

Chapter 2 Regulatory Considerations

Answers to End of Chapter Discussion Questions

2-1. What was the motivation for the Federal Securities Acts of 1933 and 1934?

Answer: The purpose of the Securities Act of 1933 was to enable investors to have an opportunity to evaluate realistically the worth of securities they are being offered. This was to be achieved by requiring registration of all securities offered to the public with the government, and the Act established penalties for providing false or misleading information about the securities. The Securities Act of 1934 established the Securities and Exchange Commission to regulate public securities markets. The Act expanded the disclosure requirements established under the earlier legislation to include seasoned as well as new security issues.

2-2. What was the rationale for the Williams Act?

Answer: The Act was intended to protect target firm shareholders from rapid takeovers in which they would not have enough information or time to assess adequately the value of an acquirer's offer. This was to be achieved by requiring more disclosure by the bidding company, establishing a minimum period during which a tender offer must remain open, and authorizing targets to sue bidding firms.

2-3. What factors do U.S. antitrust regulators consider before challenging a merger or acquisition?

Answer: Regulators attempt to measure the likelihood of increased market power, i.e., the ability to raise prices, resulting from a business combination. Initially, regulators examine the size of the market and the increase in industry concentration that might ensue. Other factors that are considered include the potential for coordinated interaction among current competitors, the extent to which products are differentiated in the minds of consumers, and the similarity of substitute products. Frequently, MSAs can be approved if it can be demonstrated that the combination of certain businesses will result in enhanced efficiency and eventually lower prices. Finally, regulators consider the likelihood that a firm would fail if it were not merged with a more viable business.

2-4. What are the obligations of the acquirer and target firms according to Section 14(d) of the Williams Act?

Answer: The acquirer must disclose its intentions and business plans as well as any agreements between the acquirer and the target firm in a Schedule 14D-1. The disclosure must also include the types of securities involved, the identities of the person, partnership, syndicate, or corporation that is filing, and any source of funds used to finance the tender offer. The target firm cannot advise its shareholders on how to respond to the tender offer until it has filed a Schedule 14D-9 with the SEC within 10 days after the tender offer's commencement date.

2-5. Discuss the pros and cons of federal antitrust laws.

Answer: Such laws are intended to prevent individual corporations from assuming too much market power such they can limit their output and raise prices without

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