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U.S. M&A deal activity decreased in August, going down 6.2% with 860 announcements compared to 917 in July. Aggregate M&A spending also decreased. In August, 23.0% less was spent on deals compared to July.

Over the past 3 months, the sectors that have seen the biggest increases in M&A deal activity, relative to the same three-month period one year ago, have been: Finance (372 vs. 359). Only one 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 (395 vs. 470), Technology Services (431 vs. 490), Consumer Services (194 vs. 250), Retail Trade (99 vs. 152), and Industrial Services (95 vs. 145). Twenty of the 21 sectors tracked by FactSet Mergerstat posted negative relative losses in deal flow over the last three months compared to the same three months one year prior, for a combined loss of 533 deals.

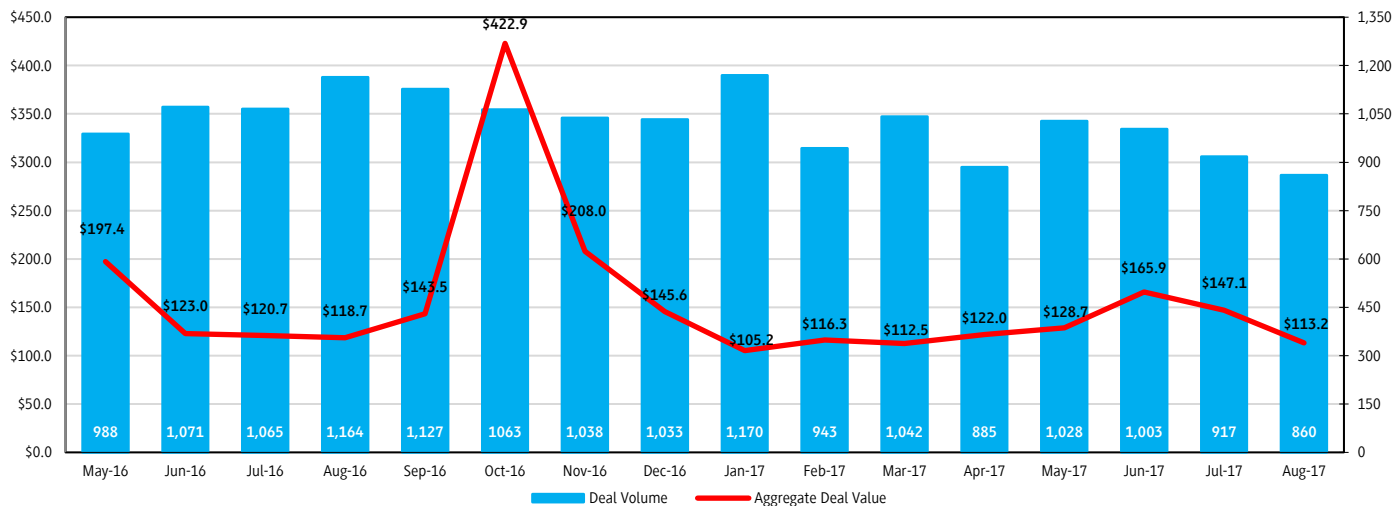
Topping the list of the largest deals announced in August are: Gilead Sciences, Inc. entering an agreement to acquire Kite Pharma, Inc. for \$10.3 billion; Sempra Energy's agreement to acquire Energy Future Holdings Corp. for \$9.5 billion; A private group led by Energy Capital Partners LLC, Access Industries, Inc. and Canada Pension Plan Investment Board agreeing to acquire Calpine Corp. for \$5.5 billion; Invitation Homes, Inc.'s deal to acquire Starwood Waypoint Homes for \$4.3 billion; Silver Run Acquisition Corp. II agreeing to acquire Alta Mesa Holdings LP, a portfolio company of Highbridge Principal Strategies Growth Equity, for \$3.4 billion.

U.S. private equity activity decreased in August, down 14.8% from July. There were 104 deals in August compared to 122 in July. However, transaction value increased, up by 19.4% to \$31.3 billion from July's \$26.2 billion.

