leaders and all those who have a stake in the integrity and success of our corporations.

“A valuable call to action for small shareholders to change the ways big corporations do business.” —Robert Reich, former US Secretary of Labor
Want to make misbehaving corporations mend their ways? You can! If you own their stock, corporations have to listen to you. Shareholder advocate Andrew Behar explains how to exercise your proxy voting rights to weigh in on corporate policies—you only need a single share of stock to do it. If you've got just \$2,000 in stock, Behar shows how you can go further and

file a resolution to directly address the board of directors. And even if your investments are in a workplace-sponsored 401(k) or a mutual fund, you can work with your fund manager to purge corporations from your portfolio that don't align with your values. Illustrated with inspiring stories of individuals who have gone up against corporate Goliaths and won, this book informs, inspires, and instructs investors how to unleash their power to change the world.

*An in-depth look at the trouble with shareholder value thinking and at better options for models of corporate purpose. Executives, investors, and the business press routinely chant the mantra that corporations are required to "maximize shareholder value." In this pathbreaking book, renowned corporate expert Lynn Stout debunks the myth that corporate law mandates shareholder primacy. Stout shows how shareholder value thinking endangers not only investors but the rest of us as well, leading managers to focus myopically on short-term earnings; discouraging investment and innovation; harming employees, customers, and communities; and causing companies to indulge in reckless, sociopathic, and irresponsible behaviors. And she looks at new models of corporate purpose that better serve the needs of investors, corporations, and society. "A must-read for managers, directors, and policymakers interested in getting America back in the business of creating real value for the long term." —Constance E. Bagley, professor, Yale School of Management; president, Academy of Legal Studies in Business; and author of *Managers and the Legal Environment* and *Winning Legally* "A compelling call for radically changing the way business is done... *The Shareholder Value Myth* powerfully demonstrates both the dangers of the shareholder value rule and the falseness of its alleged legal necessity." —Joel Bakan, professor, The University of British Columbia, and author of the book and film *The Corporation* "Lynn Stout has a keen mind, a sharp pen, and an unbending sense of fearlessness. Her book is a must-read for anyone interested in understanding the root causes of the current financial calamity." —Jack Willoughby, senior editor, *Barron's* "Lynn Stout offers a new vision of good corporate governance that serves investors, firms, and the American economy." —Judy Samuelson, executive director, Business and Society Program, The Aspen Institute*

The Shareholder Action Guide

Creating Financial Value

The Art of Capital Restructuring

Capital Allocation: Principles, Strategies, and Processes for Creating Long-Term Shareholder Value

Value Based Management

The Business of Enhancing Shareholder Value
Value

How many senior executives and managers are able to reach the top with little or no financial training? They may have been appointed to the executive board as a result of their expertise in marketing, HR, sales or IT, yet every board member has a responsibility to make informed

decisions on proposed financial actions - decisions which inevitably affect the value of their business. Offering straightforward and practical advice, *Creating Financial Value* will equip those who are not financial specialists with the necessary knowledge not only to contribute fully to important discussions on policy and strategy, but also to develop sound business proposals, or to competently cross-examine the proposals of others. Through examples from a range of business disciplines, the book explains in simple, digestible terms how a business creates financial value, and how a non-financial manager can confidently take an active role in the process. Once read, the book will provide an essential resource that can be referenced time and again. Malcolm Allitt punctures the myths surrounding 'shareholder value' and looks behind the finance jargon to define the boundaries between what a non-specialist should know and when it is good practice to seek the advice of financial specialists. This book is key reading for anyone from a non-financial background who wants to execute their increasingly broad responsibilities competently and confidently, without the need to become experts themselves.

An updated look at how corporate restructuring really works Stuart Gilson is one of the leading corporate restructuring experts in the United States, teaching thousands of students and consulting with numerous companies. Now, in the second edition of this bestselling book, Gilson returns to present new insight into corporate restructuring. Through real-world case studies that involve some of the most prominent restructurings of the last ten years, and highlighting the increased role of hedge funds in distressed investing, you'll develop a better sense of the restructuring process and how it can truly create value. In addition to "classic" buyout and structuring case studies, this second edition includes coverage of Delphi, General Motors, the Finova Group and Warren Buffett, Kmart and Sears, Adelphia Communications, Seagate Technology, Dupont-Conoco, and even the Eurotunnel debt restructuring. Covers corporate bankruptcy reorganization, debt workouts, "vulture" investing, equity spin-offs, asset divestitures, and much more Addresses the effect of employee layoffs and corporate downsizing Examines how companies allocate value and when a corporation should "pull the trigger" From hedge funds to financial fraud to subprime busts, this second edition offers a rare look at some of the most innovative and controversial restructurings ever.

