Contents

Preface	X۱
Acknowledgments	XİX
PART I	
Introduction	
CHAPTER 1 Introduction to the IT Aspects of Mergers, Acquacitions,	
and Divestitures Varun Joshi and Saurav Sharma	3
Role of IT in M&A Due Diligence Integration/Separation Planning Integration/Separation Execution Wrapping It Up	4 8 16 20
CHAPTER 2	
The Role of IT in Mergers and Acquisitions Peter Blatman and Eugene Lukac	23
Quest to Capture Synergies Capturing the Benefits Wrapping It Up	24 26 32
CHAPTER 3	
Aligning Business and IT Strategy during Mergers, Acquisitions, and Divestitures Jason Asper and Wes Protsman	35
The Business-Aligned Integration Model Enterprise Blueprint and IT Alignment IT's Role in Functional Blueprinting	36 38 39

vi	CONTENTS
Decision Making and Business Alignment	43
Business Alignment in Due Diligence	43
Wrapping It Up	44
CHAPTER 4	
Mergers and Acquisitions IT Strategy, Approach, and Governance:	
IT and Its Customers	47
Chris DeBeer and Michael H. Moore	
Strategy	48
Approach	49
Governance	50
T.	51
Operations	54
Human Resources	57
Information Technology	60
Wrapping It Up	66
Operations Human Resources Information Technology Wrapping It Up	
PART II	
Information Technology's Role in Maygers, Acquisitions, and Divestitures	
CHAPTER 5	
IT Due Diligence Leading Practices	69
Mark Andrews and David Sternberg	
Objectives and Complexities of IT Due Diligence	70
Areas of investigation	72
Proprietary or Product Technology–Driven Due Diligence Impact of Transaction Type on the Due Diligence	76
Investigation	77
Investigation for Strategic Buyers versus Financial Buyers	78
Considerations of Planning IT Due Diligence	79
Considerations of Conducting IT Due Diligence	82
Considerations of Finalizing IT Due Diligence	86
Tying Due Diligence to the Next Steps in the Post-Merger	
Process	88
Wrapping It Up	88



Contents vii

CHAPTER 6 IT Infrastructure Aspects of Mergers, Acquisitions, and Divestitures	91
Rick Kupcunas, Mike Trisko, Jeffry Sprengel, and Mushtaque Heera	
IT Infrastructure Blueprinting IT Infrastructure Planning	91 93
IT Infrastructure Dependencies Wrapping It Up	100 102
CHAPTER 7 M&A IT and Synergies Jim Boland, Ronald Goldberg, Colin Hartnett, Sunil Rai, and Stephen Ronan	105
IT's Role and Contribution to Synergy Capture Synergy Capture and Benefits Tracking during the Merger,	105
Acquisition, and Divestiture Lifecycle Wrapping It Up	120 135
CHAPTER 8	
Supporting Business Objectives with MSA Aware Enterprise Architecture	137
Pavel Krumkachev, Shalva Nolen, Nitin Prabhakar, and Rajat Sharma	107
Sources of IT-Related Synergies during M&A Post-Merger IT Integration Planning: The Model Makes	137
the Difference	139
M&A-Aware Enterprise Architecture Models	139
Divestiture: and the Enterprise Architecture Frameworks Wrapping It Up	143 144
CHAPTER 9	
The Importance of a Tested IT Strategy and Approach for Mergers, Acquisitions, and Divestitures	145
Pavel Krumkachev, Shalva Nolen, Nitin Prabhakar, and Rajat Sharma	
M&A IT Organization and Strategy	145
A Tested and Repeatable Approach for IT Integrations	149



