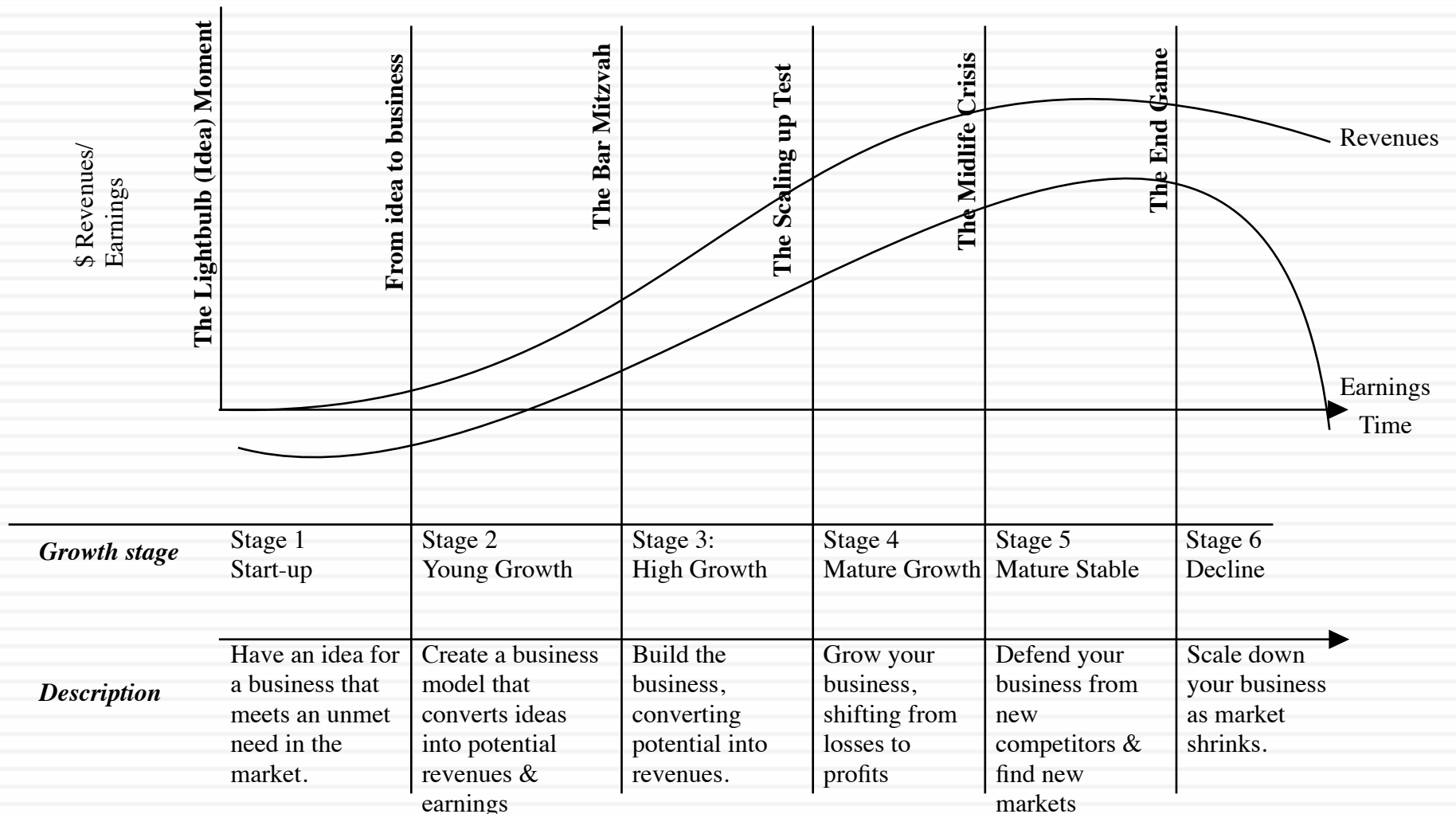




THE CORPORATE LIFE CYCLE: GROWING OLD(ER) IS HARD TO DO!

