MY VALUATION JOURNEY: HAVE FAITH, YOU MUST!

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Aswath Damodaran

I. Don’t mistake accounting for finance

Valued based upon motive for investment – some marked to market, some recorded at cost and some at quasi-cost

Assets are recorded at original cost, adjusted for depreciation.

The Balance Sheet

Assets		Liabilities	
Long Lived Real Assets	Fixed Assets	Current Liabilties	Short-term liabilities of the firm
Short-lived Assets	Current Assets	Debt	Debt obligations of firm
Investments in securities & assets of other firms	Financial Investments	Other Liabilities	Other long-term obligations
Assets which are not physical, like patents & trademarks	Intangible Assets	Equity	Equity investment in firm

True intangible assets like brand name, patents and customer did not show up. The only intangible asset of any magnitude (goodwill) is a plug variable that is of consequence only if you do an acquisition.

Equity reflects original capital invested and historical retained earnings.

The financial balance sheet

Recorded at intrinsic value (based upon cash flows and risk), not at original cost

Assets			Liabilities
Existing Investments Generate cashflows today Includes long lived (fixed) and short-lived(working capital) assets	Assets in Place	Debt	Fixed Claim on cash flows Little or No role in management *Fixed Maturity* *Tax Deductible*
Expected Value that will be created by future investments	Growth Assets	Equity	Residual Claim on cash flows Significant Role in management *Perpetual Lives*

Value will depend upon magnitude of growth investments and excess returns on these investments

Intrinsic value of equity, reflecting intrinsic value of assets, net of true value of debt outstanding.

II. Don't assume that D+CF = DCF

- The value of a risky asset can be estimated by discounting the expected cash flows on the asset over its life at a risk-adjusted discount rate:

$$\text{Value of asset} = \frac{E(CF_1)}{(1+r)} + \frac{E(CF_2)}{(1+r)^2} + \frac{E(CF_3)}{(1+r)^3} \ldots\ldots + \frac{E(CF_n)}{(1+r)^n}$$

1. *The IT Proposition*: If "it" does not affect the cash flows or alter risk (thus changing discount rates), "it" cannot affect value.
2. *The DUH Proposition*: For an asset to have value, the expected cash flows have to be positive some time over the life of the asset.
3. *The DON'T FREAK OUT Proposition*: Assets that generate cash flows early in their life will be worth more than assets that generate cash flows later; the latter may however have greater growth and higher cash flows to compensate.

The drivers of value..

What is the **value added** by growth assets?
Equity: Growth in equity earnings/ cashflows
Firm: Growth in operating earnings/ cashflows

What are the **cashflows from existing assets**?
- Equity: Cashflows after debt payments
- Firm: Cashflows before debt payments

How **risky are the cash flows** from both existing assets and growth assets?
Equity: Risk in equity in the company
Firm: Risk in the firm's operations

When will the firm become a **mature firm**, and what are the potential roadblocks?

DCF as a tool for intrinsic valuation

Value of growth
The future cash flows will reflect expectations of how quickly earnings will grow in the future (as a positive) and how much the company will have to reinvest to generate that growth (as a negative). The net effect will determine the value of growth.
Expected Cash Flow in year t = E(CF) = Expected Earnings in year t - Reinvestment needed for growth