The top financial advisors for 2017 based on deal announcements, are: Goldman Sachs & Co., Morgan Stanley, JPMorgan Chase & Co, Citigroup, and Barclays Plc. **The top five financial advisors, based on the aggregate transaction value of the deals worked on, are:** Goldman Sachs & Co., Morgan Stanley, JPMorgan Chase & Co, Citigroup, and Barclays Plc.

The top legal advisors for 2017 based on deal announcements, are: Kirkland & Ellis LLP, Latham & Watkins LLP, Jones Day LP, Morgan, Lewis & Bockius LLP, and Skadden, Arps, Slate, Meagher & Flom LLP. **The top five legal advisors, based on the aggregate transaction value of the deals worked on, are:** Kirkland & Ellis LLP, Skadden, Arps, Slate, Meagher & Flom LLP, Sullivan & Cromwell LLP, Latham & Watkins LLP, and Simpson Thacher & Bartlett LLP.

The US Mergers & Acquisitions Market Index

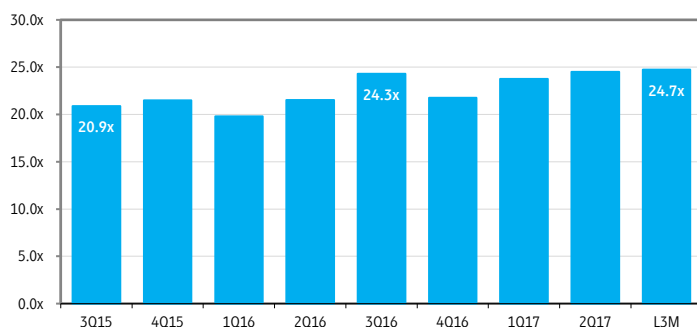


Merger Stats

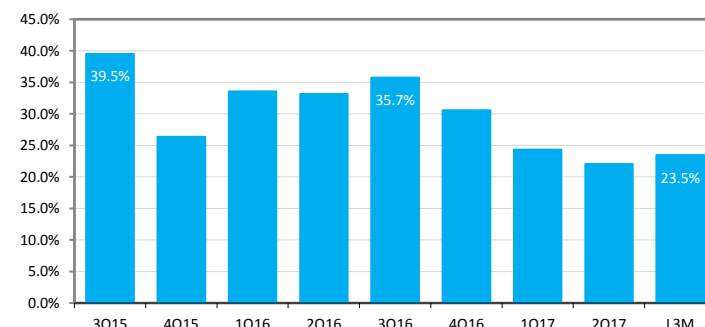
| Deal Size | Number of Deals | | | Agg. Transaction Value (\$Bil) | | | Average P/E |
|--------------------|-----------------|---------------|---------------|--------------------------------|------------------|-------------|-------------|
| | 12 Months Ended | | | 12 Months Ended | | | |
| | 8/31/17 | 8/31/16 | Change | 8/31/17 | 8/31/16 | Change | |
| \$1 Billion + | 349 | 296 | 17.9% | \$1,506.8 | \$1,428.3 | 5.5% | 31.1 |
| \$500M to \$999.9M | 243 | 197 | 23.4% | 173.5 | 138.8 | 25.0% | 28.4 |
| \$250M to \$499.9M | 310 | 332 | -6.6% | 110.0 | 119.0 | -7.6% | 28.4 |
| \$100M to \$249.9M | 533 | 531 | 0.4% | 85.9 | 83.8 | 2.5% | 32.7 |
| \$50M to \$99.9M | 411 | 428 | -4.0% | 28.9 | 31.0 | -6.6% | 26.3 |
| \$25M to \$49.9M | 428 | 393 | 8.9% | 15.3 | 14.3 | 6.7% | 29.3 |
| \$10M to \$24.9M | 464 | 518 | -10.4% | 7.6 | 8.5 | -10.0% | 20.0 |
| Under \$10M | 917 | 998 | -8.1% | 2.9 | 3.2 | -9.0% | 20.7 |
| Undisclosed | <u>8,454</u> | <u>9,620</u> | <u>-12.1%</u> | <u>N/A</u> | <u>N/A</u> | <u>N/A</u> | <u>N/A</u> |
| Total | 12,109 | 13,313 | -9.0% | \$1,931.0 | \$1,826.8 | 5.7% | 28.6 |