Aswath Damodaran

The Life Cycle

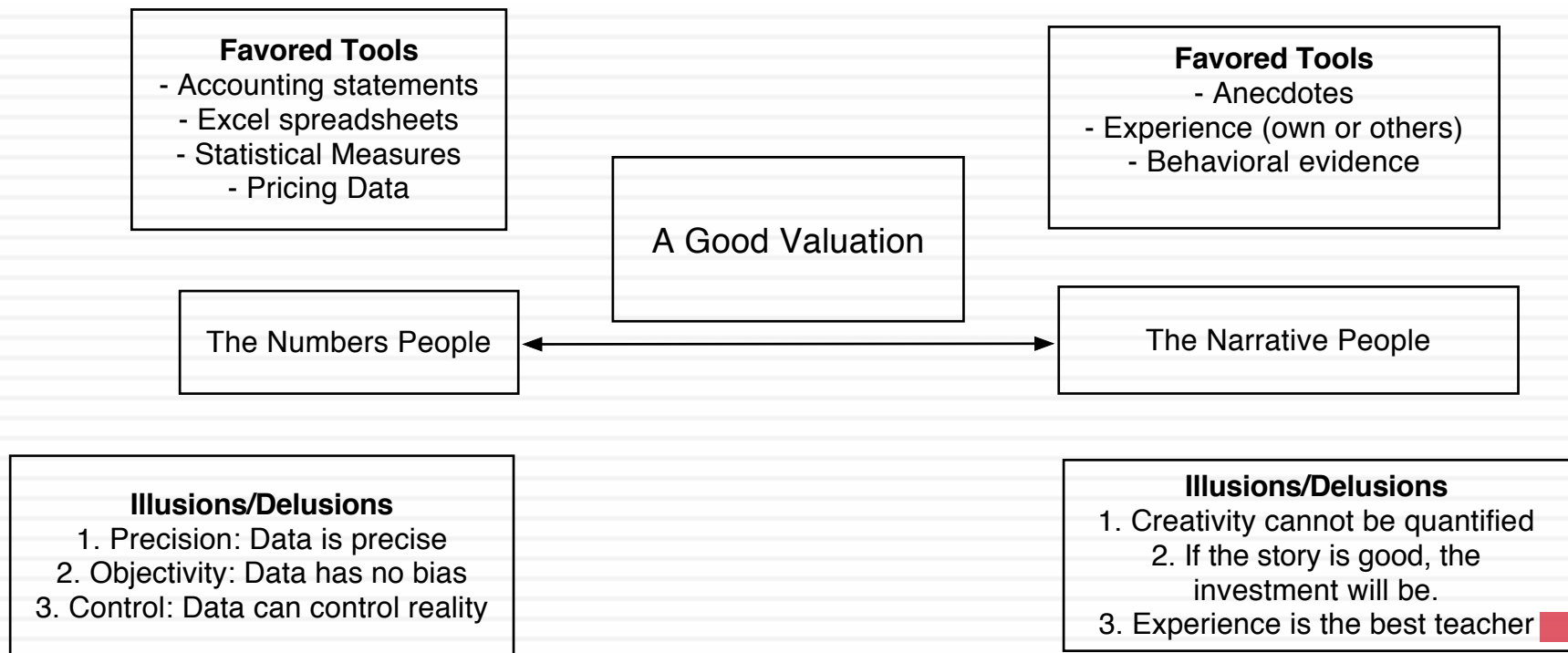




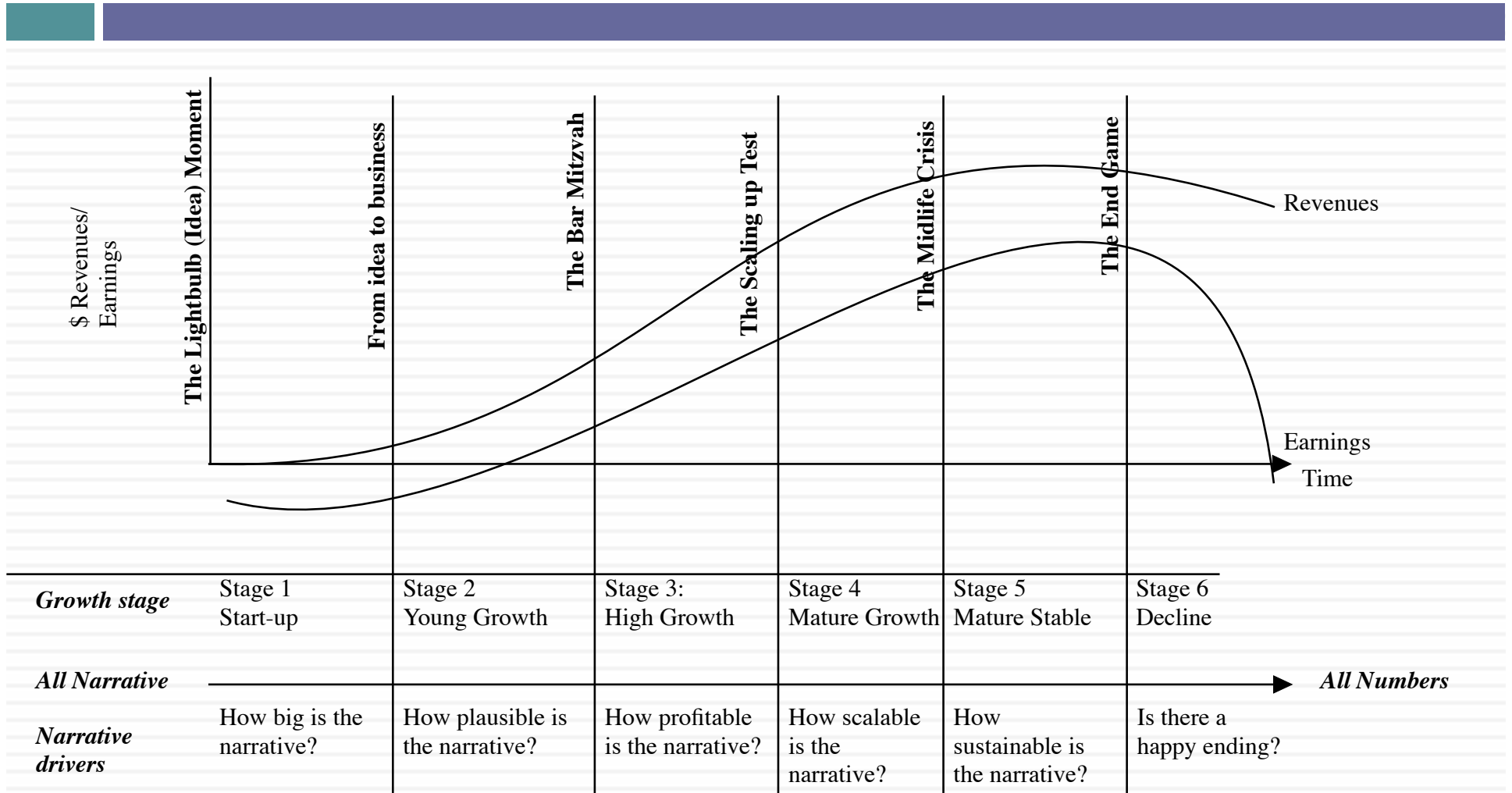
FROM NARRATIVE TO NUMBERS

All story to mostly numbers..

Valuation as a bridge



Narrative versus Numbers



Narrative to Numbers for a young company

- With a young company, narrative is central, divergent and volatile.
 - ▣ It is central because it is the only thing that you are offering investors, since you have no history.
 - ▣ It is divergent because you can still offer widely different narratives, since it is early in the game.
 - ▣ It is volatile, because the real world will deliver surprises that will require you to adjust your narrative.
- In the pages to follow, I will use Uber to illustrate this process.

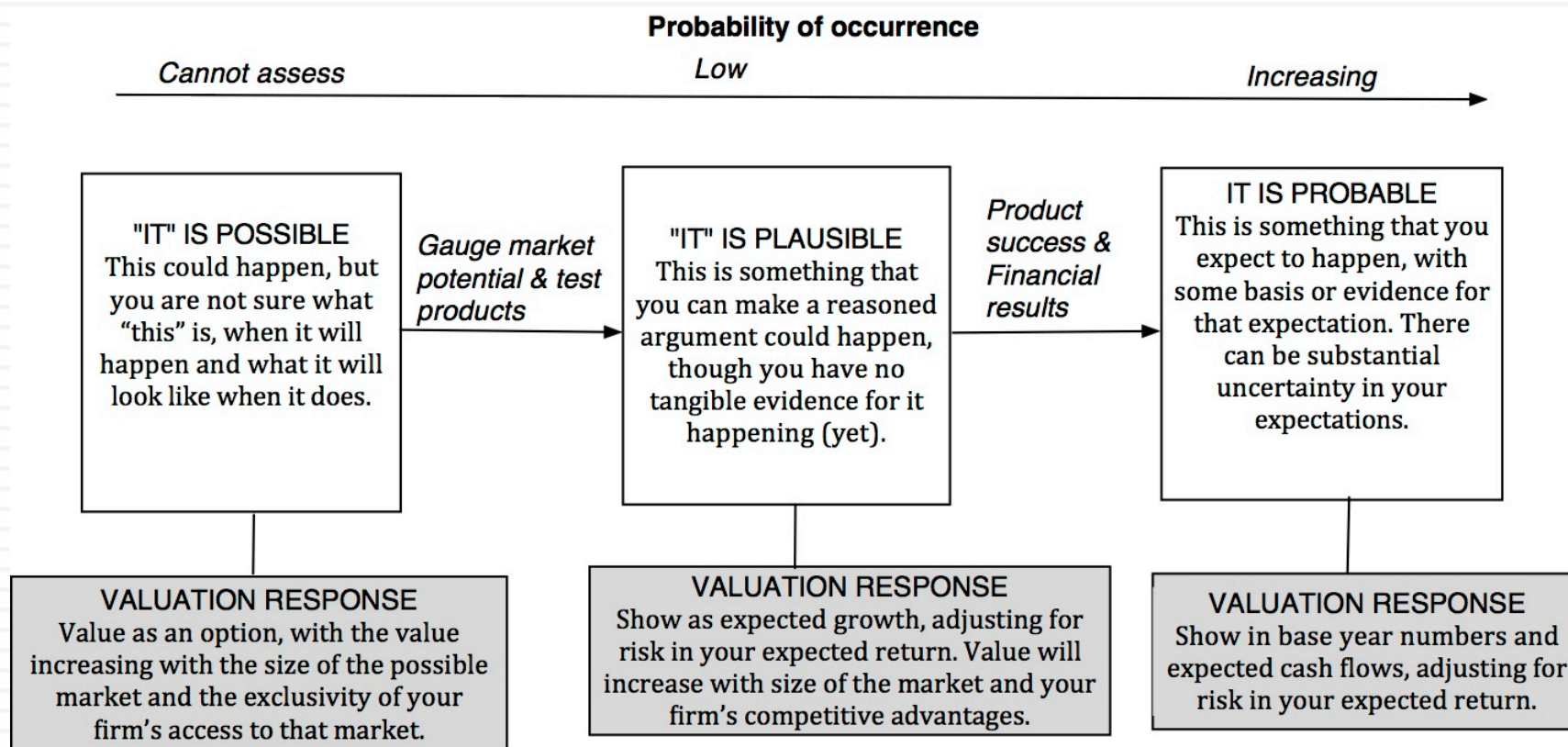
Step 1: Create a narrative for Uber

- Every valuation starts with a narrative, a story that you see unfolding for your company in the future.
- In developing this narrative, you will be making assessments of your company (its products, its management), the market or markets that you see it growing in, the competition it faces and will face and the macro environment in which it operates.

My narrative for Uber: Uber will expand the car service market moderately, primarily in urban environments, and use its competitive advantages to get a significant but not dominant market share and maintain its profit margins.

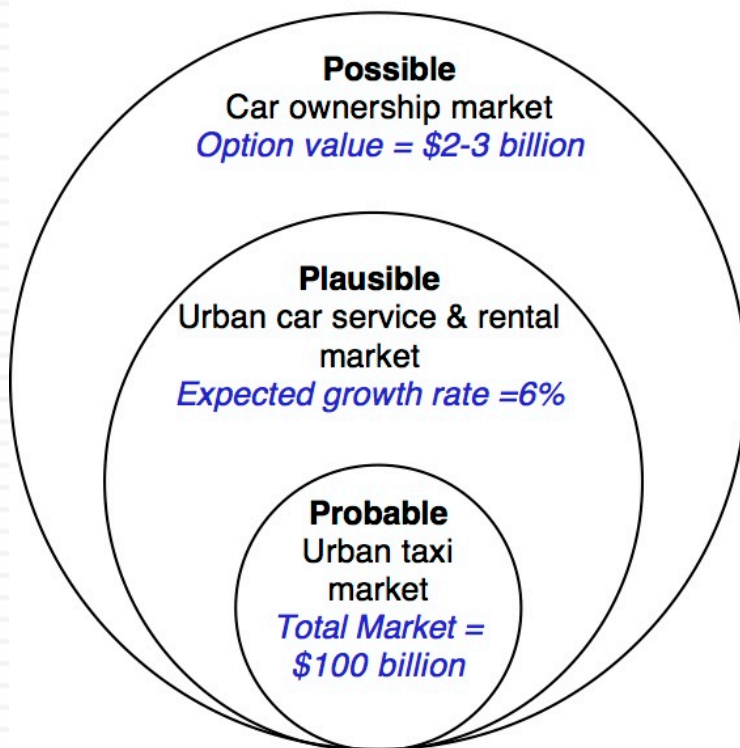
Step 2: Check the narrative against history, economic first principles & common sense