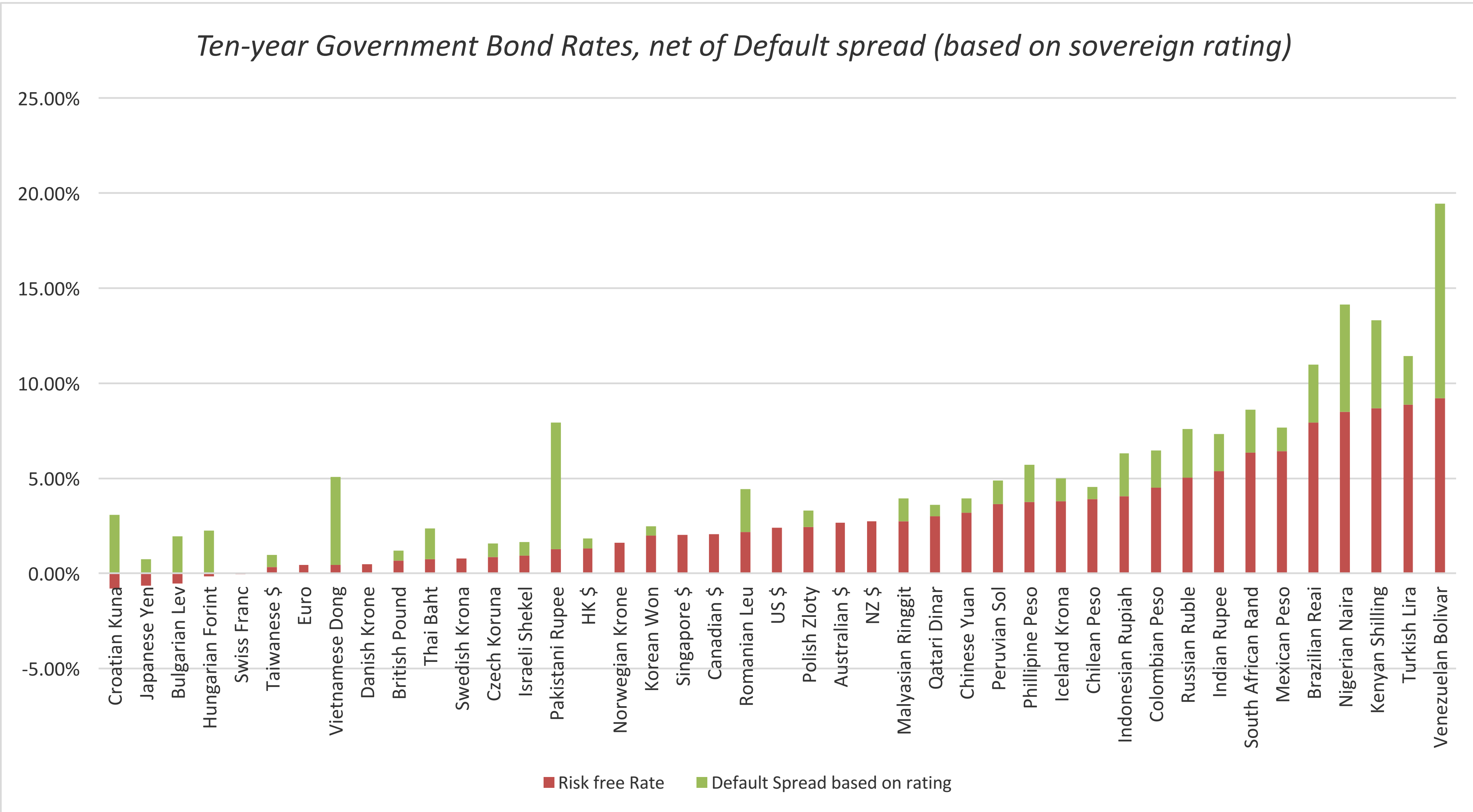
Cash flows from existing assets
The base earnings will reflect the earnings power of the existing assets of the firm, net of taxes and any reinvestment needed to sustain the base earnings.

$$\text{Value of asset} = \frac{E(CF_1)}{(1+r)} + \frac{E(CF_2)}{(1+r)^2} + \frac{E(CF_3)}{(1+r)^3} \ldots.. + \frac{E(CF_n)}{(1+r)^n}$$

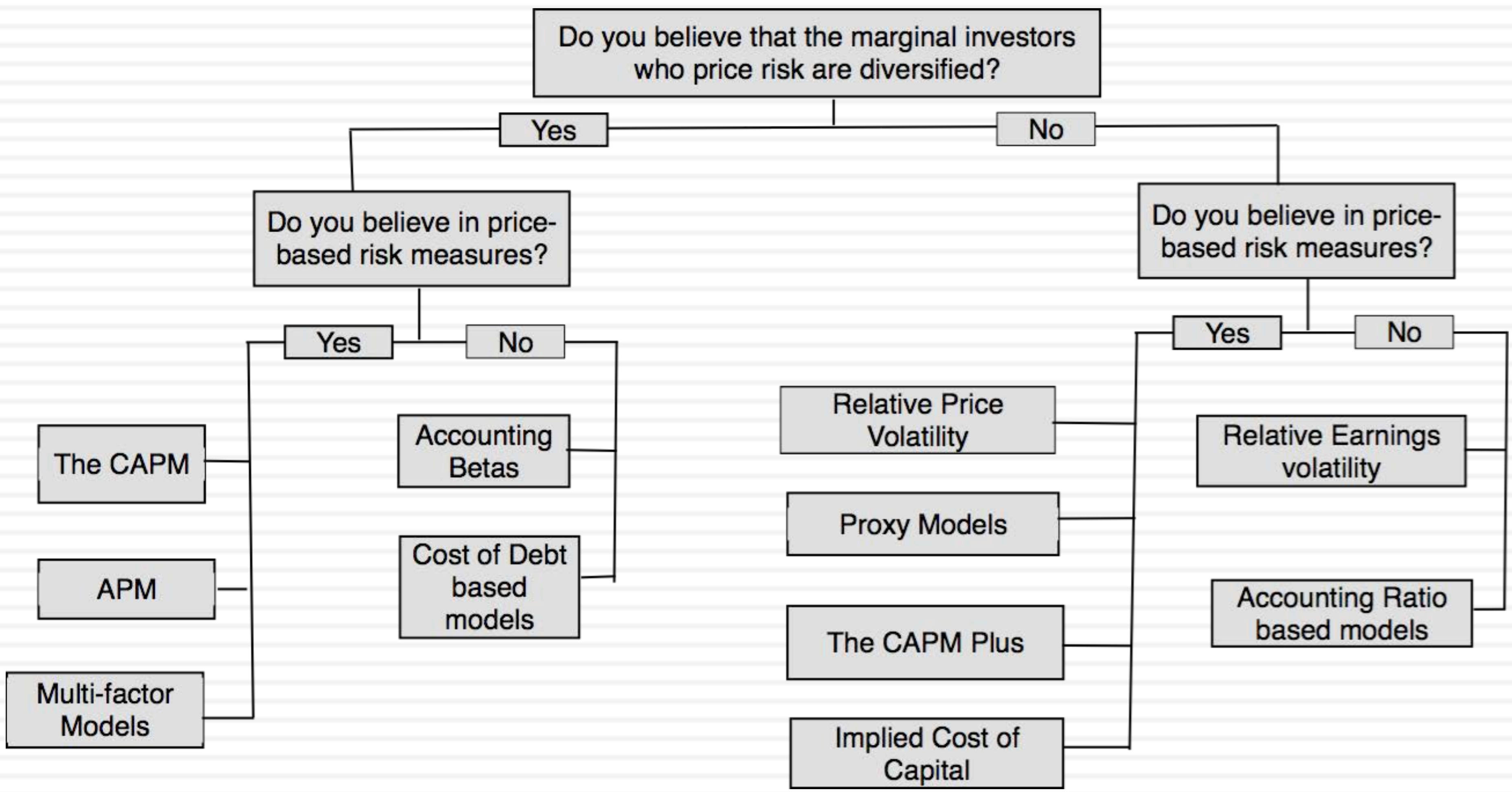
Steady state
The value of growth comes from the capacity to generate excess returns. The length of your growth period comes from the strength & sustainability of your competitive advantages.

