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**Federal State Autonomous Educational Institution of Higher Education
PEOPLES' FRIENDSHIP UNIVERSITY OF RUSSIA
RUDN University named after Patrice Lumumba**

LAW INSTITUTE

educational division (faculty/institute/academy) as higher education programme developer

COURSE SYLLABUS

CROSS-BORDER MERGERS AND ACQUISITIONS

course title

Recommended by the Didactic Council for the Education Field of:

40.04.01 JURISPRUDENCE

field of studies / speciality code and title

The course instruction is implemented within the professional education programme of higher education:

INTERNATIONAL PRIVATE LAW

higher education programme profile/specialisation title

1. COURSE GOAL(s)

The goal of the course «Cross-Border Mergers and Acquisitions» is to study students with legal regulation of the corporate acquisition transactions, including mergers, asset sales. During this course the main attention of the education process will be also devoted to the main sources of the Russian and foreign corporate law related to the merger and acquisitions transactions.

The main goals of this course is:

- to form a student understanding of the legal regulation of the mergers and acquisitions in accordance with the Russian and the foreign law;
- to teach the student
 - freely operate with the appropriate conceptual apparatus;
 - analyze and apply the norms of the current regulation of the corporate transactions;
 - prepare necessary corporate documents for work with mergers and acquisitions;
 - analyze judicial practice in the field of mergers and acquisitions.

2. REQUIREMENTS FOR LEARNING OUTCOMES

Mastering the course (module) «Cross-Border Mergers and Acquisitions» intends to train and guide students to achieve the development of following competences (competences in part):

Table 2.1. List of competences that students acquire through the course study

Competence code	Competence descriptor	Competence formation indicators (within this course)
UC-7	UC-7. Able to: search for the necessary sources of information and data, perceive, analyze, memorize and transmit information using digital means, as well as using algorithms when working with data received from various sources in order to effectively use the information received to solve problems; evaluate information, its reliability, build logical conclusions based on incoming information and data	UC-7.1. Searches for the necessary sources of information and data, perceives, analyzes, memorizes and transmits information using digital means, as well as using algorithms when working with data received from various sources in order to effectively use the information received to solve problems; UC-7.2. Evaluates information, its reliability, builds logical conclusions based on incoming information and data.
GPC-1	GPC-1. Able to analyze non-standard situations of law enforcement practice and offer the best options for their solution	GPC-1.1. Possesses general and special knowledge to identify and resolve non-standard situations (situations in which uniform approaches to the application of the law have not been formed) in law enforcement practice; GPC-1.2. Analyzes non-standard situations in law enforcement practice, including identifying legal and other causes and/or conditions for their occurrence; GPC-1.3. Develops optimal options for solving non-standard situations of law enforcement practice, taking into account possible legal consequences and draws up these decisions in the form prescribed by law.
GPC-2	GPC-2. Able to independently prepare expert legal opinions and conduct an examination of normative (individual) legal acts	GPC-2.1. Knows the rules for preparing expert legal opinions and the rules for conducting an examination of normative (individual) legal acts; GPC-2.2. Able to independently conduct a legal examination of normative (individual) legal acts;

Competence code	Competence descriptor	Competence formation indicators (within this course)
		GPC-2.3. Possesses the skills of preparation and execution of expert legal opinions and expert examinations of normative (individual) legal acts.
GPC-3	GPC-3. Able to competently interpret legal acts, including in situations where there are gaps and conflicts of law	GPC-3.1. Knows the essence and specifics of the ways and methods of interpreting legal acts, ways to eliminate gaps and conflicts in law; GPC-3.2 Has the skills to interpret legal acts, including in situations where there are gaps and conflicts of law GPC-3.3 Gives qualified explanations on the content and application of the law
GPC-4	GPC-4. Able to argue in writing and orally the legal position on the case, including in adversarial processes	GPC-4.1. Knows the content of basic and specific legal concepts, terms and definitions, is able to use them to build an oral and written position on a specific legal problem; GPC-4.2. Able to argue in writing and orally the legal position on the case, including taking into account the principle of adversarial proceedings; GPC-4.3. Possesses the skills of drafting legal documents on the case and the skills of public speaking with the argumentation of the position for the professional conduct of polemics in the trial.
GPC-5	GPC-5. Able to independently draw up legal documents and develop drafts of normative (individual) legal acts	GPC-5.1. Possesses general and specific legal knowledge necessary for the preparation of legal documents for various purposes and the development of draft normative (individual) legal acts; GPC-5.2. Independently draws up legal documents and develops drafts of normative (individual) legal acts GPC-5.3. Possesses skills in drafting legal documents and drafting normative (individual) legal acts in accordance with the profile of his professional activity
GPC-7	GPC-7. Able to apply information technologies and use legal databases to solve problems of professional activity, taking into account the requirements of information security	GPC-7.1. Knows the basic information technologies and legal bases for solving problems in various areas of legal activity; GPC-7.2. Applies information technologies and uses legal databases to solve the problems of professional activity, taking into account the requirements of information security; GPC-7.3. Owns the skills of information service and data processing to solve the problems of professional activity, taking into account the requirements of information security.
PC-3	PC-3. Able to skillfully apply the norms of substantive and procedural law in specific areas of legal activity	PC-3.1. Knows the specifics of legal regulation and law enforcement practice in specific areas of legal activity; PC-3.2. Correctly establishes legal facts, as well as facts and circumstances of legal significance, carries out their comprehensive analysis, taking into account the specifics of the evidence process in specific areas of legal activity;