viii	CONTENTS
A Tested and Repeatable Approach for IT Divestitures Wrapping It Up	152 155
CHAPTER 10 Cloud Considerations for M&A IT Architecture Mike Brown	157
Understanding Cloud Solutions	157
Types of Cloud Solutions	158
Cloud Solution: Potential Benefits	158
Opportunity during Post-M&A Integration Cloud Solutions for Post-M&A Plug-and-Play IT	158
Frameworks	159
Determining Suitability for Cloud Solutions	160
Assessing Cloud Migration Timing	160 162
Establishing a Cloud Strategy Evaluating Cloud Providers	163
Cloud Solution Success Factors	163
Determining Suitability for Cloud Solutions Assessing Cloud Migration Timing Establishing a Cloud Strategy Evaluating Cloud Providers Cloud Solution Success Factors Wrapping It Up	165
CHAPTER 11 Data Implications of Mergers and Acquisitions	167
Sascha Elsing	107
Criticality of Data Management in M&A Transactions	167
Data Governance and Organizational Considerations Data Confidentiality, Privacy, Security, and Risk	167
Management	168
Data Archiving Requirements	168
Data Maragement Road Map	169
Customer Data Considerations	172
Wrapping It Up	173
CHAPTER 12 Using M&A to Streamline the Applications Portfolio	175
Colin Whiteneck, Joydeep Mukherjee, Ted Veterano, and Venky Iyer	
Overview of an Applications Rationalization Program Achieving Cost Synergies through Applications	178
Rationalization Achieving Operational Synergies through Applications	178
Rationalization	182



Contents	İX
Technology and Cost Impact in a Divestiture Event	188
Emerging Trends	193
Best Practices for Applications Rationalization in an M&A	104
Scenario	194
Wrapping It Up	198
CHAPTER 13	
Third-Party Contracts in M&A: Identifying and Managing Common	100
Implications	199
Christine McKay, Joseph Joy, Ramkumar Jayaraman, and Ninad Deshmukh	
Challenges Inherent in Different Types of M&A Transactions	200
E : 1 D 1::	200
Primary Challenges	204
Tackling Challenges	206
Program Management	215
Wrapping It Up	217
Case Studies	218
Primary Challenges Tackling Challenges Program Management Wrapping It Up Case Studies Lessons Learned CHAPTER 14 MRA IT Anchitecture and Informations Developing and Delivering	221
CHAPTER 14	
wick it Afchitecture and his facture. Developing and Delivering	
Transition Services Agreements	225
Olivier May and Kevin Charles	
Plan Early and Resource Appropriately	227
Foster Deal Team and Business Collaboration to Document	
Appropriately	229
Price Services Conservatively	231
Establish a Practical Governance Approach	235
Plan Exits and Remove Stranded Costs	247
Wrapping It Up	250
CHAPTER 15	
Day 1 Implications for IT Functions Sejal Gala and Sandeep Dasharath	253
,	
Top Day 1 Priorities for IT	253
Wrapping It Up	263

 \bigoplus

 \bigoplus

CONTENTS

CHAPTER 16 Transition Services Agreement (TSA)—Untangling the Web Simon Singh, Nikhil Uppal, and Jennie Miller	265
Key Considerations for Drafting an Effective TSA Structuring the TSA Managing TSAs Governance of TSA Services through a Parallel Structure Rationale for Accelerated Exit of a TSA Key Considerations for TSA Exit Wrapping It Up	267 270 271 273 278 279 281
CHAPTER 17 IT Risk, Security, and Controls in M&A: Identifying and Managing Common Considerations David Caruso, Kelly Moynihan, John Clark, Janue Fox, Joseph Joy, and Scott Kaufman	283
Understanding the IT Risk, Security, and Controls Current State Practices for Managing IT Risk, Security, and Control Considerations Wrapping It Up	283 293 301
Wrapping It Up	301
The People Assects of Mergers, Acquisitions, and Divestitures	
CHAPTER 18 The Role of the ClO in Mergers, Acquisitions, and Divestitures Irwin Goverman	305
The Double-Duty Role The Internal Role The External Role Some Lessons Learned Wrapping It Up	305 307 314 317 320