Risk in the Cash flows
The risk in the investment is captured in the discount rate as a beta in the cost of equity and the default spread in the cost of debt.

1. Match your cash flows to your discount rates..



2. Don’t let your “beta” dislike get in the way of assessing risk



3. Risk is not in the past..

	Arithmetic Average		Geometric Average	
	Stocks - T. Bills	Stocks - T. Bonds	Stocks - T. Bills	Stocks - T. Bonds
1928-2017	8.09%	6.38%	6.26%	4.77%
Std Error	2.10%	2.24%		
1968-2017	6.58%	4.24%	5.28%	3.29%
Std Error	2.39%	2.70%		
2008-2017	9.85%	5.98%	8.01%	4.56%
Std Error	6.12%	8.70%		

- If you are going to use a historical risk premium, make it
  - Long term (because of the standard error)
  - Consistent with your risk free rate
  - A “compounded” average
- No matter which estimate you use, recognize that it is backward looking, is noisy and may reflect selection bias.

But in the future..

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Base year cash flow (last 12 mths)
Dividends (TTM): 48.12
\+ Buybacks (TTM): 60.16
= Cash to investors (TTM): **108.28**

Expected cashflow growth in next 5 years
Cash flow growth = Top down analyst estimate of earnings growth for S&P 500 = 7.05%

	Last 12 months	1	2	3	4	5	Terminal Year
Expected Earnings	124.94	133.75	143.18	153.27	164.08	175.64	179.88
Expected Dividends + Buybacks =	108.28	$ 115.91	$ 124.08	$ 132.83	$ 142.19	$ 152.22	155.88

Earnings and Cash flows grow @2.41% (set equal to risk free rate) a year forever.

S&P 500 on 1/1/18= **2673.61**

$$2673.61 = \frac{115.91}{(1+r)} + \frac{124.08}{(1+r)^2} + \frac{132.82}{(1+r)^3} + \frac{142.19}{(1+r)^4} + \frac{152.22}{(1+r)^5} + \frac{152.22\ (1.0241)}{(r-0.0241)(1+r)^5}$$

The last term in this equation is the expected index level at the end of year 5 (capturing price appreciaiton)

Solve for r

r = Implied Expected Return on Stocks = 7.49%

Minus

Risk free rate = T.Bond rate on 1/1/18= 2.41%

Equals

Implied Equity Risk Premium (1/1/18) = 7.49% - 2.41% = **5.08%**

4. Globalization is not a buzz word

- As companies get globalized, the valuations that we do have to reflect that globalization. In particular, we need to be wary of
  - Currency mismatches: Multinationals derive their revenues in many currencies but you have to be currency-consistent.
  - Beta gaming: When a company is listed in many markets, you can get very different betas, depending on how you set up and run a beta regression
  - Equity Risk Premiums: The standard practice of estimating equity risk premiums based on your country of incorporation will lead to skewed valuations.