Competence code	Competence descriptor	Competence formation indicators (within this course)
		PC-3.3. Correctly carries out legal qualification, correctly and reasonably applies the norms of substantive and procedural law in professional activities; PC-3.4. Takes a law enforcement decision in the form prescribed by law in compliance with its sectoral affiliation, requirements for the structure, procedure for adoption and competence of the subject of law enforcement.
PC-4	PC-4. Able to provide qualified legal advice in specific areas of legal activity	PC-4.1. Knows the specifics and methodology of consulting in specific areas of legal activity; PC-4.2. Provides qualified advice in specific areas of legal activity; PC-4.3. Possesses the skills of legal consulting in specific areas of legal activity

3.COURSE IN HIGHER EDUCATION PROGRAMME STRUCTURE

The course refers to the elective component of (B1) block of the higher educational programme curriculum.

Within the higher education programme students also master other (modules) and / or internships that contribute to the achievement of the expected learning outcomes as results of the course study.

Table 3.1. The list of the higher education programme components/disciplines that contribute to the achievement of the expected learning outcomes as the course study results

Competence code	Competence descriptor	Previous courses/modules*	Subsequent courses/modules*
UC-7	UC-7. Able to: search for the necessary sources of information and data, perceive, analyze, memorize and transmit information using digital means, as well as using algorithms when working with data received from various sources in order to effectively use the information received to solve problems; evaluate information, its reliability, build logical conclusions based on incoming information and data	Comparative Law Research / Current Issues of Private International Law / Introduction to Private International Law: Theoretical and Historical Aspect / Cross-Border Transactions: Legal and Practical Aspect	Law Applicable to Cross-Border Contractual Obligations / Private International Law Issues in the Field of Transnational Insolvency / Private International Law Issues in the Field of Insurance Law / Research Work / Educational Internship (Teaching) / Academic Practice and Legal Consulting and Scientific Research Internship /
GPC-1	GPC-1. Able to analyze non-standard situations of law enforcement practice and offer the best options for their solution	Philosophy of Law / History and Methodology of Legal Science / Comparative Law Research / Current Issues of Private International Law /	Law Applicable to Cross-Border Contractual Obligations / Private International Law Issues in the Field of Transnational Insolvency / Private International Law Issues in the Field of Insurance Law / Research Work /

Competence code	Competence descriptor	Previous courses/modules*	Subsequent courses/modules*
			Academic Practice and Legal Consulting and Scientific Research
GPC-2	GPC-2. Able to independently prepare expert legal opinions and conduct an examination of normative (individual) legal acts	Comparative Law Research / Law Applicable to Cross-Border Contractual Obligations /	Private International Law Issues in the Field of Transnational Insolvency / Notarial System / Private International Law Issues in the Field of Insurance Law / Academic Practice and Legal Consulting and Scientific Research Internship /
GPC-3	GPC-3. Able to competently interpret legal acts, including in situations where there are gaps and conflicts of law	Philosophy of Law / Comparative Law Research / Current Issues of Private International Law /	Private International Law Issues in the Field of Transnational Insolvency / Notarial System \ Research Work / Academic Practice and Legal Consulting and Scientific Research Internship /
GPC-4	GPC-4. Able to argue in writing and orally the legal position on the case, including in adversarial processes	Philosophy of Law / Current Issues of Private International Law / Introduction to Private International Law: Theoretical and Historical Aspect /	Educational Internship (Teaching) / Academic Practice and Legal Consulting and Scientific Research Internship /
GPC-5	GPC-5. Able to independently draw up legal documents and develop drafts of normative (individual) legal acts	Comparative Law Research / Current Issues of Private International Law / Introduction to Private International Law: Theoretical and Historical Aspect /	Private International Law Issues in the Field of Transnational Insolvency / Notarial System / Private International Law Issues in the Field of Insurance Law / Research Work / Academic Practice and Legal Consulting and Scientific Research Internship /
GPC-7	GPC-7. Able to apply information technologies and use legal databases to solve problems of professional activity, taking into account the requirements of information security	History and Methodology of Legal Science / Comparative Law Research / Introduction to Private International Law: Theoretical and Historical Aspect / International Commercial Arbitration and Other ADR /	Private International Law Issues in the Field of Transnational Insolvency / Notarial System / Private International Law Issues in the Field of Insurance Law / Research Work / Educational Internship (Teaching) / Academic Practice and Legal Consulting and Scientific Research Internship /
PC-3	PC-3. Able to skillfully apply the norms of substantive and procedural law in specific areas of legal activity	Current Issues of Private International Law / Introduction to Private International Law:	Private International Law Issues in the Field of Transnational Insolvency / Notarial System /