8

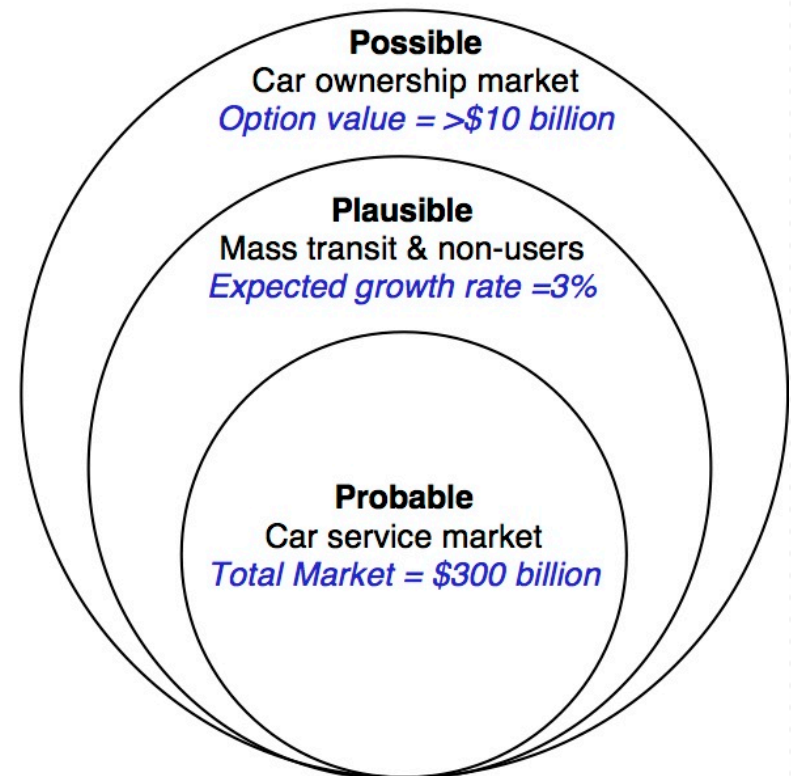


Uber: Possible, Plausible and Probable

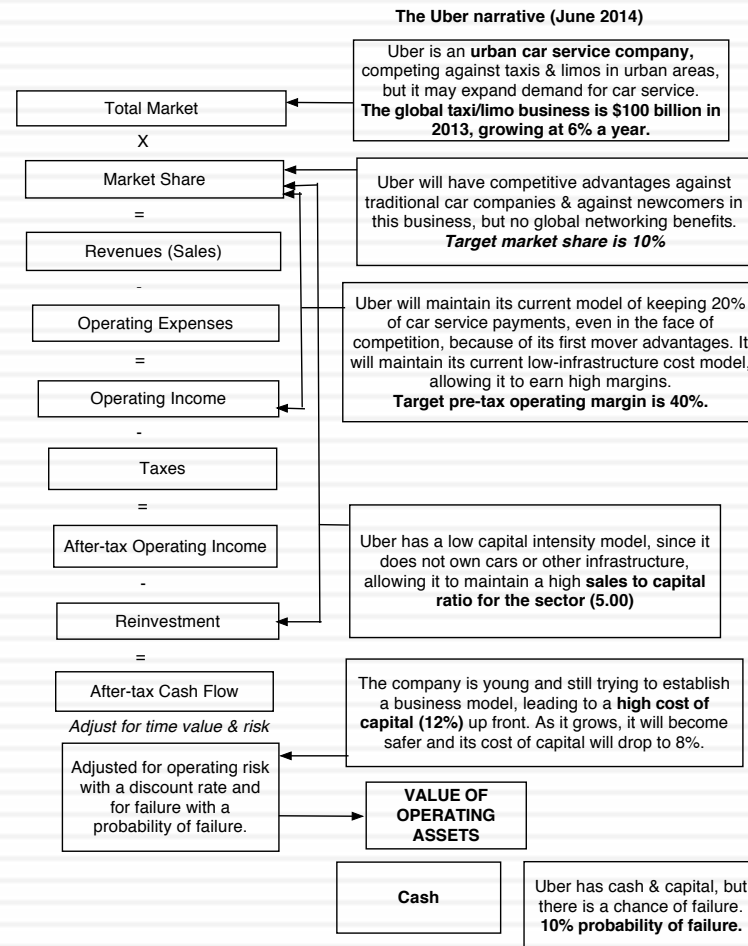
Uber (My valuation))



Uber (Bill Gurley)



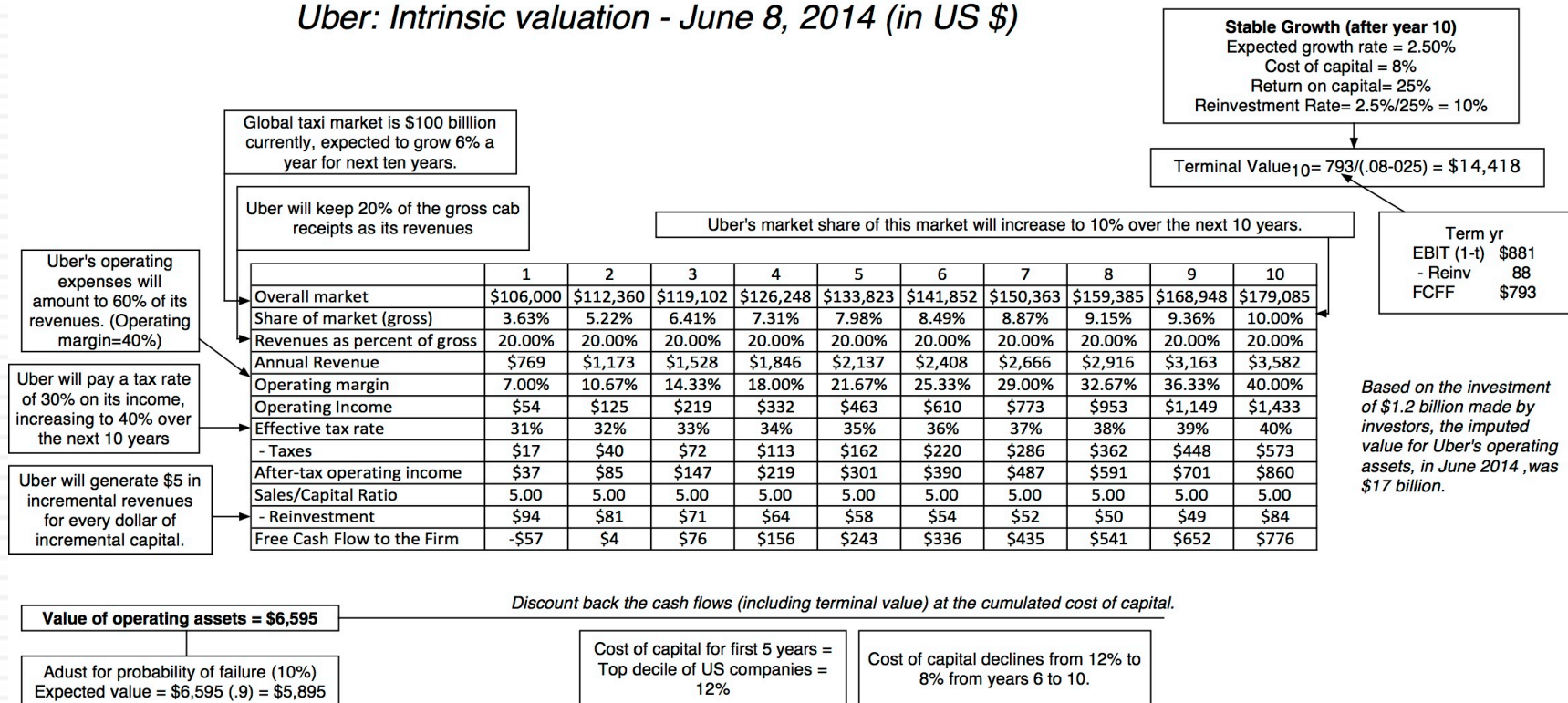
Step 3: Connect your narrative to key drivers of value



Step 4: Value the company

11

Uber: Intrinsic valuation - June 8, 2014 (in US \$)



Step 5: Keep the feedback loop

12

	<i>Uber (Gurley)</i>	<i>Uber (Gurley Mod)</i>	<i>Uber (Damodaran)</i>
Narrative	Uber will <u>expand the car service market substantially</u> , bringing in mass transit users & non-users from the suburbs into the market, and use its <u>networking advantage</u> to gain a <u>dominant market share</u> , while maintaining its revenue slice at 20%.	Uber will <u>expand the car service market substantially</u> , bringing in mass transit users & non-users from the suburbs into the market, and use its <u>networking advantage</u> to gain a <u>dominant market share</u> , while cutting prices and margins (to 10%).	Uber will expand the car service market moderately, primarily in urban environments, and use its <u>competitive advantages</u> to get a <u>significant but not dominant market share</u> and maintain its revenue slice at 20%.
Total Market	\$300 billion, growing at 3% a year	\$300 billion, growing at 3% a year	\$100 billion, growing at 6% a year
Market Share	40%	40%	10%
Uber's revenue slice	20%	10%	20%
Value for Uber	\$53.4 billion + Option value of entering car ownership market (\$10 billion+)	\$28.7 billion + Option value of entering car ownership market (\$6 billion+)	\$5.9 billion + Option value of entering car ownership market (\$2-3 billion)