ERP : Nov 2013

Andorra	7.45%	1.95%
Austria	5.50%	0.00%
Belgium	6.70%	1.20%
Cyprus	22.00%	16.50%
Denmark	5.50%	0.00%
Finland	5.50%	0.00%
France	5.95%	0.45%
Germany	5.50%	0.00%
Greece	15.63%	10.13%
Iceland	8.88%	3.38%
Ireland	9.63%	4.13%
Italy	8.50%	3.00%
Liechtenstein	5.50%	0.00%
Luxembourg	5.50%	0.00%
Malta	7.45%	1.95%
Netherlands	5.50%	0.00%
Norway	5.50%	0.00%
Portugal	10.90%	5.40%
Spain	8.88%	3.38%
Sweden	5.50%	0.00%
Switzerland	5.50%	0.00%
Turkey	8.88%	3.38%
United Kingdom	5.95%	0.45%
Western Europe	**6.72%**	**1.22%**

Canada	5.50%	0.00%
United States of America	5.50%	0.00%
North America	**5.50%**	**0.00%**

Argentina	15.63%	10.13%
Belize	19.75%	14.25%
Bolivia	10.90%	5.40%
Brazil	8.50%	3.00%
Chile	6.70%	1.20%
Colombia	8.88%	3.38%
Costa Rica	8.88%	3.38%
Ecuador	17.50%	12.00%
El Salvador	10.90%	5.40%
Guatemala	9.63%	4.13%
Honduras	13.75%	8.25%
Mexico	8.05%	2.55%
Nicaragua	15.63%	10.13%
Panama	8.50%	3.00%
Paraguay	10.90%	5.40%
Peru	8.50%	3.00%
Suriname	10.90%	5.40%
Uruguay	8.88%	3.38%
Venezuela	12.25%	6.75%
Latin America	**9.44%**	**3.94%**

Country	*TRP*	*CRP*
Angola	10.90%	5.40%
Benin	13.75%	8.25%
Botswana	7.15%	1.65%
Burkina Faso	13.75%	8.25%
Cameroon	13.75%	8.25%
Cape Verde	12.25%	6.75%
Egypt	17.50%	12.00%
Gabon	10.90%	5.40%
Ghana	12.25%	6.75%
Kenya	12.25%	6.75%
Morocco	9.63%	4.13%
Mozambique	12.25%	6.75%
Namibia	8.88%	3.38%
Nigeria	10.90%	5.40%
Rwanda	13.75%	8.25%
Senegal	12.25%	6.75%
South Africa	8.05%	2.55%
Tunisia	10.23%	4.73%
Uganda	12.25%	6.75%
Zambia	12.25%	6.75%
Africa	**11.22%**	**5.82%**

Albania	12.25%	6.75%
Armenia	10.23%	4.73%
Azerbaijan	8.88%	3.38%
Belarus	15.63%	10.13%
Bosnia	15.63%	10.13%
Bulgaria	8.50%	3.00%
Croatia	9.63%	4.13%
Czech Republic	6.93%	1.43%
Estonia	6.93%	1.43%
Georgia	10.90%	5.40%
Hungary	9.63%	4.13%
Kazakhstan	8.50%	3.00%
Latvia	8.50%	3.00%
Lithuania	8.05%	2.55%
Macedonia	10.90%	5.40%
Moldova	15.63%	10.13%
Montenegro	10.90%	5.40%
Poland	7.15%	1.65%
Romania	8.88%	3.38%
Russia	8.05%	2.55%
Serbia	10.90%	5.40%
Slovakia	7.15%	1.65%
Slovenia	9.63%	4.13%
Ukraine	15.63%	10.13%
E. Europe & Russia	**8.60%**	**3.10%**

Bahrain	8.05%	2.55%
Israel	6.93%	1.43%
Jordan	12.25%	6.75%
Kuwait	6.40%	0.90%
Lebanon	12.25%	6.75%
Oman	6.93%	1.43%
Qatar	6.40%	0.90%
Saudi Arabia	6.70%	1.20%
United Arab Emirates	6.40%	0.90%
Middle East	**6.88%**	**1.38%**