Contents Xi

CHAPTER 19 The Role of CFO Rich Rorem, Trevear Thomas, Nnamdi Lowrie, Heith Rothman, Venkat Swaminathan, Chelsea Gorr, Jenny Xu, and Mia Velasquez	32 1
Strategist Face Catalyst Face Operator Face Steward Face Wrapping It Up	324 329 332 338 341
CHAPTER 20 Managing the People Side of IT M&A Tammie Potvin, Don Miller, Suseela Kadiyala, Michael Proppe, Sarah Hindley, and Laurel Vickers	345
Key Priority: Communicating for Impact Merger Stages Effective M&A Communication Key Priority: Defining the Future-State IT Organization Steps in M&A Organization Design Key Priority: Assessing and Selecting IT Talent Key Priority: Managing Change Start with Your Leadership Team Transition Employees Consider Cultural Implications Assess Integration Progress Wrapping It Up	346 348 351 352 353 358 363 366 367 369 370
CHAPTER 21 Planning for Business Process Changes Impacting Information Technology Blair Kin	373
Pre-Day 1 Planning Day 1 Integration Imperatives Long-Term Integration Requirements Wrapping It Up	373 376 380 388



XII CONTENTS

PAKI IV	
M&A IT Project Governance, Testing, and Business Intellig	ence
CHAPTER 22	
Integration Management Office Best Practices David Lake and Mauro Schiavon	393
Roles and Responsibilities	393
Key Activities Sample IMO Templates and Deliverables	395 398
Managing the Deal	398
Wrapping It Up	403
CHAPTER 23	>
IT Program Governance during the Deal John Uccello	405
John Occesso	40.5
Establish Governance Model Establish the Program Management Office	405 408
Execute the Plan	413
CHAPTER 23 IT Program Governance during the Deal John Uccello Establish Governance Model Establish the Program Management Office Execute the Plan Wrapping It Up	415
CHAPTER 24	
Important Role of Data in an M&A Transaction	417
Lynda Gibson, Anil Tondwadi, and Chris Vu	
Current Challenges and Lost Opportunities	418
Top 10 Ways to Use Information Management to	
Improve M&A	419
Wrapping It Up	438
CHAPTER 25	
Overview of Testing	439
Angela Mattix	
Types of Testing	439
Testing Functions and Tools	443
Test Preparation Activities	444
Timing of Testing Wrapping It Up	446 448
wrapping it Op	440



Contents

PART V	
Conclusion	
CHAPTER 26 Why Mergers, Acquisitions, and Divestitures Fail, and Considerations to Help Avoid a Similar Fate Nikhil Menon	451
M&A Risks Common Pitfalls Critical Success Factors	452 453 455
Wrapping It Up	457
CHAPTER 27 M&A IT Key Success Factors Nadia Orawski and Luke Bates Key Success Factors Wrapping It Up CHAPTER 28 M&A IT, Summing It All Up	459
Key Success Factors Wrapping It Up	459 461
CHAPTER 28 M&A IT, Summing It All Up Habeeb Dihu, Nadia Orawski, Justin Calvin, Luke Bates, Bryce Metro, and Eric Niederhelman	463
Best Practices	464
Best Practices to Be Considered Prior to the Deal	464
M&A IT Strategy, Approach, and Governance Best Practices	467
M&A IT Security and Privacy Implications Best Practices	472
M&A IT and Synergies Best Practices	473
M&A IT Contracts Best Practices	473
M&A IT Organizational Implications Best Practices	475
Best Practices to Consider in Order to Execute the Deal	477
Lessons Learned Wrapping It Up	478 479
APPENDIX A M&A IT Playbook Overview Joseph Joy, Shalva Nolen, Simon Singh, and Nikhil Uppal	493



xiv	CONTENTS
APPENDIX B Sample M&A IT Checklists Shalva Nolen, Sreekanth Gopinathan, and Devi Aradada	509
APPENDIX C M&A IT Sample Case Studies Manish Laad, Abhishek Mathur, and Prasanna Rajappa	521
About the Editor	531
About the Website	533
About the Website Index Index Attle: Index Attle: Index Index	535
nttp.'	

 \bigoplus