Competence code	Competence descriptor	Previous courses/modules*	Subsequent courses/modules*
		Theoretical and Historical Aspect / International Commercial Arbitration and Other ADR /	Private International Law Issues in the Field of Insurance Law / Academic Practice and Legal Consulting and Scientific Research Internship /
PC-4	PC-4. Able to provide qualified legal advice in specific areas of legal activity	International Commercial Arbitration and Other ADR / Law Applicable to Cross-Border Contractual Obligations / Cross-Border	Cyberspace: Jurisdiction and Dispute Resolution/ Private International Law Issues in the Field of Transnational Insolvency / Notarial System Private International Law Issues in the Field of Insurance Law / Academic Practice and Legal Consulting and Scientific Research Internship /

* To be filled in according to the competence matrix of the higher education programme.

4. COURSE WORKLOAD AND ACADEMIC ACTIVITIES

The total workload of the course is 4 credits (144 academic hours)

Table 4.1. Types of academic activities during the periods of higher education programme mastering (**full-time training**) *

Type of academic activities		Total academic hours	Semesters/training modules			
			3/1	3/2	4/3	4/4
<i>Contact academic hours</i>		36	36			
including:						
Lectures (LC)						
Lab work (LW)						
Seminars (workshops/tutorials) (S)		36	36			
<i>Self-studies</i>		99	99			
<i>Evaluation and assessment (exam/passing/failing grade)</i>		9	9			
Course workload	academic hours	4	4			
	credits	144	144			

5. COURSE CONTENTS

Table 5.1. Course contents and academic activities types

Course module title	Course module contents (topics)	Academic activities types
<i>Introduction to the course</i>	Introduction to Business Acquisitions. Overview of Different Acquisition Methods. Main terms which are under for M&A transactions. Historical overview of the developments of issues related to the regulation of M&A transactions.	S

<i>Sources and principles of the M&A transactions</i>	Legal sources of the M&A transactions under the Russian, English and the U.S. Law. Main principles of the M&A transactions	S
<i>The Mechanics of Structuring of merger and acquisition transactions</i>	Stages of M&A transactions; CP and CS under the M& A transactions; anti-takeover actions; Roles of the participants of M&A transactions.	S
<i>Non-Disclosure/Confidentiality and Exclusivity Agreements under the merger and acquisition transactions</i>	NDA and its role during an M&A transaction. Differences between Exclusivity and Investment Agreements and their role for the realization of the M&A transaction. Termshit at the stage of the negotiations.	S
<i>The Role and forms of Due diligence for the merger and acquisition transactions</i>	Term and role of Due diligence procedure for future M&A transaction. Types of the due diligence procedures. Participants of the due diligence regulation. Consequences of the Due Diligence for an M&A transaction.	
<i>Documents which are necessary for merger and acquisition transactions</i>	Share purchase and shareholder agreement and their role for the shareholders protection under M&A transaction. Investment agreement during an M&A transaction. Other documents which are necessary for M&A transactions.	S
<i>Main conditions of the merger agreements</i>	Structuring of the merger agreement. Definitions, Covenants, Representation and Warranties, Enforcement Clause, Third Parties rights clause, Default interest, Indemnity Clause.	S
<i>Corporate actions (formalities) during merger and acquisition transactions</i>	Shareholders and directors (executives) approvals during an M&A transaction. Majority and minority rights during the corporate actions. Anti-takeover Mechanisms.	S
<i>Successor Liability during an M&A transaction</i>	Scope and forms of Successor Liability. Indemnification institution.	S
<i>Venture investments and M&A transactions</i>	Term and legal nature of the venture investments. Stage of the venture investments. Regulation of the venture investments.	S

* - to be filled in only for full -time training: LC - lectures; LW - lab work; S - seminars.