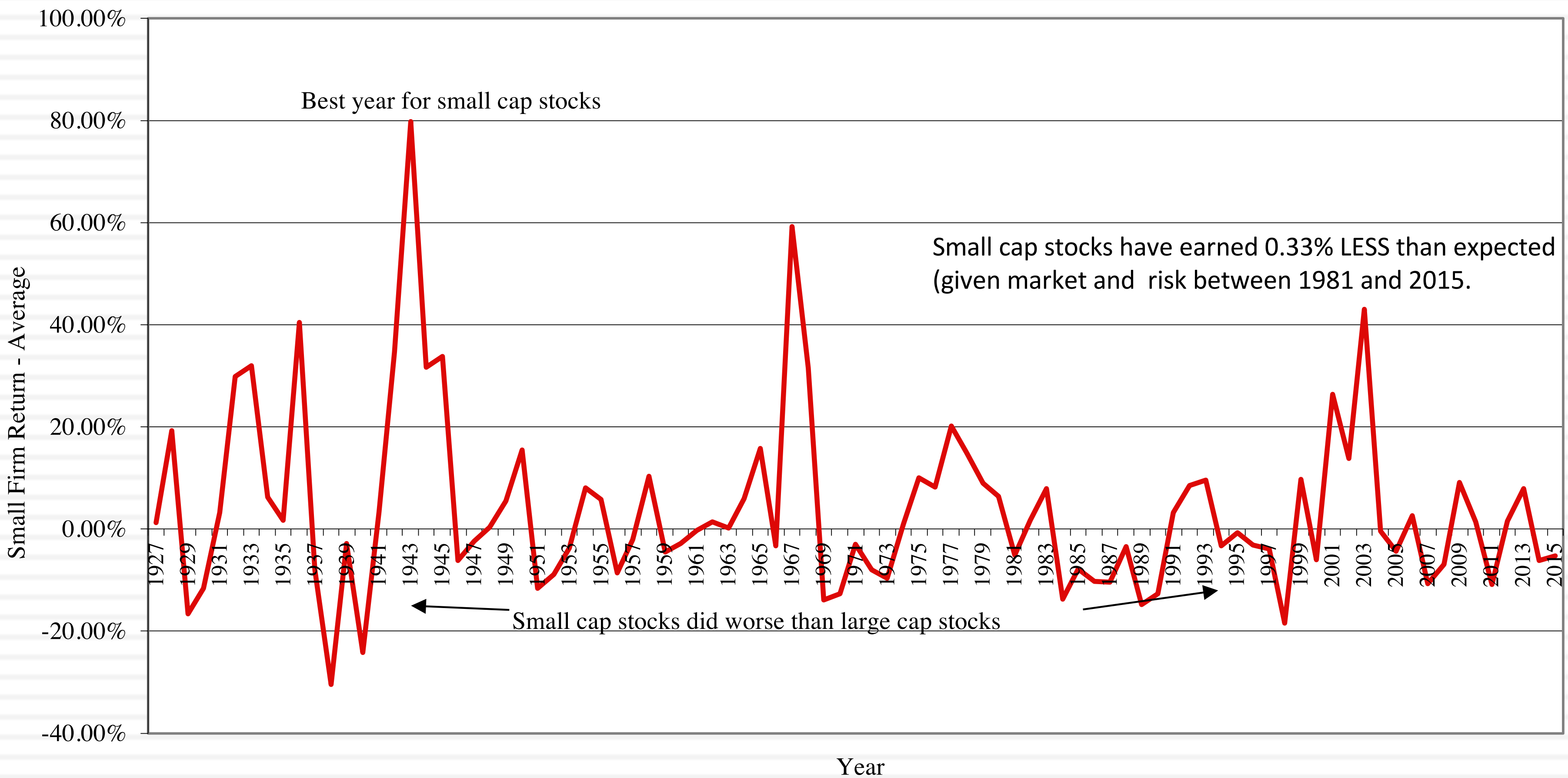
Bangladesh	10.90%	5.40%
Cambodia	13.75%	8.25%
China	6.94%	1.44%
Fiji	12.25%	6.75%
Hong Kong	5.95%	0.45%
India	9.10%	3.60%
Indonesia	8.88%	3.38%
Japan	6.70%	1.20%
Korea	6.70%	1.20%
Macao	6.70%	1.20%
Malaysia	7.45%	1.95%
Mauritius	8.05%	2.55%
Mongolia	12.25%	6.75%
Pakistan	17.50%	12.00%
Papua NG	12.25%	6.75%
Philippines	9.63%	4.13%
Singapore	5.50%	0.00%
Sri Lanka	12.25%	6.75%
Taiwan	6.70%	1.20%
Thailand	8.05%	2.55%
Vietnam	13.75%	8.25%
Asia	**7.27%**	**1.77%**

Australia	5.50%	0.00%
Cook Islands	12.25%	6.75%
New Zealand	5.50%	0.00%
Australia & NZ	**5.50%**	**0.00%**