Different narratives, Different Numbers

<i>Total Market</i>	<i>Growth Effect</i>	<i>Network Effect</i>	<i>Competitive Advantages</i>	<i>Value of Uber</i>
A4. Mobility Services	B4. Double market size	C5. Strong global network effects	D4. Strong & Sustainable	\$90,457
A3. Logistics	B4. Double market size	C5. Strong global network effects	D4. Strong & Sustainable	\$65,158
A4. Mobility Services	B3. Increase market by 50%	C3. Strong local network effects	D3. Semi-strong	\$52,346
A2. All car service	B4. Double market size	C5. Strong global network effects	D4. Strong & Sustainable	\$47,764
A1. Urban car service	B4. Double market size	C5. Strong global network effects	D4. Strong & Sustainable	\$31,952
A3. Logistics	B3. Increase market by 50%	C3. Strong local network effects	D3. Semi-strong	\$14,321
A1. Urban car service	B3. Increase market by 50%	C3. Strong local network effects	D3. Semi-strong	\$7,127
A2. All car service	B3. Increase market by 50%	C3. Strong local network effects	D3. Semi-strong	\$4,764
A4. Mobility Services	B1. None	C1. No network effects	D1. None	\$1,888
A3. Logistics	B1. None	C1. No network effects	D1. None	\$1,417
A2. All car service	B1. None	C1. No network effects	D1. None	\$1,094
A1. Urban car service	B1. None	C1. No network effects	D1. None	\$799

Step 6: Be ready to modify narrative as events unfold

14

Narrative Break/End	Narrative Shift	Narrative Change (Expansion or Contraction)
Events, external (legal, political or economic) or internal (management, competitive, default), that can cause the narrative to break or end.	Improvement or deterioration in initial business model, changing market size, market share and/or profitability.	Unexpected entry/success in a new market or unexpected exit/failure in an existing market.
Your valuation estimates (cash flows, risk, growth & value) are no longer operative	Your valuation estimates will have to be modified to reflect the new data about the company.	Valuation estimates have to be redone with new overall market potential and characteristics.
Estimate a probability that it will occur & consequences	Monte Carlo simulations or scenario analysis	Real Options

Uber in September 2015

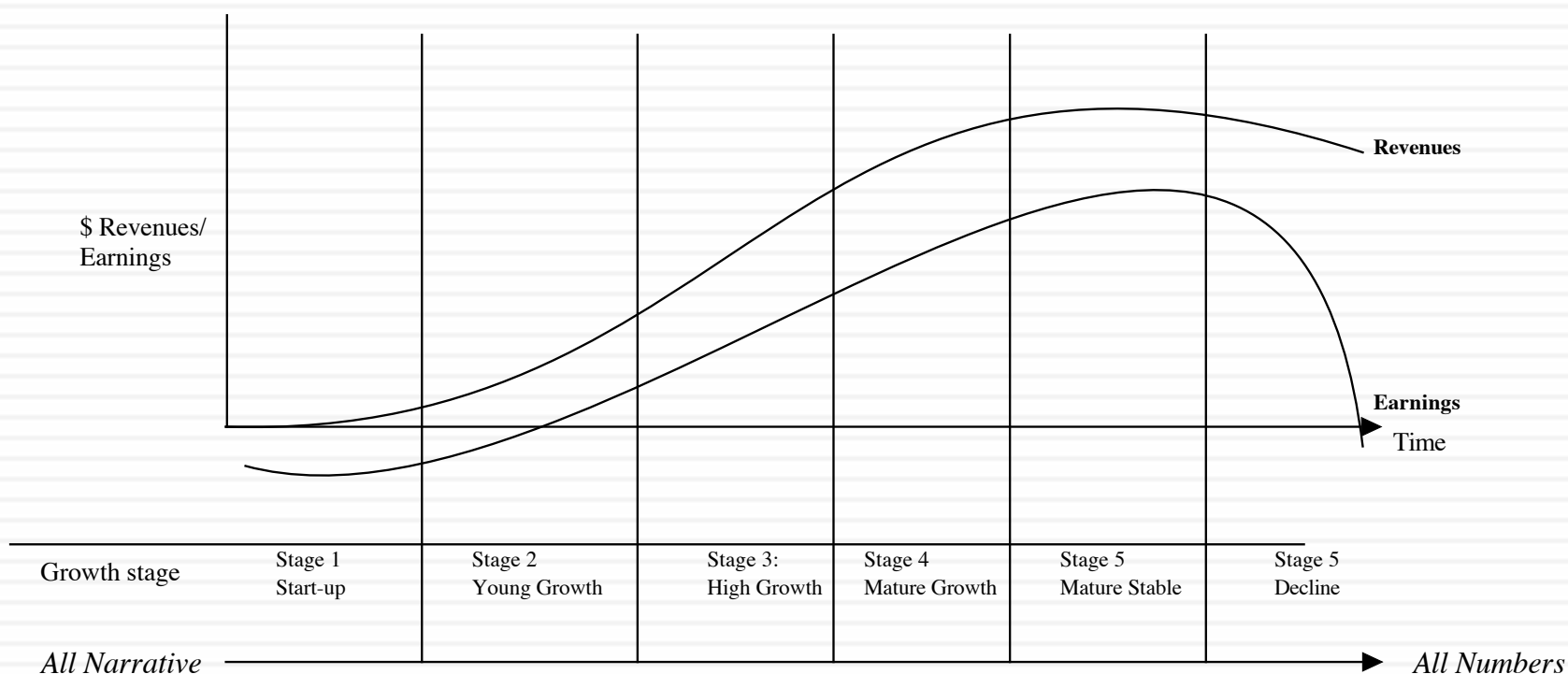
<i>Input</i>	<i>June 2014</i>	<i>September 2015</i>	<i>Rationale</i>
Total Market	\$100 billion; Urban car service	\$230 billion; Logistics	Market is broader, bigger & more global than I thought it would be. <u>Uber's</u> entry into delivery & moving businesses is now plausible, perhaps even probable.
Growth in market	Increase market size by 34%; CAGR of 6%.	Double market size; CAGR of 10.39%.	New customers being drawn to car sharing, with more diverse offerings.
Market Share	10% (Local Networking)	25% (Weak Global Networking)	Higher cost of entry will reduce competitors, but remaining competitors have access to capital & in Asia, the hometown advantage.
Slice of gross receipts	20% (Left at status quo)	15%	Increased competition will reduce car service company slice.
Operating margin	40% (Low cost model)	25% (Partial employee model)	Drivers will become partial employees, higher insurance and regulatory costs.
Cost of capital	12% (Ninth <u>decile</u> of US companies)	10% (75 th percentile of US companies)	Business model in place and substantial revenues.
Probability of failure	10%	0%	Enough cash on hand to find off threats to survival.
Value of equity	\$5.9 billion	\$23.4 billion	Value increased more than four fold.