M&A at a Glance

MEDIAN P/E

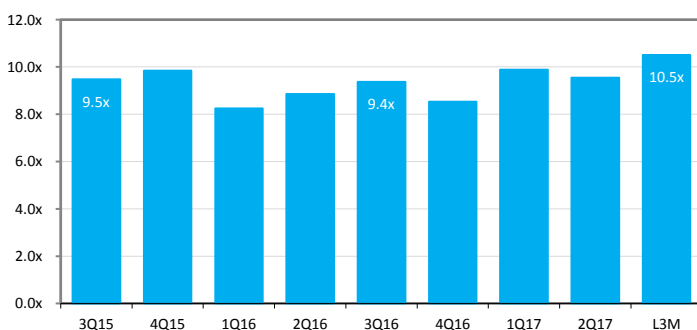


MEDIAN PREMIUM

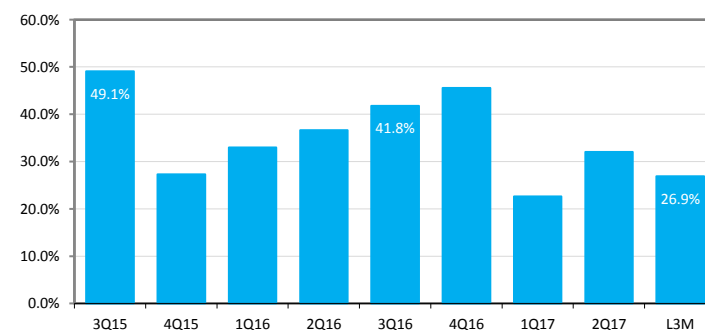


US Middle Market Monitor

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 8/31/17 Deal Count | L3M 8/31/16 Deal Count | Difference |
|------------------------|---------------------------|---------------------------|--------------|
| Finance | 372 | 359 | 13 |
| Miscellaneous | 13 | 14 | (1) |
| Energy Minerals | 42 | 44 | (2) |
| Government | 10 | 12 | (2) |
| Health Technology | 112 | 115 | (3) |
| Transportation | 58 | 63 | (5) |
| Utilities | 75 | 86 | (11) |
| Consumer Non-Durables | 91 | 103 | (12) |
| Consumer Durables | 48 | 64 | (16) |
| Communications | 36 | 53 | (17) |
| Non-Energy Minerals | 61 | 79 | (18) |
| Process Industries | 119 | 141 | (22) |
| Health Services | 145 | 172 | (27) |
| Electronic Technology | 78 | 110 | (32) |
| Distribution Services | 144 | 178 | (34) |
| Producer Manufacturing | 162 | 200 | (38) |
| Industrial Services | 95 | 145 | (50) |
| Retail Trade | 99 | 152 | (53) |
| Consumer Services | 194 | 250 | (56) |
| Technology Services | 431 | 490 | (59) |
| Commercial Services | 395 | 470 | (75) |
| Total | 2,780 | 3,300 | (520) |