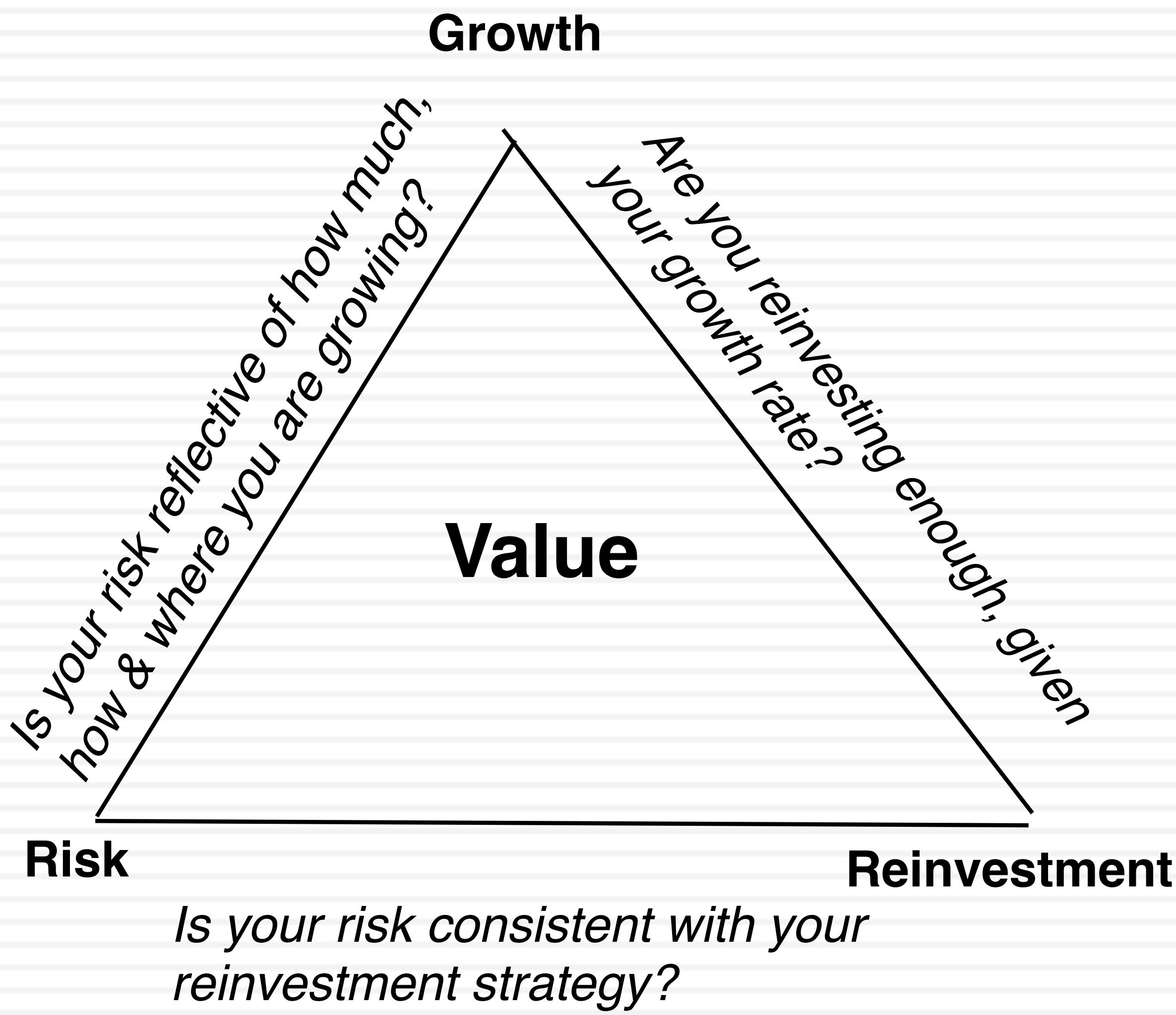
Black #: Total ERP
Red #: Country risk premium
AVG: GDP weighted average

5. Everyone may do it, but that does not make it right.. The small cap premium

Figure 4: Small Firm Premium over time- 1927 -2015



6. Don't let your inputs be at war with each other..



The Improbable: Willy Wonkitis

Tesla: Summary 15-year DCF Analysis (DCF valuation as of mid-year 2013)