THE MANAGER'S JOB

Story Tellers, Business Builders and Managers

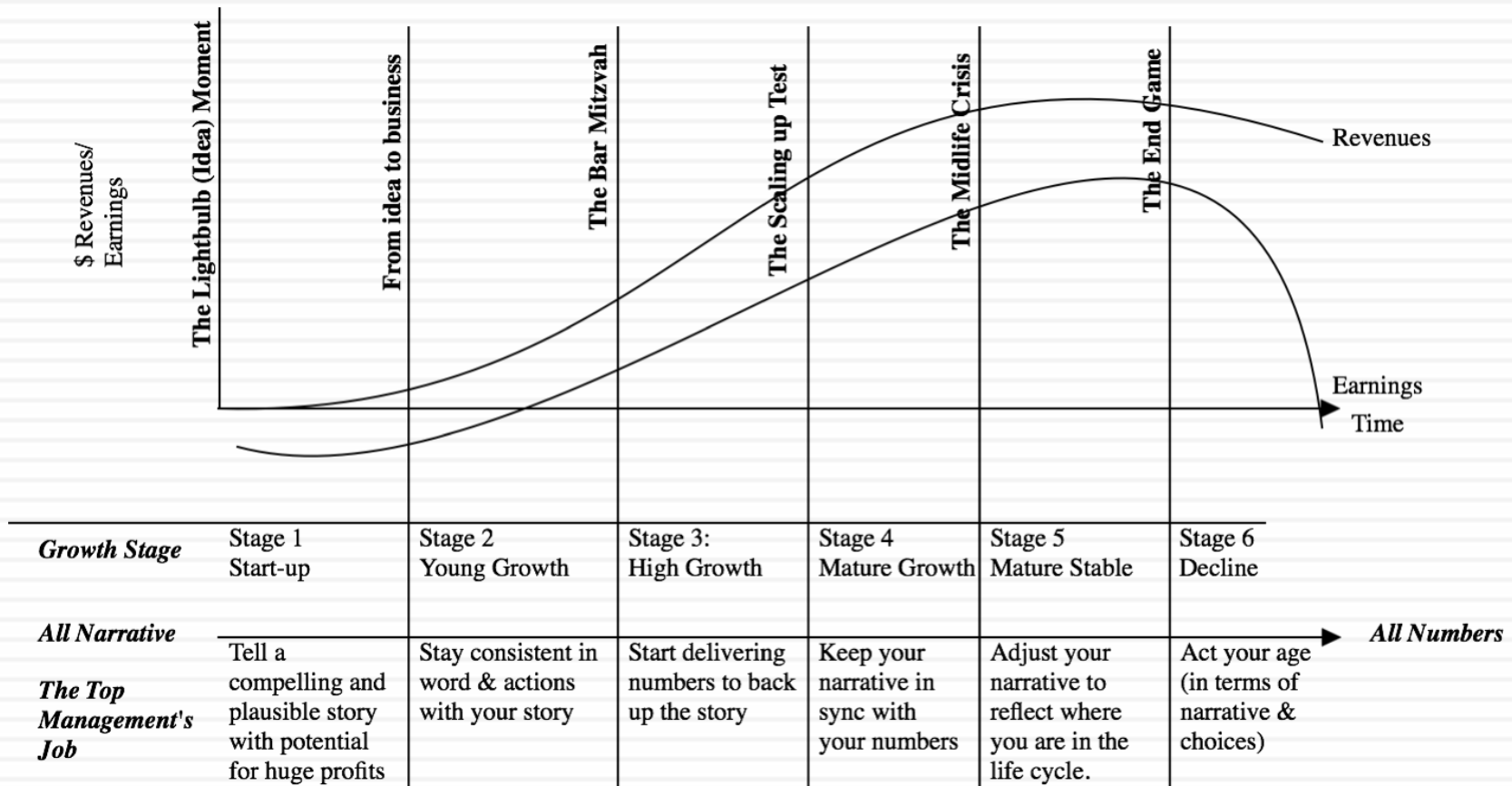
A Company's Life Cycle & Narrative/ Numbers



As companies age, the emphasis shifts..

- Early in a company's life, when all you have are ideas and no clear business plan, it is all about the narrative. Not surprisingly, the most successful managers/investors at this stage are people who are stronger on narrative.
- As companies age, the emphasis shifts to numbers, partly because more of the value is determined by the narrative that has actually unfolded and partly because there are more numbers to focus on. The most successful managers/investors become people who are stronger on numbers.

And the focus changes..



As emphasis shifts, managers and investors can resist, adapt or move on

- As young start-ups succeed and start moving into the growth, the managers who were instrumental in their success have three choices:
 - ▣ Adapt and adjust their focus to include numbers, without giving up their narrative.
 - ▣ Stay completely focused on narrative and ignore numbers.
 - ▣ Hand over control of the operating details of the company to a numbers person while handling the narrative part.
- With investors, the transition is made easier by the existence of public markets. As companies go public, these investors can cash out and go back to their preferred habitat. Investors who stray far from their strengths will pay a price.



UNCERTAINTY: A FEATURE, NOT A BUG

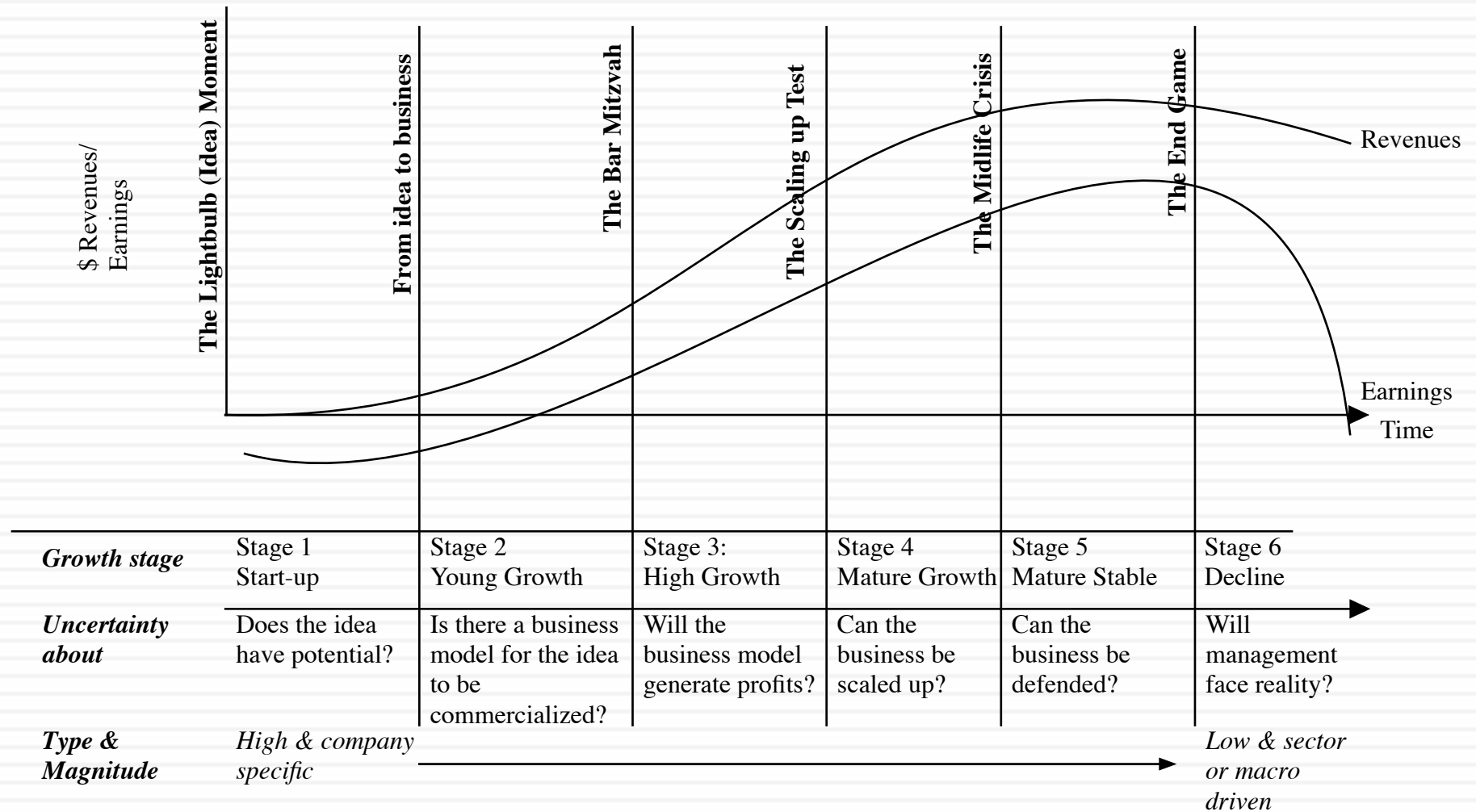
There are no facts, just opinions

Uncertainty in valuation

22

- Estimation versus Economic uncertainty
 - ▣ Estimation uncertainty reflects the possibility that you could have the “wrong model” or estimated inputs incorrectly within this model.
 - ▣ Economic uncertainty comes the fact that markets and economies can change over time and that even the best models will fail to capture these unexpected changes.
- Micro uncertainty versus Macro uncertainty
 - ▣ Micro uncertainty refers to uncertainty about the potential market for a firm’s products, the competition it will face and the quality of its management team.
 - ▣ Macro uncertainty reflects the reality that your firm’s fortunes can be affected by changes in the macro economic environment.
- Discrete versus continuous uncertainty
 - ▣ Discrete risk: Risks that lie dormant for periods but show up at points in time. (Examples: A drug working its way through the FDA pipeline may fail at some stage of the approval process or a company in Venezuela may be nationalized)
 - ▣ Continuous risk: Risks changes in interest rates or economic growth occur continuously and affect value as they happen.

