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The Proskauer Benefits Brief Podcast Series: Nuts and Bolts on a Management Buyout

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In a seven-part series of The Proskauer Benefits Brief, partners Michael Album and Josh Miller discuss the nuts and bolts on a management buyout. Each episode provides the latest insights and perspectives on management buyouts.

- **Part 1**: In the first of the seven-part series, Mike Album and Josh Miller examine the structure of a management buyout and discuss in detail the process behind the buy-out and how it unfolds for management.
- **Part 2**: Kicking off the second episode, Mike and Josh highlight the different types of transactions (single bidder vs. multi-bidder) and the various tasks that management faces in handling the process and as a first step inventorying their own compensation arrangements.
- **Part 3**: Episode three focuses on how management deals with the selling sponsor and the bidder, and starts to develop their own compensation packages post-closing and consider deal bonuses from the selling sponsor.
- **Part 4**: Mike and Josh discuss how management can use a “template” to have a bidder identify the way compensation issues will be addressed in an MBO. They also discuss the “rollover” by management of their equity in an MBO.
- **Part 5**: This episode reviews the rights that management gets when it “rolls” old equity into new equity in the buyout vehicle and then introduces incentive equity awards for management.
- **Part 6**: The incentive equity package that management will be offered in the buyout is discussed in this episode by Mike and Josh, including the structure of the incentive pool, vesting, and favorable tax treatment of incentive grants.
- **Part 7**: The final episode talks about employment agreements in the context of a management buyout. Milke and Josh go over the key terms and issues that management should focus on when reviewing and negotiating their go-forward employment arrangements, compensation structure, severance protection and restrictive covenants with the buyer following the sale.

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