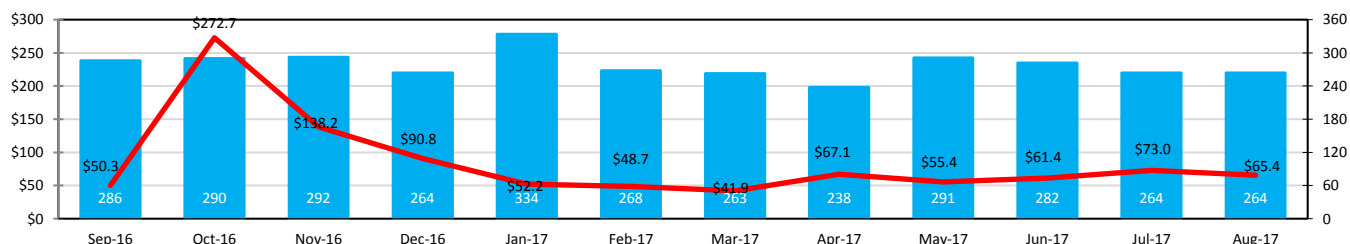
SECTOR BY VALUE

| Target Sector | L3M 8/31/17 Value | L3M 8/31/16 Value | Difference |
|------------------------|----------------------|----------------------|-------------------|
| Utilities | \$38,719.7 | \$11,683.3 | \$27,036.4 |
| Miscellaneous | 26,091.8 | 1,304.3 | 24,787.5 |
| Retail Trade | 36,736.1 | 17,758.4 | 18,977.7 |
| Commercial Services | 34,632.3 | 16,346.4 | 18,285.9 |
| Electronic Technology | 33,362.1 | 21,471.9 | 11,890.2 |
| Finance | 48,067.4 | 36,540.8 | 11,526.7 |
| Energy Minerals | 20,629.8 | 10,482.5 | 10,147.4 |
| Consumer Services | 32,861.2 | 24,121.7 | 8,739.5 |
| Health Technology | 34,326.9 | 26,688.2 | 7,638.6 |
| Transportation | 7,165.2 | 2,053.7 | 5,111.5 |
| Communications | 9,001.4 | 4,015.6 | 4,985.8 |
| Distribution Services | 8,746.2 | 6,895.0 | 1,851.2 |
| Consumer Durables | 3,891.8 | 3,366.0 | 525.8 |
| Government | 22.5 | 0.0 | 22.5 |
| Process Industries | 9,613.0 | 10,479.9 | (866.9) |
| Industrial Services | 8,632.1 | 11,230.7 | (2,598.6) |
| Health Services | 8,134.9 | 10,882.0 | (2,747.1) |
| Non-Energy Minerals | 3,607.8 | 6,657.9 | (3,050.1) |
| Producer Manufacturing | 13,107.8 | 23,885.8 | (10,778.0) |
| Consumer Non-Durables | 11,524.4 | 30,061.4 | (18,537.0) |
| Technology Services | 37,353.4 | 86,432.3 | (49,079.0) |
| Total | \$426,227.9 | \$362,357.9 | \$63,870.0 |

Merger Stats

| Deal Size | Number of Deals | | | Agg. Transaction Value (\$Bil) | | | Average P/E |
|--------------------|-----------------|---------------|---------------|--------------------------------|----------------|--------------|-------------|
| | 12 Months Ended | | Change | 12 Months Ended | | Change | |
| | 8/31/17 | 8/31/16 | | | 8/31/17 | | 8/31/16 |
| \$1 Billion + | 184 | 150 | 22.7% | \$935.4 | \$674.3 | 38.7% | 28.7 |
| \$500M to \$999.9M | 145 | 113 | 28.3% | 101.3 | 79.4 | 27.5% | 29.6 |
| \$250M to \$499.9M | 183 | 202 | -9.4% | 65.3 | 73.3 | -10.8% | 24.5 |
| \$100M to \$249.9M | 343 | 341 | 0.6% | 55.2 | 54.1 | 2.1% | 32.5 |
| \$50M to \$99.9M | 280 | 296 | -5.4% | 19.6 | 21.4 | -8.1% | 25.6 |
| \$25M to \$49.9M | 317 | 288 | 10.1% | 11.2 | 10.5 | 7.1% | 29.8 |
| \$10M to \$24.9M | 342 | 396 | -13.6% | 5.6 | 6.4 | -12.7% | 19.9 |
| Under \$10M | 612 | 714 | -14.3% | 2.0 | 2.4 | -19.1% | 22.6 |
| Undisclosed | 6,439 | 7,510 | -14.3% | N/A | N/A | N/A | N/A |
| Total | 8,845 | 10,010 | -11.6% | \$1,186.7 | \$978.1 | 21.3% | 27.7 |