	FY 2013	FY 2014	FY 2015	FY 2016	FY 2017	FY 2018	FY 2019	FY 2020	FY 2021	FY 2022	FY 2023	FY 2024	FY 2025	FY 2026	FY 2027	FY 2028
Unit Volume	24,298	36,883	64,684	86,713	149,869	214,841	291,861	384,747	466,559	550,398	643,850	726,655	820,645	922,481	1,034,215	1,137,780
% Growth		*52%*	*75%*	*34%*	*73%*	*43%*	*36%*	*32%*	*21%*	*18%*	*17%*	*13%*	*13%*	*12%*	*12%*	*10%*
Automotive Revenue Per Unit ($)	93,403	85,342	83,432	78,932	65,465	58,258	56,407	55,553	55,991	56,586	56,969	57,540	58,138	58,603	59,002	59,554
% Growth		*-9%*	*-2%*	*-5%*	*-17%*	*-11%*	*-3%*	*-2%*	*1%*	*1%*	*1%*	*1%*	*1%*	*1%*	*1%*	*1%*
Automotive Sales	2,462	3,321	5,613	7,051	10,025	12,720	16,685	21,595	26,347	31,357	36,897	42,022	47,949	54,283	61,221	67,980
Development Service Sales	16	40	42	44	46	49	51	54	56	59	62	65	68	72	75	79
Total Sales	**2,478**	**3,361**	**5,655**	**7,095**	**10,072**	**12,768**	**16,736**	**21,648**	**26,403**	**31,416**	**36,959**	**42,087**	**48,017**	**54,355**	**61,296**	**68,059**
% Growth		*36%*	*68%*	*25%*	*42%*	*27%*	*31%*	*29%*	*22%*	*19%*	*18%*	*14%*	*14%*	*13%*	*13%*	*11%*
EBITDA	**148**	**417**	**920**	**1,042**	**1,586**	**2,150**	**3,138**	**4,066**	**4,857**	**5,723**	**6,328**	**7,182**	**8,144**	**9,688**	**10,874**	**12,099**
% Margin	*6.0%*	*12.4%*	*16.3%*	*14.7%*	*15.7%*	*16.8%*	*18.7%*	*18.8%*	*18.4%*	*18.2%*	*17.1%*	*17.1%*	*17.0%*	*17.8%*	*17.7%*	*17.8%*
D&A	103	158	172	203	301	353	389	537	606	696	811	938	1,088	1,260	1,451	1,661
% of Capex	*41%*	*79%*	*55%*	*65%*	*62%*	*69%*	*78%*	*86%*	*79%*	*77%*	*75%*	*76%*	*76%*	*76%*	*76%*	*77%*
EBIT	**45**	**259**	**748**	**839**	**1,285**	**1,796**	**2,749**	**3,529**	**4,252**	**5,027**	**5,517**	**6,244**	**7,056**	**8,429**	**9,423**	**10,439**
% Margin	*1.8%*	*7.7%*	*13.2%*	*11.8%*	*12.8%*	*14.1%*	*16.4%*	*16.3%*	*16.1%*	*16.0%*	*14.9%*	*14.8%*	*14.7%*	*15.5%*	*15.4%*	*15.3%*
Net Interest Income (Expense)	(27)	(1)	9	33	47	90	108	155	199	278	358	445	542	651	784	934
Other Income	28	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Pretax Income	**46**	**258**	**758**	**872**	**1,332**	**1,886**	**2,857**	**3,684**	**4,451**	**5,305**	**5,875**	**6,688**	**7,598**	**9,080**	**10,207**	**11,373**
Income Taxes	3	2	14	34	86	262	462	641	807	1,003	1,134	1,317	1,470	1,761	2,028	2,323
% Effective Rate	*6%*	*1%*	*2%*	*4%*	*6%*	*14%*	*16%*	*17%*	*18%*	*19%*	*19%*	*20%*	*19%*	*19%*	*20%*	*20%*
Net Income	**44**	**256**	**744**	**839**	**1,246**	**1,624**	**2,395**	**3,043**	**3,644**	**4,303**	**4,741**	**5,372**	**6,128**	**7,319**	**8,179**	**9,050**
Plus																
After-tax Interest Expense (Income)	27	1	(9)	(33)	(47)	(90)	(108)	(154)	(199)	(278)	(357)	(444)	(541)	(650)	(782)	(932)
Depreciation of PP&E	103	158	172	203	301	353	389	537	606	696	811	938	1,088	1,260	1,451	1,661
Other	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Less																
Change in Working Capital	(155)	(14)	(157)	(167)	(172)	(325)	(163)	(81)	(28)	(299)	(356)	(328)	(219)	(329)	(365)	(376)
% of Change in Sales		*-2%*	*-7%*	*-12%*	*-6%*	*-12%*	*-4%*	*-2%*	*-1%*	*-6%*	*-6%*	*-6%*	*-4%*	*-5%*	*-5%*	*-6%*
Capital Expenditures	250	200	312	312	486	510	497	623	765	906	1,078	1,236	1,437	1,660	1,898	2,149
% of Sales	*10%*	*6%*	*6%*	*4%*	*5%*	*4%*	*3%*	*3%*	*3%*	*3%*	*3%*	*3%*	*3%*	*3%*	*3%*	*3%*
Other	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Unlevered Free Cash Flow	**78**	**229**	**750**	**863**	**1,186**	**1,702**	**2,343**	**2,884**	**3,314**	**4,113**	**4,472**	**4,959**	**5,456**	**6,597**	**7,315**	**8,005**

