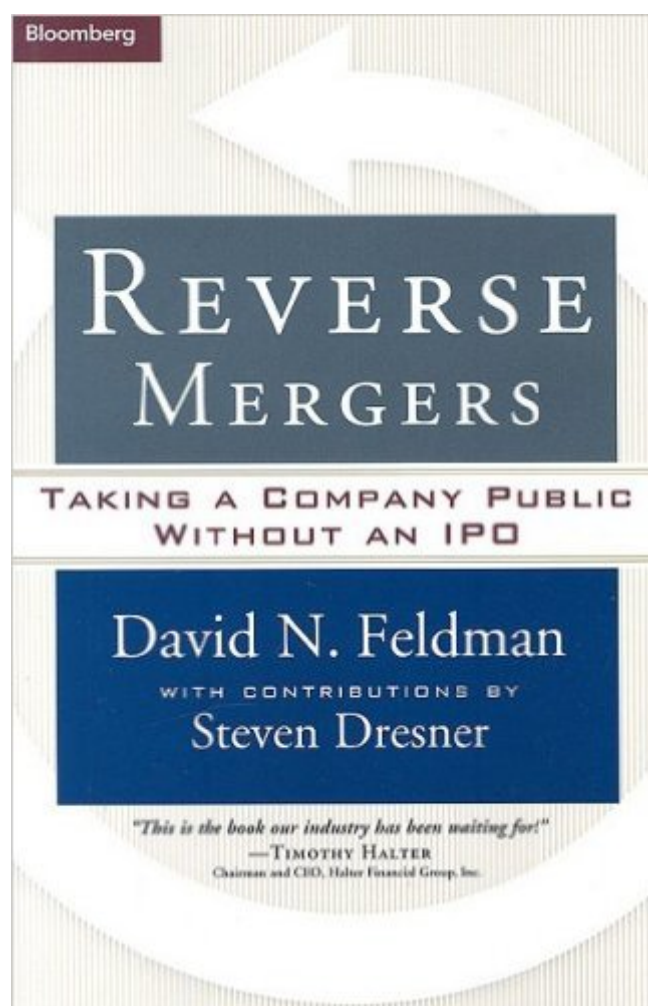


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# Reverse Mergers: Taking A Company Public Without An IPO



## Synopsis

Written for CEOs, CFOs, and the investment bankers, lawyers, and auditors who advise them, this is the first book to explain how reverse mergers work, from the business and legal points of view.

## Book Information

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## Customer Reviews

Only a few years ago, it seemed that nearly every company was going public with an IPO. Now many quality companies are locked out of the IPO market, but companies have other ways to go public. One of the most popular paths is a "reverse merger." In this transaction, your private company merges into a public company (often a "shell") and controls it, giving you a public stock with which to raise capital. This may sound shady, but it's not: many well-known companies have gone public through reverse mergers, including Warren Buffett's Berkshire Hathaway, Turner Broadcasting System, Occidental Petroleum and Blockbuster Entertainment. Experienced Wall Street securities attorney David N. Feldman takes you through the reverse merger process in detail. The book is wonderfully clear and thorough, and should become the definitive textbook on reverse mergers. It is, however, a dry read. A profusion of technical rules and especially acronyms (SPAC, SOX, Form 10-B, Rule 419, Regulation A, SB-2, PIPE) make the book slightly MEGO (My Eyes Glaze Over) for the uninitiated - but then, they are not its target audience. We enthusiastically recommend this book to sophisticated investors, lawyers, accountants, investment bankers and executives who want all the details on this increasingly popular financing technique.

Well, maybe it didn't exactly change my life, but it gave my law firm a new direction. My firm

specializes in strategic transactions - initial public offerings, private placements, mergers & acquisitions - but we had steered clear of reverse mergers because of the uncertainty and confusion. Feldman and Dresner cleared up that confusion we now offer reverse mergers as part of our services. This book showed the mechanics of structuring a reverse merger, how to create shell corporations and guidelines on financing. It covers due diligence, securities filings and plenty of mistakes to avoid. Whether you're an attorney, accountant, investment banker, business owner or private investor, this book will offer you a new strategy for growth and finance by way of reverse mergers.

With this book, David Feldman takes the mystery out of reverse mergers. Going public via an APO (alternative public offering) is a legitimate way to take a micro-cap company public while raising the necessary funds to grow the business. His strategies and insights, written in plain English, are invaluable for any CEO/CFO who is contemplating a reverse merger, especially after the recent SEC rulings. I would, however, caution that the book is not a do-it-yourself "how-to-guide" but rather a starting point to get acquainted with the reverse merger process. My biggest take-away is to make sure you bring in a capable and experienced team of advisers to make the reverse merger process a seamless transaction.

I liked this book. It's probably not one that a small business owner would be particularly interested in reading. But I think it would be relevant. I found it to be well written and well outlined. And it didn't take me all that long to get from page one to the end. But I am a CPA and attorney. That might have helped me out a little. The author is a securities attorney. He consults to companies that are not public, but would like to be. He advises them how to do what are called "Reverse Mergers" so their nonpublic company can merge into an already public company and voila - be a public company. This book explains how a reverse merger works - both from a business and a legal perspective. Without a doubt this book is a marketing piece for the author and his 23-attorney law firm. If a client approaches him and doesn't know much about reverse mergers, then the author can either charge by the hour for an explanation, or hand the prospect a copy of this book. The prospect would be well advised to accept this book and read it and save a ton of money. From reading the book it appeared that reverse mergers are not all that popular these days. It's difficult or expensive to find a target in which to merge. And then there are the legal fees. But it certainly is an option. And one that should be considered when planning to take a company public. 5 stars! PS. Examine the Search Inside feature provided by for this book. It includes the book's Table of Contents which will

tell you more specifically than I what is included in this book.

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