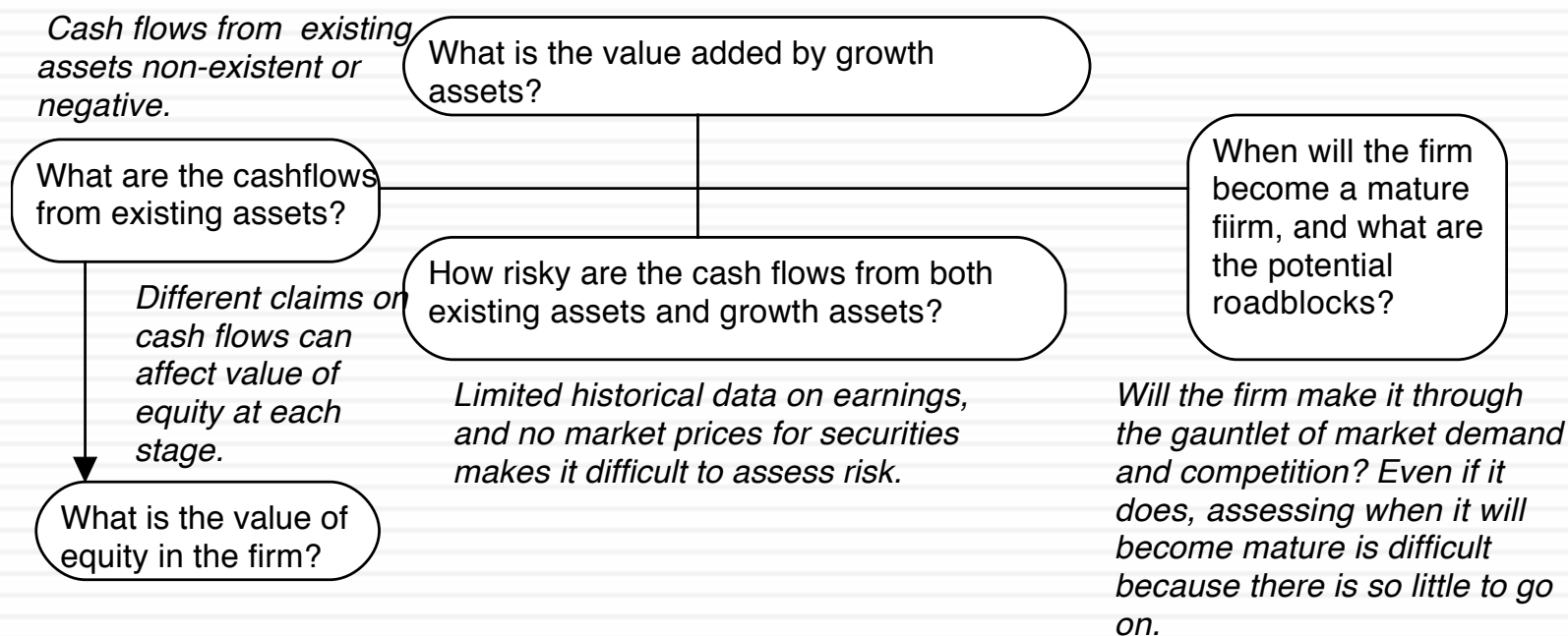
The Evolution of Uncertainty



So, what's different about a young start up?

Figure 3: Estimation Issues - Young and Start-up Companies

Making judgments on revenues/ profits difficult because you cannot draw on history. If you have no product/service, it is difficult to gauge market potential or profitability. The company's entire value lies in future growth but you have little to base your estimate on.



The Dark Side will beckon.. Don't be tempted..

25

- With young start up companies, you will be told that it is “too difficult” or even “impossible” to value these companies, because there is so little history and so much uncertainty in the future.
- Instead, you will be asked to come over to the “dark side”, where
 - ▣ You will see value metrics that you have never seen before
 - ▣ You will hear “macro” stories, justifying value
 - ▣ You will be asked to play the momentum game
- While all of this behavior is understandable, none of it makes the uncertainty go away. You have a choice. You can either hide from uncertainty or face up to it.

Twitter: Setting the table in October 2013

	Last 10K	Trailing 12 month
Revenues	\$316.93	\$534.46
Operating Income	(\$77.06)	(\$134.91)
Adjusted Operating Income		\$7.66
Invested Capital		\$955.00
Adjusted Operating Margin		1.44%
Sales/ Invested Capital		\$0.56

Twitter: Priming the Pump for Valuation

1. Make small revenues into big revenues

	2011		2012		2013	
	%	\$	%	\$	%	\$
Google	32.09%	\$27.74	31.46%	\$32.73	33.24%	\$38.83
Facebook	3.65%	\$3.15	4.11%	\$4.28	5.04%	\$5.89
Yahoo!	3.95%	\$3.41	3.37%	\$3.51	3.10%	\$3.62
Microsoft	1.27%	\$1.10	1.63%	\$1.70	1.78%	\$2.08
IAC	1.15%	\$0.99	1.39%	\$1.45	1.47%	\$1.72
AOL	1.17%	\$1.01	1.02%	\$1.06	0.95%	\$1.11
Amazon	0.48%	\$0.41	0.59%	\$0.61	0.71%	\$0.83
Pandora	0.28%	\$0.24	0.36%	\$0.37	0.50%	\$0.58
Twitter	0.16%	\$0.14	0.28%	\$0.29	0.50%	\$0.58
Linkedin	0.18%	\$0.16	0.25%	\$0.26	0.32%	\$0.37
Millennial Media	0.05%	\$0.04	0.07%	\$0.07	0.10%	\$0.12
Other	55.59%	\$48.05	55.47%	\$57.71	52.29%	\$61.09
Total Market	100%	\$86.43	100.00%	\$104.04	100.00%	\$116.82

		Annual growth rate in Global Advertising Spending				
		2.00%	2.50%	3.00%	3.50%	4.00%
Online advertising share of market	20%	\$124.78	\$131.03	\$137.56	\$144.39	\$151.52
	25%	\$155.97	\$163.79	\$171.95	\$180.49	\$189.40
	30%	\$187.16	\$196.54	\$206.34	\$216.58	\$227.28
	35%	\$218.36	\$229.30	\$240.74	\$252.68	\$265.16
	40%	\$249.55	\$262.06	\$275.13	\$288.78	\$303.04

My estimate for 2023: Overall online advertising market will be close to \$200 billion and Twitter will have about 5.7% (\$11.5 billion)

Aswath Damodaran

2. Make losses into profits

Company	Operating Margin
Google Inc. (NasdaqGS:GOOG)	22.82%
Facebook, Inc. (NasdaqGS:FB)	29.99%
Yahoo! Inc. (NasdaqGS:YHOO)	13.79%
Netfix	3.16%
Groupon	2.53%
LinkedIn Corporation (NYSE:LNKD)	5.18%
Pandora Media, Inc. (NYSE:P)	-9.13%
Yelp, Inc. (NYSE:YELP)	-6.19%
OpenTable, Inc. (NasdaqGS:OPEN)	24.90%
RetailMeNot	45.40%
Travelzoo Inc. (NasdaqGS:TZOO)	15.66%
Zillow, Inc. (NasdaqGS:Z)	-66.60%
Trulia, Inc. (NYSE:TRLA)	-6.79%
Aggregate	20.40%

My estimate for Twitter: Operating margin of 25% in year 10

3. Reinvest for growth

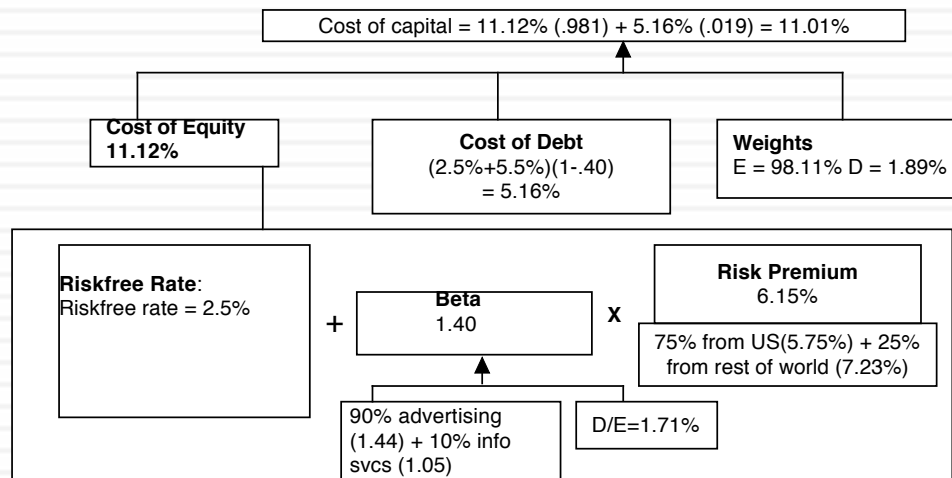
	Sales/ Invested Capital
Twitter (2013)	1.10
Advertising Companies	1.40
Social Media Companies	1.05