6. CLASSROOM EQUIPMENT AND TECHNOLOGY SUPPORT REQUIREMENTS

Table 6.1. Classroom equipment and technology support requirements

Type of academic activities	Classroom equipment	Specialised educational / laboratory equipment, software, and materials for course study (if necessary)
Lecture	A lecture hall for lecture-type classes, equipped with a set of specialised furniture; board (screen) and technical means of multimedia presentations.	Multimedia projector, laptop, projection screen, stable wireless Internet connection. Software: Office 365 (MS Office, MS Teams), Chrome
Lab work	A classroom for laboratory work, individual consultations, current and mid-term assessment; equipped with a set of specialised furniture and machinery.	Multimedia projector, laptop, projection screen, stable wireless Internet connection. Software: Office 365 (MS

Type of academic activities	Classroom equipment	Specialised educational / laboratory equipment, software, and materials for course study (if necessary)
		Office, MS Teams), Chrome
Seminars	A classroom for conducting seminars, group and individual consultations, current and mid-term assessment; equipped with a set of specialised furniture and technical means for multimedia presentations.	Multimedia projector, laptop, projection screen, stable wireless Internet connection. Software: Office 365 (MS Office, MS Teams), Chrome
Computer Lab	A classroom for conducting classes, group and individual consultations, current and mid-term assessment, equipped with personal computers (in the amount of 30 pcs), a board (screen) and technical means of multimedia presentations.	Multimedia projector, laptop, projection screen, stable wireless Internet connection. Software: Office 365 (MS Office, MS Teams), Chrome
Self-studies	A classroom for independent work of students (can be used for seminars and consultations), equipped with a set of specialised furniture and computers with access to the electronic information and educational environment	Multimedia projector, laptop, projection screen, stable wireless Internet connection. Software: Office 365 (MS Office, MS Teams), Chrome
Courtroom	A classroom for court hearing simulation equipped with a set of specialized furniture; a set of devices including portable multimedia projector, laptop, projection screen, stable wireless Internet connection.	Multimedia projector, laptop, projection screen, stable wireless Internet connection. Software: Office 365 (MS Office, MS Teams), Chrome

* The premises for students' self-studies are subject to MANDATORY mention

7. RESOURCES RECOMMENDED FOR COURSE STUDY

Main reading (sources):

1. Edwin Miller, *Mergers and Acquisitions: A Step-by-step Legal and Practical Guide*, John Wiley & Sons (2008)
2. Stephen Glover, et al., *M&A Practice Guide*, LexisNexis Publishing (2016 ed.)

Additional (optional) reading (sources):

1. Lou Kling and Eileen Nugent, *Negotiated Acquisitions of Companies, Subsidiaries and Divisions*, Law Journal Press

Internet sources:

1. 1. Electronic libraries (EL) of RUDN University and other institutions, to which university students have access on the basis of concluded agreements:

- RUDN Electronic Library System (RUDN ELS) <http://lib.rudn.ru/MegaPro/Web>
- EL "University Library Online" <http://www.biblioclub.ru>
- EL "Yurayt" <http://www.biblio-online.ru>
- EL "Student Consultant" www.studentlibrary.ru
- EL "Lan" <http://e.lanbook.com/>
- EL "Trinity Bridge"
- International Institute For The Unification of Private Law (UNIDROIT): <http://www.unidroit.org/dynasite.cfm>;
- Introduction to the Principles of European Contract Law, with further bibliographic references: <http://www.cisg.law.pace.edu/cisg/text/peclintro.html>;
- Joint network on European Private Law, with further links: <http://www.copec1.org>.

2. Databases and search engines:

- electronic foundation of legal and normative-technical documentation <http://docs.cntd.ru/>
- Yandex search engine [https:// www .yandex.ru/](https://www.yandex.ru/)
- Google search engine <https://www.google.ru/>
- Scopus abstract database <http://www.elsevierscience.ru/products/scopus/>

*Training toolkit for self- studies to master the course *:*

1. The set of lectures on the course of cross border merges and acquisitions
2. The laboratory workshop (if any) on the course of cross border merges and acquisitions
3. The guidelines for writing a course paper / project (if any) on the course course of cross border merges and acquisitions.

* The training toolkit for self- studies to master the course is placed on the course page in the university telecommunication training and information system under the set procedure.

8. ASSESSMENT TOOLKIT AND GRADING SYSTEM* FOR EVALUATION OF STUDENTS' COMPETENCES LEVEL UPON COURSE COMPLETION

The assessment toolkit and the grading system* to evaluate the competences formation level (competences in part) upon the course study completion are specified in the Appendix to the course syllabus.

* The assessment toolkit and the grading system are formed on the basis of the requirements of the relevant local normative act of RUDN University (regulations / order).

DEVELOPERS:

Assistant-Professor of the
Department of
Civil Law and Procedure and
Private International Law

position, department

Ivan N. Chumachenko

signature

name and surname

HEAD OF EDUCATIONAL DEPARTMENT:

Head of the Department of Civil Law and Procedure and Private International Law, Full Professor		Evgenia E. Frolova
_____	_____	_____
name of department	signature	name and surname

**HEAD
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Head of the Department of Civil Law and Procedure and Private International Law, Full Professor		Evgenia E. Frolova
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position, department	signature	name and surname