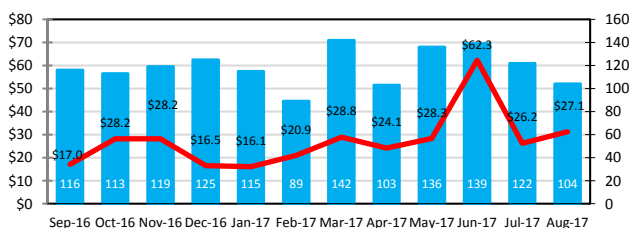
PUBLIC BUYER INDEX LTM 8/31/17



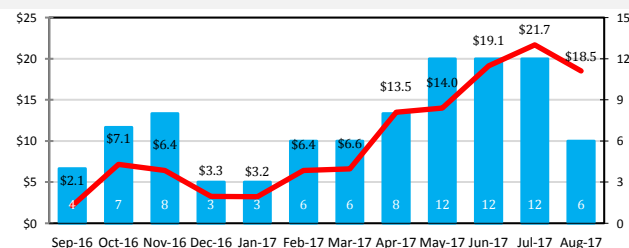
US Private Equity Report

Indices

PE BUYER INDEX: LTM 8/31/17



GOING PRIVATE INDEX: LTM 8/31/17



Top Private Equity Fundraisings: YTD 2017

| Open Date | Value (\$Mil) | Fund (Private Equity Sponsor) |
|-------------|---------------|--|
| 21-Feb-2017 | \$100,000.0 | Softbank Vision Fund LP SB Investment Advisers (UK) Ltd. |
| 20-May-2017 | 40,000.0 | Blackstone PIF Infrastructure Fund Blackstone Corporate Private Equity |
| 12-Jun-2017 | 15,000.0 | Carlyle Partners VII LP The Carlyle Group LP (Corporate Private Equity) |
| 1-Jan-2017 | 9,400.0 | Bain Capital Fund XII Bain Capital Private Equity LP |
| 4-May-2017 | 6,500.0 | ISQ Global Infrastructure Fund II I Squared Capital Advisors (US) LLC |
| 16-May-2017 | 6,500.0 | Onex Partners V Fund Onex Partners |
| 1-Jan-2017 | 6,000.0 | Abraaj Private Equity Fund VI Abraaj Capital Ltd. |
| 8-Feb-2017 | 5,500.0 | Insight Venture Partners X Fund Insight Venture Management LLC |
| 29-Mar-2017 | 5,325.0 | NGP Natural Resources XII Fund Natural Gas Partners LLC |
| 1-Apr-2017 | 5,000.0 | Providence Equity Partners VIII Providence Equity Partners LLC |