My estimate for Twitter: Sales/Capital will be 1.50 for next 10 years

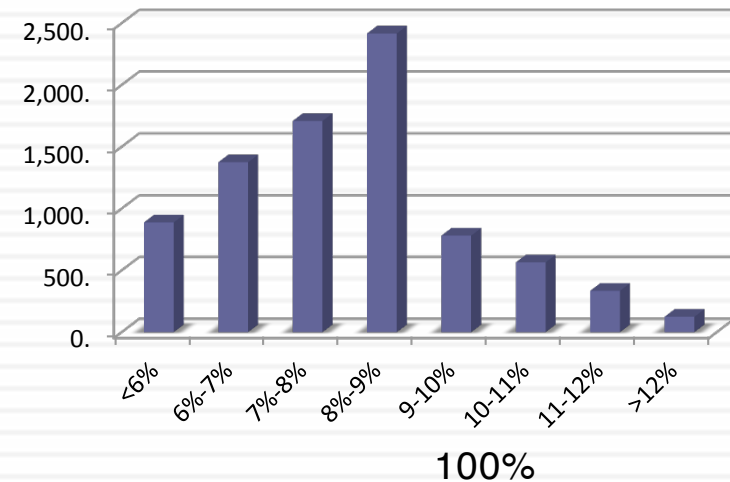
Sweating the small stuff: Risk and Required Return

Risk in the discount rate

My estimate for Twitter



Cost of Capital: US - Nov '13



0% *Survival Risk*

100%

Probability that the firm will not make it as a going concern

Certain to make it as going concern

Certain to fail

My assumption for Twitter

Starting numbers

	Last 10K	Trailing 12 month
Revenues	\$316.93	\$534.46
Operating income	-\$77.06	-\$134.91
Adjusted Operating Income		\$7.67
Invested Capital		\$955.00
Adjusted Operating Margin		1.44%
Sales/ Invested Capital		0.56
Interest expenses	\$2.49	\$5.30

Twitter Pre-IPO Valuation: October 27, 2013

Revenue growth of 51.5% a year for 5 years, tapering down to 2.5% in year 10

Pre-tax operating margin increases to 25% over the next 10 years

Sales to capital ratio of **1.50** for incremental sales

Stable Growth
 $g = 2.5\%$; $\text{Beta} = 1.00$;
 Cost of capital = 8%
 $\text{ROC} = 12\%$;
 $\text{Reinvestment Rate} = 2.5\%/12\% = 20.83\%$

Terminal Value₁₀ = $1466 / (.08 - .025) = \$26,657$

		1	2	3	4	5	6	7	8	9	10
Operating assets	\$9,705	\$ 810	\$1,227	\$1,858	\$2,816	\$4,266	\$6,044	\$7,973	\$9,734	\$10,932	\$11,205
+ Cash	321	\$ 31	\$ 75	\$ 158	\$ 306	\$ 564	\$ 941	\$1,430	\$1,975	\$ 2,475	\$ 2,801
+ IPO Proceeds	1295	\$ 31	\$ 75	\$ 158	\$ 294	\$ 395	\$ 649	\$ 969	\$1,317	\$ 1,624	\$ 1,807
- Debt	214	\$ 183	\$ 278	\$ 421	\$ 638	\$ 967	\$1,186	\$1,285	\$1,175	\$ 798	\$ 182
Value of equity	11,106	FCFF	FCFF	FCFF	FCFF	FCFF	FCFF	FCFF	FCFF	FCFF	FCFF
- Options	713										
Value in stock	10,394										
/ # of shares	582.46										
Value/share	\$17.84										

Terminal year (11)
 EBIT (1-t) \$ 1,852
 - Reinvestment \$ 386
 FCFF \$ 1,466

Cost of capital = $11.12\% (.981) + 5.16\% (.019) = 11.01\%$

Cost of capital decreases to 8% from years 6-10

Cost of Equity
11.12%

Cost of Debt
 $(2.5\% + 5.5\%)(1 - .40)$
 $= 5.16\%$

Weights
 $E = 98.1\%$ $D = 1.9\%$

Riskfree Rate:
 Riskfree rate = 2.5%

+

Beta
1.40

x

Risk Premium
6.15%

75% from US (5.75%) + 25% from rest of world (7.23%)

90% advertising (1.44) + 10% info svcs (1.05)

D/E = 1.71%

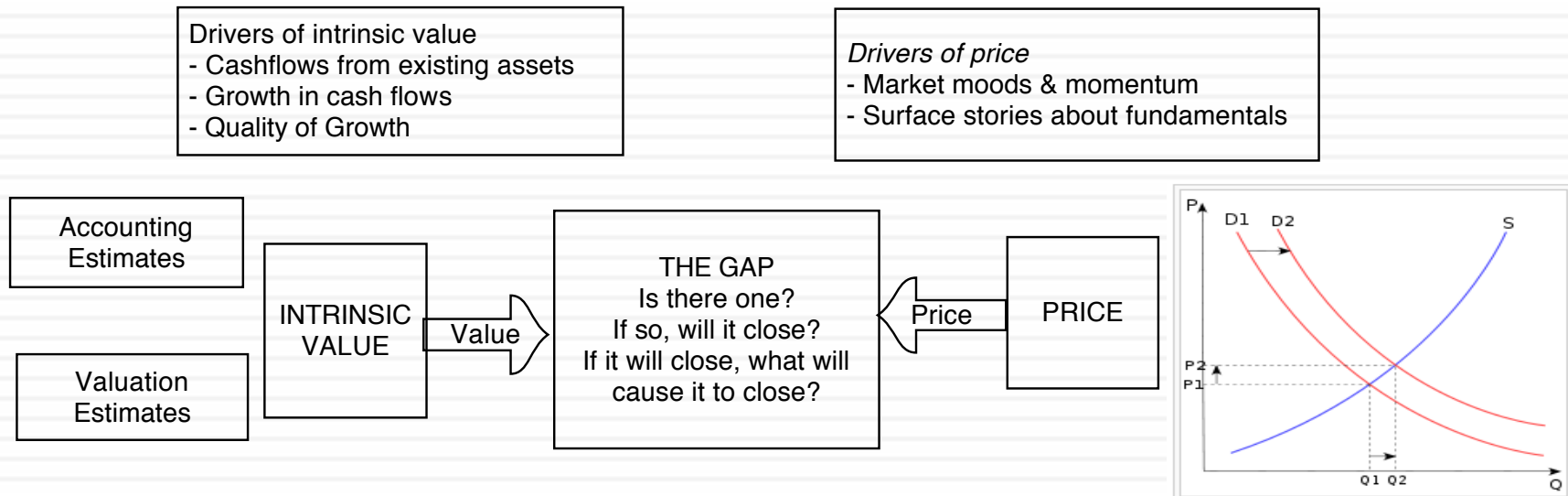


PRICE VERSUS VALUE



Price versus Value: The Set up

31



The determinants of price

32

Mood and Momentum

Price is determined in large part by mood and momentum, which, in turn, are driven by behavioral factors (panic, fear, greed).

Liquidity & Trading Ease

While the value of an asset may not change much from period to period, liquidity and ease of trading can, and as it does, so will the price.