The new M&A bible. Few actions can change the value of a company—and its competitive future—as quickly and dramatically as an acquisition. Yet most companies fail to create shareholder value from these deals, and in many cases they destroy it. It doesn't have to be this way. In *The Synergy Solution*, Deloitte's Mark Sirower and Jeff Weirens show acquirers how to develop and execute an M&A strategy—end to end—that not only avoids the pitfalls that so many companies fall into but also creates real, long-term shareholder value. This strategy includes how to: Become a prepared "always on" acquirer Test the investment thesis and DCF valuation of a deal Plan for a successful Announcement Day, and properly communicate synergy promises to investors and other stakeholders Realize those promised synergies through integration planning and post-close execution Manage change and build a new, combined organization Sirower and Weirens provide invaluable background to those considering M&A, laying out the issues they have to consider, how to analyze them, and how to plan and execute the deal effectively. They also show those who have already started the process of M&A how to maximize their chances of success. There's an art and a science to getting mergers and acquisitions right, and this powerful book provides the insights and strategies acquirers need to find success at every stage of an often complex and perilous process.

Shift your business model and transform your organization in the face of disruption *Business Model Shifts* is co-authored by Patrick van Der Pijl, producer of the global bestseller *Business Model Generation*, and offers a groundbreaking look at the challenging times in which we live, and the real-world solutions needed to conquer the obstacles organizations must now face. *Business Model Shifts* is a visually stunning guide that examines six fundamental disruptions happening now and spotlights the opportunities that they present: The Services Shift: the move

from products to services **The Stakeholder Shift:** the move from an exclusive shareholder orientation to creating value for all stakeholders, including employees and society **The Digital Shift:** the move from traditional business operations to 24/7 connection to customers and their needs **The Platform Shift:** the move from trying to serve everyone, to connecting people who can exchange value on a proprietary platform **The Exponential Shift:** the move from seeking incremental growth to an exponential mindset that seeks 10x growth **The Circular Shift:** the move from take-make-dispose towards restorative, regenerative, and circular value creation Filled with case studies, stories, and in-depth analysis based on the work of hundreds of the world's largest and most intriguing organizations, **Business Model Shifts** details how these organizations created their own business model shifts in order to create more customer value, and ultimately, a stronger, more competitive business. Whether you're looking for ways to redesign your business due to the latest needs of the marketplace, launching a new product or service, or simply creating more lasting value for your customers, **Business Model Shifts** is the essential book that will change the way you think about your business and its future.

Creating Shareholder Value

Discover the Tech That Can Transform Your Business

A Guide for Managers and Investors

The Global-Investor Book of Investing Rules

Beyond Competitive Advantage

A Guide to Strategic Cost Cutting, Restructuring, and Renewal

Grow the Pie

Unlike other M&A references, this one-volume guide establishes a framework for analyzing each transaction from a financial perspective, and evaluating your options in terms of how they create value today or better position the company to build value tomorrow. In this newly updated Fifth Edition of Structuring Mergers & Acquisitions: A Guide to Creating Shareholder Value, you get clear, authoritative discussions of: How shareholder value relates to mergers and acquisitions, and different methodologies for valuing a transaction, such as discounted cash flow, comparable company, comparable transaction, premiums paid, price/volume relationships, and private company valuation. How accounting can influence value creating in mergers and acquisitions, a critical aspect of understanding and structuring the proper transaction for differing business circumstances. Collars, break-up fees, lock-ups, walk-aways, minority squeeze outs, earnouts, and anti-trust considerations, and other special topics you will encounter in deals Transactions you may encounter, from "plain vanilla" deals like mergers, acquisitions, divestitures, joint ventures, and leveraged buyouts, to more complicated restructuring alternatives like spin-offs, split-offs, share repurchases, recapitalizations and restructuring options that can enhance shareholder value. Protecting against takeover threats, including legal and structural defenses, with coverage of the most common form of legal defense, the shareholder rights plan. Making aggressive or hostile offers for a company, the pros and cons of "going it alone" in attempting a hostile acquisition. Performing effective and complete due diligence on a company in the context of a transaction, a critical step that is