BASED ON US ANNOUNCED DEALS – RANKED BY TRANSACTION VALUE: YTD 2017

| Financial Advisor | | Transaction Value (\$Mil)* | Total Deals** | Legal Advisor | | Transaction Value (\$Mil)* | Total Deals** |
|-------------------|--|----------------------------|---------------|---------------|--|----------------------------|---------------|
| 1. | Goldman Sachs & Co. | \$304,032.6 | 137 | 1. | Kirkland & Ellis LLP | \$204,855.2 | 242 |
| 2. | Morgan Stanley | 235,978.4 | 110 | 2. | Skadden, Arps, Slate, Meagher & Flom LLP | 192,577.8 | 119 |
| 3. | JPMorgan Chase & Co | 216,723.5 | 123 | 3. | Sullivan & Cromwell LLP | 141,022.3 | 69 |
| 4. | Barclays Plc | 206,340.7 | 86 | 4. | Latham & Watkins LLP | 137,941.8 | 179 |
| 5. | Citigroup | 187,509.1 | 93 | 5. | Simpson Thacher & Bartlett LLP | 130,532.4 | 91 |
| 6. | Bank of America Merrill Lynch | 179,160.4 | 83 | 6. | Wachtell, Lipton, Rosen & Katz | 111,686.8 | 57 |
| 7. | Evercore, Inc. | 109,791.3 | 76 | 7. | Cleary Gottlieb Steen & Hamilton LLP | 108,988.8 | 48 |
| 8. | Credit Suisse | 100,554.0 | 81 | 8. | Jones Day LP | 91,670.1 | 176 |
| 9. | Lazard | 91,708.7 | 67 | 9. | Fried, Frank, Harris, Shriver & Jacobson LLP | 91,358.4 | 33 |
| 10. | Deutsche Bank AG | 84,051.2 | 52 | 10. | Cravath, Swaine & Moore LLP | 88,733.2 | 35 |
| 11. | UBS Group AG | 70,479.2 | 45 | 11. | Paul, Weiss, Rifkind, Wharton & Garrison LLP | 87,349.1 | 93 |
| 12. | Perella Weinberg Partners Group LP | 58,820.4 | 23 | 12. | Davis Polk & Wardwell LLP | 87,079.1 | 61 |
| 13. | Centerview Partners LLC | 55,718.1 | 33 | 13. | Weil, Gotshal & Manges LLP | 77,538.3 | 101 |
| 14. | RBC Capital Markets | 52,838.2 | 48 | 14. | Debevoise & Plimpton LLP | 76,246.2 | 32 |
| 15. | Jefferies LLC | 52,503.2 | 73 | 15. | Shearman & Sterling LLP | 68,985.0 | 41 |
| 16. | Moelis & Co. | 50,924.6 | 50 | 16. | Blake, Cassels & Graydon LLP | 60,844.0 | 44 |
| 17. | Rothschild & Co | 39,949.0 | 59 | 17. | Vinson & Elkins LLP | 57,633.7 | 53 |
| 18. | Guggenheim Capital LLC | 37,654.4 | 14 | 18. | Clifford Chance LLP | 50,163.2 | 45 |
| 19. | Wells Fargo & Co. | 35,083.4 | 32 | 19. | Gibson, Dunn & Crutcher LLP | 48,539.1 | 54 |
| 20. | HSBC Holdings Plc | 31,834.7 | 16 | 20. | Allen & Overy LLP | 43,482.2 | 43 |
| 21. | Allen & Co., Inc. | 28,967.2 | 13 | 21. | Hogan Lovells | 42,161.0 | 69 |
| 22. | The Toronto-Dominion Bank | 26,993.7 | 11 | 22. | White & Case LLP | 39,617.9 | 20 |
| 23. | PJT Partners, Inc. | 24,781.1 | 12 | 23. | Sidley Austin LLP | 36,802.2 | 33 |