The Market Price

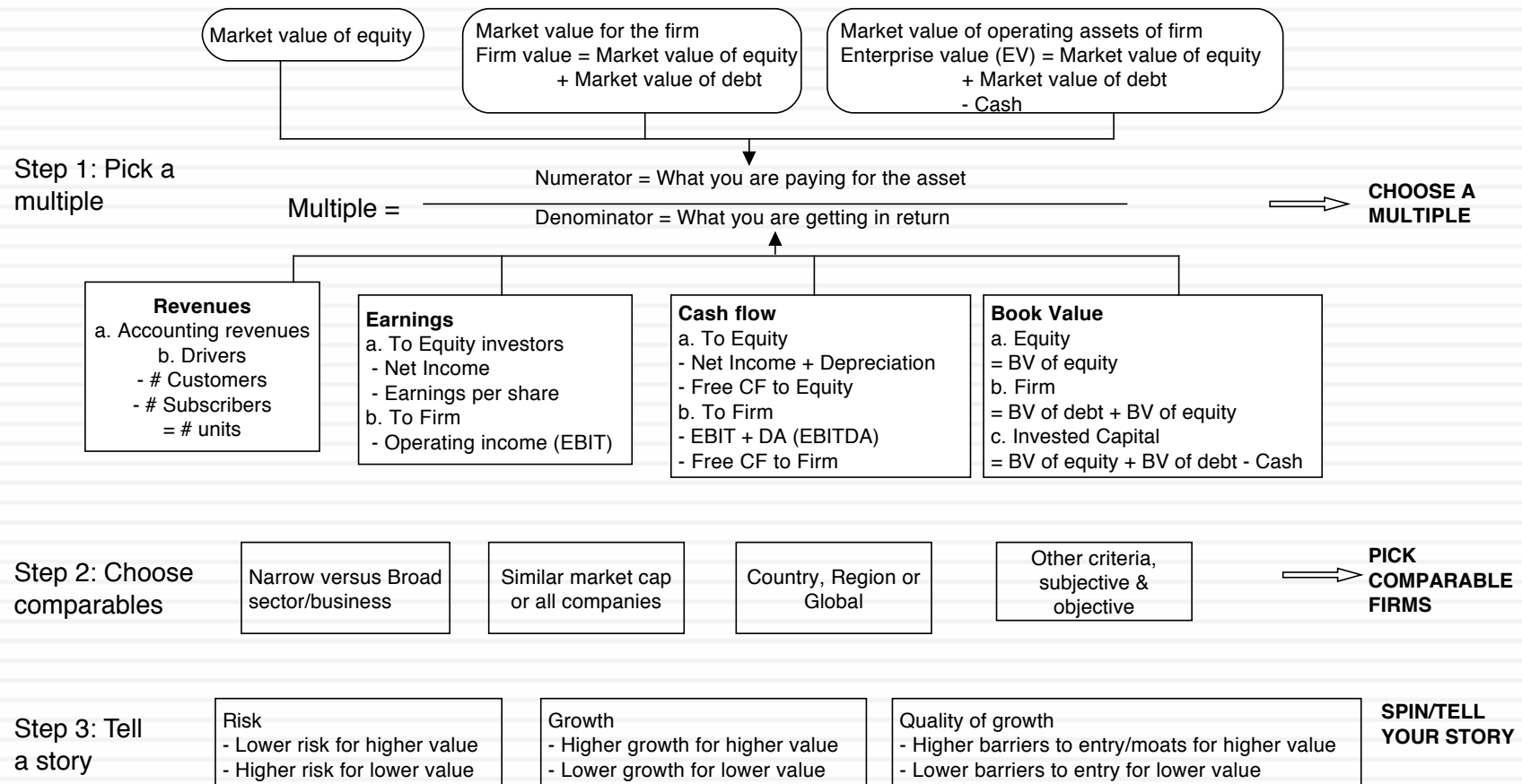
Incremental information

Since you make money on price changes, not price levels, the focus is on incremental information (news stories, rumors, gossip) and how it measures up, relative to expectations

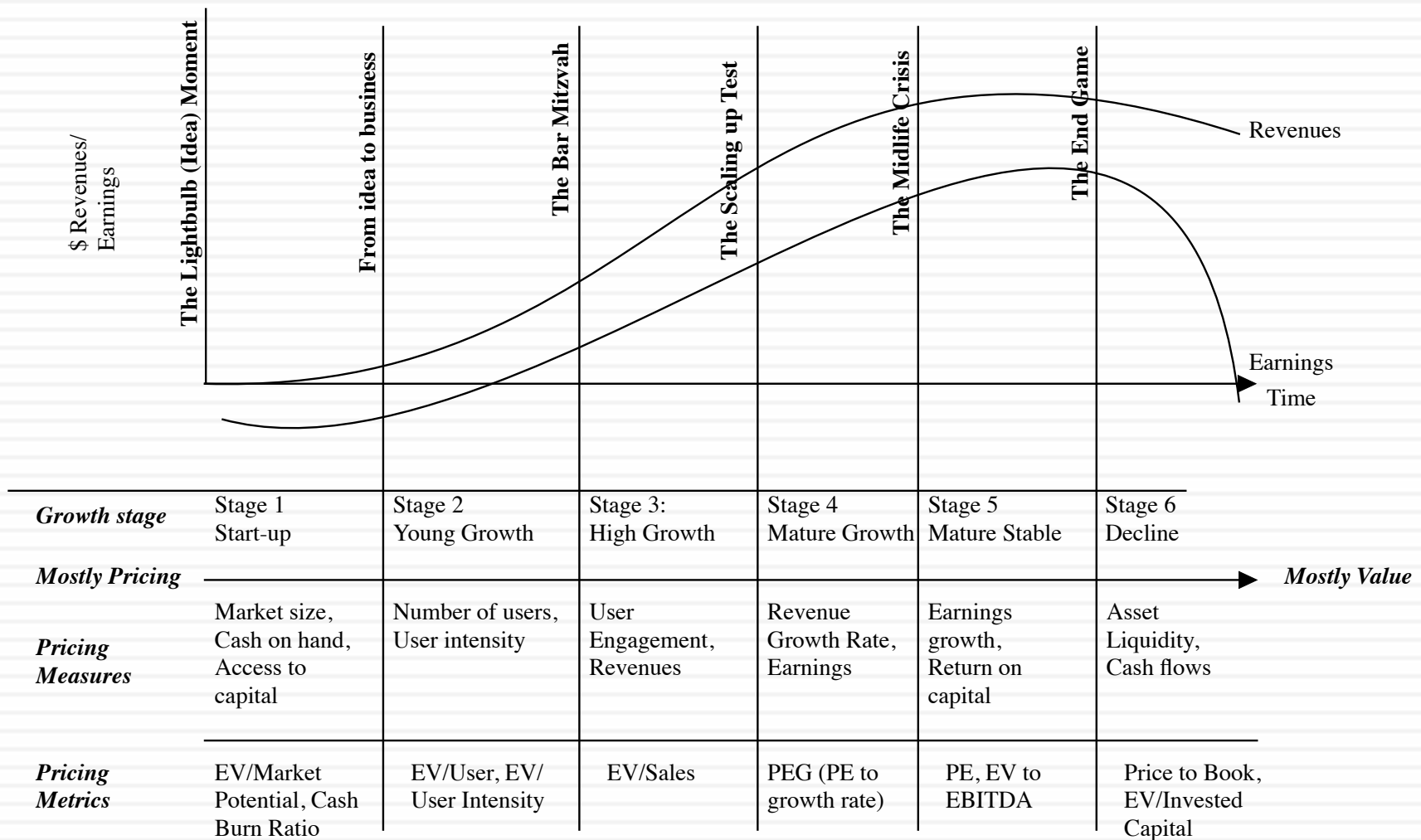
Group Think

To the extent that pricing is about gauging what other investors will do, the price can be determined by the "herd".

Multiples and Comparable Transactions



The Pricing Game



Pricing Twitter: Start with the “comparables”

35

Company	Market Cap	Enterprise value	Revenues	EBITDA	Net Income	Number of users (millions)	EV/User	EV/Revenue	EV/EBITDA	PE
Facebook	\$173,540.00	\$160,090.00	\$7,870.00	\$3,930.00	\$1,490.00	1230.00	\$130.15	20.34	40.74	116.47
Linkedin	\$23,530.00	\$19,980.00	\$1,530.00	\$182.00	\$27.00	277.00	\$72.13	13.06	109.78	871.48
Pandora	\$7,320.00	\$7,150.00	\$655.00	-\$18.00	-\$29.00	73.40	\$97.41	10.92	NA	NA
Groupon	\$6,690.00	\$5,880.00	\$2,440.00	\$125.00	-\$95.00	43.00	\$136.74	2.41	47.04	NA
Netflix	\$25,900.00	\$25,380.00	\$4,370.00	\$277.00	\$112.00	44.00	\$576.82	5.81	91.62	231.25
Yelp	\$6,200.00	\$5,790.00	\$233.00	\$2.40	-\$10.00	120.00	\$48.25	24.85	2412.50	NA
Open Table	\$1,720.00	\$1,500.00	\$190.00	\$63.00	\$33.00	14.00	\$107.14	7.89	23.81	52.12
Zynga	\$4,200.00	\$2,930.00	\$873.00	\$74.00	-\$37.00	27.00	\$108.52	3.36	39.59	NA
Zillow	\$3,070.00	\$2,860.00	\$197.00	-\$13.00	-\$12.45	34.50	\$82.90	14.52	NA	NA
Trulia	\$1,140.00	\$1,120.00	\$144.00	-\$6.00	-\$18.00	54.40	\$20.59	7.78	NA	NA
Tripadvisor	\$13,510.00	\$12,860.00	\$945.00	\$311.00	\$205.00	260.00	\$49.46	13.61	41.35	65.90
Average							\$130.01	11.32	350.80	267.44
Median							\$97.41	10.92	44.20	116.47

Read the tea leaves: See what the market cares about

36

	<i>Market Cap</i>	<i>Enterprise value</i>	<i>Revenues</i>	<i>EBITDA</i>	<i>Net Income</i>	<i>Number of users (millions)</i>
<i>Market Cap</i>	1.					
<i>Enterprise value</i>	0.9998	1.				
<i>Revenues</i>	0.8933	0.8966	1.			
<i>EBITDA</i>	0.9709	0.9701	0.8869	1.		
<i>Net Income</i>	0.8978	0.8971	0.8466	0.9716	1.	
<i>Number of users (millions)</i>	0.9812	0.9789	0.8053	0.9354	0.8453	1.

Twitter had 240 million users at the time of its IPO. What price would you attach to the company?

Use the “market metric” and “market price”

37

- The most important variable, in late 2013, in determining market value and price in this sector (social media, ill defined as that is) is the number of users that a company has.
- Looking at comparable firms, it looks like the market is paying about \$100/user in valuing social media companies, with a premium for “predictable” revenues (subscriptions) and user intensity.
- Twitter has about 240 million users and can be valued based on the \$100/user:
- Enterprise value = $240 * 100 = \$24 \text{ billion}$



“Growing old is mandatory, Growing up is optional”

Amath Javoda