often overlooked as something "someone else should do." Handling the human aspects of mergers and acquisitions, including basic transition tips that can avoid massive pre- and post-deal turnover. Seize the competitive edge through intelligent, differentiated capital allocation The intelligent deployment of capital is one of the most effective ways to create long-term value. But despite this, there are very few capital allocation experts on the boards of the largest publicly traded companies, and academic research consistently finds that most firms deploy capital sub-optimally. Capital Allocation aims to educate senior leaders, board members, investors, students, and anyone interested in business on this important topic. Until now very little has been written on capital allocation outside of academia, even though the strategic deployment of excess capital is an increasingly significant source of competitive advantage for many companies. David Giroux, Chief Investment Officer for Equities and Multi-Asset and Head of Investment Strategy at T. Rowe Price, covers the entire gamut of capital allocation issues, including optimal capital structure, capital allocation alternatives, mergers & acquisitions, and special situations. Capital Allocation walks you through this critical topic from beginning to end, including: Stories of companies that allocated capital in ways that created significant shareholder value Several real-life decision-making models you can use for strategically allocating your firm's capital Guidelines for generating high returns in the long term to build sustainable shareholder wealth Giroux uses academic research, personal experience, and uncomplicated mathematics to reveal approaches and actions that create long-term value. He provides case studies from Kodak, Comcast, Thermo Fisher Scientific, Danaher, General Electric, Microsoft, and others showing how capital allocation has—and hasn't—worked in real-life situations. And he shows how to use capital allocation to head off possible activist investors. Capital Allocation offers everything you need to know for deploying capital wisely to outperform your competitors over the long term.

A Financial Times Book of the Year 2020! Should companies be run for profit or purpose? In this ground-breaking book, acclaimed finance professor and TED speaker Alex Edmans shows it's not an either-or choice. Drawing from real-life examples spanning industries and countries, Edmans demonstrates that purpose-driven businesses are consistently more successful in the long-term. But a purposeful company must navigate difficult trade-offs and take tough decisions. Edmans provides a roadmap for company leaders to put purpose into practice, and overcome the hurdles that hold many back. He explains how investors can discern which companies are truly purposeful and how to engage with them to unleash value for both shareholders and society. And he highlights the role that citizens can play in reshaping business to improve our world. This

edition has been thoroughly updated to include the pandemic, the latest research, and new insights on how to make purpose a reality. Value Based Management brushes aside the often-confusing amalgam of quick-fix management potions, and gives you tested tips and strategies designed to turn your company into an equity-enhancing machine. This long-awaited book describes how, once you have seen and tried the hundreds of different management theories that abound today, one goal will always remain: Enhancing Shareholder Value. Companies that focus on creating and building value become focused, goal-oriented, and successful at building the powerful business machines that are required in today's give-no-quarter competitive environment. Performance measurement consultant James A. Knight's eye-opening book provides convincing proof that strategies designed to maximize shareholder value can benefit everyone involved. With its clear-cut diagrams, explanations, and case histories, Value Based Management demonstrates how every decision your management team makes can consistently create shareholder value. Its comprehensive benefits include a clear definition of the nature of corporate value, and how the act of enhancing it can create positive reverberations throughout the entire company; examples of companies that have successfully managed for value and how they have done it, alongside examples of companies that failed to manage for value and how you can avoid their pitfalls; and explanations of how Value Added Management creates the optimal balance between short and long term decisions, and helps your managers balance the trade offs between improved levels of profit and greater growth. Like so many journeys, the toughest step when focusing your company on Value Management is the first step. Take that first step today! Read Value Based Management, focus on the strategy and business questions it raises, then think about how its solutions can be tailored to fit your company. Once you have begun to implement Value Based Management your shareholders, along with your customers and employees, will recognize and reap the profitable benefits of a value based corporate mindset.

Saving Capitalism From Short-Termism: How to Build Long-Term Value and Take Back Our Financial Future

Executive Corporate Finance

Authentic Leadership

Morningstar's Guide to Building Wealth and Winning in the Market
Financial Performance Measures and Value Creation: the State of the Art

Rediscovering the Secrets to Creating Lasting Value
Invaluable Advice from 150 Master Investors

The number one guide to corporate valuation is back and better than ever Thoroughly revised and expanded to reflect

business conditions in today's volatile global economy, Valuation, Fifth Edition continues the tradition of its bestselling predecessors by providing up-to-date insights and practical advice on how to create, manage, and measure the value of an organization. Along with all new case studies that illustrate how valuation techniques and principles are applied in real-world situations, this comprehensive guide has been updated to reflect new developments in corporate finance, changes in accounting rules, and an enhanced global perspective. Valuation, Fifth Edition is filled with expert guidance that managers at all levels, investors, and students can use to enhance their understanding of this important discipline. Contains strategies for multi-business valuation and valuation for corporate restructuring, mergers, and acquisitions Addresses how you can interpret the results of a valuation in light of a company's competitive situation Also available: a book plus CD-ROM package (978-0-470-42469-8) as well as a stand-alone CD-ROM (978-0-470-42457-7) containing an interactive valuation DCF model Valuation, Fifth Edition stands alone in this field with its reputation of quality and consistency. If you want to hone your valuation skills today and improve them for years to come, look no further than this book.

Corporate Governance and Value Creation
Creating Abundance from Scarcity