| 24. | Robey Warshaw LLP | 21,912.3 | 2 | 24. | Baker Botts LLP | 35,838.1 | 45 |
| 25. | Raymond James Financial, Inc. | 19,005.9 | 55 | 25. | Linklaters LLP | 34,404.9 | 20 |
| 26. | Piper Jaffray Cos. | 17,720.3 | 47 | 26. | Bracewell LLP | 33,134.0 | 17 |
| 27. | Sandler O'Neill & Partners | 16,503.1 | 48 | 27. | Proskauer Rose LLP | 32,670.7 | 30 |
| 28. | Stifel, Nicolaus & Co., Inc. | 15,278.7 | 71 | 28. | Morrison & Foerster LLP | 31,584.6 | 50 |
| 29. | Macquarie Group | 15,194.4 | 18 | 29. | Ropes & Gray LLP | 28,469.3 | 47 |
| 30. | Nomura Securities Co., Ltd. | 14,769.8 | 11 | 30. | Covington & Burling LLP | 28,029.6 | 37 |
| 31. | LionTree LLC | 14,516.1 | 8 | 31. | Morgan, Lewis & Bockius LLP | 27,680.3 | 125 |
| 32. | Ernst & Young Global Ltd. | 13,503.1 | 46 | 32. | Alston & Bird LLP | 27,529.9 | 35 |
| 33. | Bank of Montreal | 13,286.0 | 26 | 33. | Jenner & Block LLP | 27,005.0 | 4 |
| 34. | WBC Holdings LP | 13,155.6 | 54 | 34. | Stikeman Elliott LLP | 24,942.5 | 44 |
| 35. | Cowen, Inc. | 12,075.4 | 12 | 35. | Paul Hastings LLP | 24,294.2 | 53 |
| 36. | BNP Paribas SA | 11,869.3 | 15 | 36. | Andrews Kurth Kenyon LLP | 23,857.6 | 8 |
| 37. | PricewaterhouseCoopers | 10,866.6 | 55 | 37. | Akin, Gump, Strauss, Hauer & Feld LLP | 23,308.1 | 27 |
| 38. | Houlihan Lokey, Inc. | 10,474.9 | 80 | 38. | Freshfields Bruckhaus Deringer LLP | 18,752.3 | 21 |
| 39. | BDT & Co. LLC | 9,866.1 | 3 | 39. | Goodwin Procter LLP | 17,528.2 | 67 |
| 40. | KPMG International | 9,845.6 | 39 | 40. | Willkie Farr & Gallagher LLP | 17,234.2 | 59 |
| 41. | Deloitte LLP | 7,953.8 | 28 | 41. | Cooley LLP | 15,491.1 | 27 |
| 42. | Baird Financial Group, Inc. | 7,763.7 | 48 | 42. | Ashurst LLP | 14,736.4 | 8 |
| 43. | The PNC Financial Services Group, Inc. | 6,287.9 | 34 | 43. | Yigal Arnon & Co. | 13,813.9 | 3 |
| 44. | Intrepid Partners LLC | 5,840.9 | 4 | 44. | Houthoff Buruma Coöperatief UA | 13,809.4 | 6 |
| 45. | Jones Lang LaSalle, Inc. | 5,612.9 | 5 | 45. | Goldfarb Seligman & Co. | 13,729.3 | 1 |
| 46. | Qatalyst Group LP | 5,147.6 | 5 | 46. | Van Campen Liem | 13,729.3 | 1 |
| 47. | National Bank of Canada | 5,063.1 | 4 | 47. | Bennett Jones LLP | 13,636.4 | 3 |
| 48. | The Boston Consulting Group, Inc. | 5,058.9 | 4 | 48. | O'Melveny & Myers LLP | 13,279.4 | 14 |
| 49. | Mizuho Financial Group, Inc. | 4,948.8 | 6 | 49. | Orrick, Herrington & Sutcliffe LLP | 12,564.5 | 48 |
| 50. | SMB Capital LLC | 4,800.0 | 1 | 50. | Arnold & Porter Kaye Scholer LLP | 12,305.3 | 21 |

