

# Pre-divestiture restructuring and post-acquisition integration

2024

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Strategic M&A and corporate carve-outs, spin-offs and business divestitures are expected to continue surging as businesses look for value and flexibility. In most cases, companies need to prepare for these transformational events by reorganizing their corporate and business operations and relationships to effectively carve out and divest the business units, operations and supporting contractual arrangements. Similarly, for private equity funds or strategic acquirers, the post-transaction integration of these business units is imperative to realize and preserve the value and benefit of the transaction.

NRF has a fully integrated, global team that lives and breathes the full range of sourcing and commercial agreements that emerge from these transactions. We are able to work with our client's internal and external advisors to strategically plan and then execute the tactical realities of these projects. We take a resolutely business-oriented and outcomes-based approach, advising our clients on how best to achieve a more efficient process.

Our clients benefit from our depth and breadth of transactions experience, our deep understanding of differing business models and varied industry exposure and our partnership approach to engagements. Because our group truly specializes in this area, our experience is notably deeper than that typically found at large law firms, and many of our team have worked on in-house legal teams and as technology executives.

These transactions often require the reconfiguration or replacement of hundreds, and sometimes thousands, of contracts that are affected in one way or another by the transaction. In most instances, the parties will enter into a transition services agreement (TSA) that enables the acquired company to continue business operations based on a commitment from the selling company to support the acquired entity for a limited period of time. We support both TSA- enablement and post-TSA replacement of the transition services, as well as post-transaction readiness where no TSA services are provided.

We approach the project from the outset to leverage our sourcing expertise and market knowledge to help operationalize the carved-out entity for a successful separation on timelines that are always aggressive and with less than ordinary negotiation leverage as a result.

### Our work in support of these projects includes:

TSA readiness, enablement and replacement and post-acquisition enablement

MSP (managed service provider) and outsourcing arrangements

Technology, cloud / software, advertising / marketing, supply chain, and other commercial arrangements

Intellectual property licenses and transfers

Intracompany arrangements and dependencies

Back office functions (HR, Finance, Accounting, Legal)

The breadth of the NRF platform also ensures that we can handle the full scope of restructuring and integration that these transactions necessitate. We regularly work alongside our HR and privacy colleagues to assist with:

- Employee health and welfare benefits arrangements
- Employee health and welfare benefit plan and related process development
- Data privacy compliance
- Data sharing and data transfers

Our teams work seamlessly across these subject areas to triage, prioritize, plan for and execute against high volumes of sourcing and commercial contract reconfigurations and replacements, leveraging our innovation consultants as desired by the client to:

- Define playbooks to standardize review
- Project manage the workflow
- Deploy technology to streamline review and enable dashboarding and reporting for internal project management and client reporting.

The output and artifacts from the above can be and often are leveraged to develop and enhance an internal sourcing function where the carve-out is greenfield.

We treat these projects like we would any high-volume outsourced support engagement, leveraging people, process and technology to streamline and expedite fulfillment to achieve what are always aggressive timelines so that our clients can maintain continuity of operations and avoid the need for ongoing expense under extended TSAs.

## Select experience

Following the spin-off of a retail business unit, we advised the **retailer** in a short timeframe project to go to market for, contract for, implement and transition to new technology and services in replacement of existing shared services previously provided by and through its parent. These included the negotiation, early-stage termination and replacement of all third-party arrangements in support of previously shared operations.

Advised a **private equity client** on the commercial contract aspects of its acquisition of a portion of the life sciences business of a global life sciences company, working alongside M&A counsel.

Advised the same **private equity client** on the post-acquisition work necessary to enable TSA replacement across various business functions, including IT, HR, and finance for what effectively became a greenfield operation. The project includes over 200 contracts with many significant players in-scope for the project, including MSP arrangements, outsourced services arrangements, cloud subscription and software licensing and implementation arrangements with providers including Allegis Global Services, Microsoft, Oracle, SAP, Salesforce, TCS and HCL.

Advised a **domestic online printed products company** in the restructuring of its commercial operations in anticipation of the spin-out of the print and mail portion of the business, including post-carve-out reverse services and contract replication and replacement. The goal of the divestiture was to prepare the online printed products company for an initial public offering.

Advised a **spin-off insurance entity** in the negotiation and documentation of a managed service provider arrangement and numerous cloud and data platform arrangements in a greenfield operation to replace and provide IT infrastructure and application development and maintenance services for the spun-off entity and enable TSA exit and replacement.

Advised a **Fortune 100 financial services institution** on TSA replacement for all of its health and welfare benefits arrangements and supporting cloud, software and IT services arrangements in connection with the divestiture of its bank and related operations.

## Awards and accolades

Chambers Global, Global-wide: Global Market Leaders, Outsourcing  
*Chambers and Partners, 2024*

Chambers USA, Nationwide: Outsourcing  
*Chambers and Partners, 2023*

Chambers USA, Georgia: Technology and Outsourcing  
*Chambers and Partners, 2023*

Legal 500 USA, Nationwide: Media, technology and telecoms: Outsourcing  
*Legal 500, 2023*

## Publications

[Norton Rose Fulbright publication, Inside Tech Law](#)

[ICLG, Technology Sourcing Laws and Regulations USA, 2023](#)

[GLI AI, Machine Learning and Big Data, USA, 2023](#)

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Note: The Firm does not maintain an office in Atlanta, GA, but we have a team of Georgia-licensed lawyers who work remotely.

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