* 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.

| Rank | Seller (Unit Sold) Financial Advisor Legal Advisor | Buyer Financial Advisor Legal Advisor | Transaction Value** (\$Mil) | Seller Sector |
|---|--|--|--------------------------------|------------------------|
| 1 | C.R. Bard, Inc. (New Jersey) Goldman Sachs & Co. <i>Fried, Frank, Harris, Shriver & Jacobson LLP</i> <i>Wachtell, Lipton, Rosen & Katz</i> | Becton, Dickinson & Co. Citigroup Perella Weinberg Partners LP <i>Skadden, Arps, Slate, Meagher & Flom LLP</i> | \$23,719.0 | Health Technology |
| 2 | Mead Johnson Nutrition Co. Goldman Sachs & Co. Morgan Stanley <i>Cleary Gottlieb Steen & Hamilton LLP</i> <i>Kirkland & Ellis LLP</i> | Reckitt Benckiser Group Plc Bank of America Merrill Lynch Deutsche Bank AG HSBC Holdings Plc Robey Warshaw LLP <i>Clifford Chance LLP</i> <i>Davis Polk & Wardwell LLP</i> <i>Linklaters LLP</i> | \$17,712.3 | Consumer Non-Durables |
| 3 | ONEOK Partners LP Barclays Plc <i>Andrews Kurth Kenyon LLP</i> | ONEOK, Inc. JPMorgan Chase & Co. Morgan Stanley <i>Simpson Thacher & Bartlett LLP</i> <i>Skadden, Arps, Slate, Meagher & Flom LLP</i> | \$17,118.1 | Industrial Services |
| 4 | Calpine Corp. Lazard <i>Sullivan & Cromwell LLP</i> <i>White & Case LLP</i> | Calpine Corp. /Private Group/ Barclays Plc <i>Debevoise & Plimpton LLP</i> <i>Latham & Watkins LLP</i> <i>Shearman & Sterling LLP</i> | \$15,961.2 | Utilities |
| 5 | Scripps Networks Interactive, Inc. Allen & Co. LLC Evercore Partners, Inc. JPMorgan Chase & Co. <i>Kirkland & Ellis LLP</i> <i>Weil, Gotshal & Manges LLP</i> | Discovery Communications, Inc. Goldman Sachs & Co. Guggenheim Capital LLC <i>Debevoise & Plimpton LLP</i> <i>Jones Day LP</i> <i>Wachtell, Lipton, Rosen & Katz</i> | \$14,537.3 | Consumer Services |
| 6 | Mobileye NV Goldman Sachs & Co. Raymond James & Associates, Inc. <i>Goldfarb Seligman & Co.</i> <i>Morrison & Foerster LLP</i> <i>Van Campen Liem</i> | Intel Corp. Citigroup Rothschild & Co. <i>Houthoff Buruma Coöperatief UA</i> <i>Skadden, Arps, Slate, Meagher & Flom LLP</i> <i>Sullivan & Cromwell LLP</i> <i>Yigal Arnan & Co.</i> | \$13,729.3 | Producer Manufacturing |
| 7 | Whole Foods Market, Inc. Evercore Partners, Inc. <i>Latham & Watkins LLP</i> <i>Wachtell, Lipton, Rosen & Katz</i> | Amazon.com, Inc. Goldman Sachs & Co. <i>Blake, Cassels & Graydon LLP</i> <i>Paul Hastings LLP</i> <i>Sullivan & Cromwell LLP</i> | \$13,487.6 | Retail Trade |
| 8 | Energy Future Holdings Corp. Barclays Plc <i>Cravath, Swaine & Moore LLP</i> <i>Jenner & Block LLP</i> <i>Jones Day LP</i> <i>Kirkland & Ellis LLP</i> <i>Proskauer Rose LLP</i> | Sempra Energy Lazard Morgan Stanley <i>White & Case LLP</i> | \$13,095.0 | Miscellaneous |
| 9 | Worldpay Group Plc Barclays Plc Goldman Sachs & Co. <i>Allen & Overy LLP</i> | Vantiv, Inc. Centerview Partners LLC Credit Suisse Morgan Stanley <i>Ashurst LLP</i> <i>Davis Polk & Wardwell LLP</i> <i>Skadden, Arps, Slate, Meagher & Flom LLP</i> | \$9,824.5 | Technology Services |
| 10 | Huntsman Corp. Bank of America Merrill Lynch Moelis & Co. LLC <i>Bär & Karrer AG</i> <i>Kirkland & Ellis LLP</i> <i>Paul, Weiss, Rifkind, Wharton & Garrison LLP</i> <i>Shearman & Sterling LLP</i> <i>Vinson & Elkins LLP</i> | Clariant AG Citigroup Goldman Sachs & Co. UBS AG <i>Cleary Gottlieb Steen & Hamilton LLP</i> <i>Homburger AG</i> | \$10,022.1 | Process Industries |
| **Total Market Value of Top 10 Deals YTD | | | \$150,552.0 | |