EBITDA	12,099
Sales	68,059
Net Debt (Cash)	(260)
Tesla Diluted Shares	142

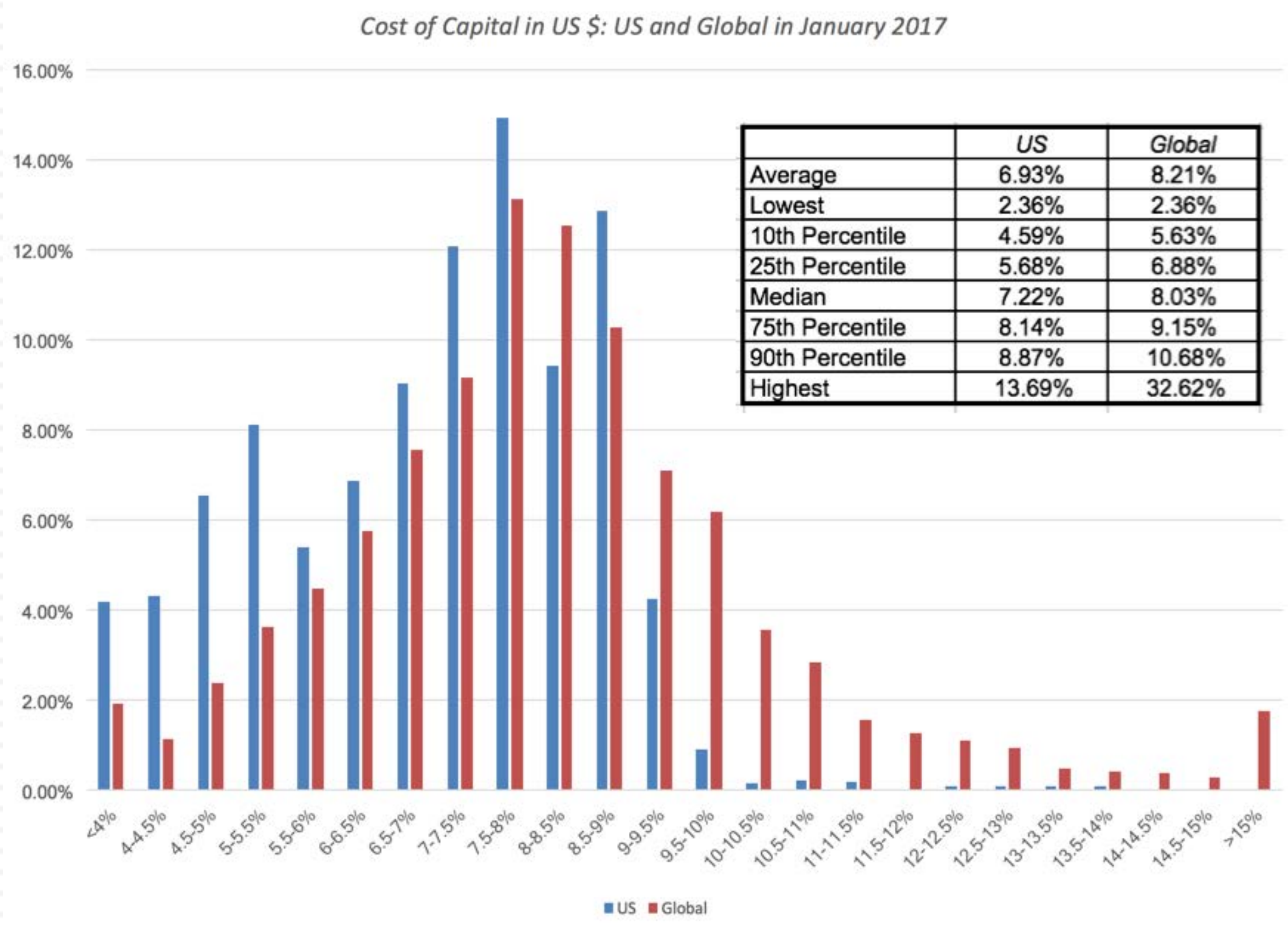
Exit EBITDA High	12.0 x	Exit PPG High	5.0%	Exit P/Sales High	180%
Exit EBITDA Low	8.0 x	Exit PPG Low	3.0%	Exit P/Sales Low	130%

Discount Rate High	13.0%	FY Month of Valuation	1.0 (Beginning of this Month)
Discount Rage Low	9.0%	Month of FY End	12.0 (End of this Month)

And consider the trade offs..

Sub Group	Number of firms	Cost of Capital	ROIC	ROIC - Cost of Capital	% of firms with ROIC>WACC
Africa and Middle East	1,742	9.38%	7.08%	-2.29%	36.02%
Australia & NZ	1,527	7.67%	4.98%	-2.69%	28.35%
Canada	2,601	7.89%	3.14%	-4.76%	15.88%
China	4,793	8.05%	5.74%	-2.31%	38.84%
EU & Environs	4,812	8.07%	8.88%	0.81%	42.92%
Eastern Europe & Russia	491	9.90%	7.70%	-2.19%	33.98%
India	2,966	9.55%	13.56%	4.01%	39.84%
Japan	3,487	7.83%	7.37%	-0.46%	51.73%
Latin America & Caribbean	748	9.28%	7.90%	-1.38%	42.92%
Small Asia	7,500	9.06%	7.55%	-1.50%	35.18%
UK	1,193	8.04%	8.06%	0.02%	44.42%
United States	6,125	7.54%	10.23%	2.69%	42.40%

7. Don’t sweat the small stuff



	US	Global
Average	6.93%	8.21%
Lowest	2.36%	2.36%
10th Percentile	4.59%	5.63%
25th Percentile	5.68%	6.88%
Median	7.22%	8.03%
75th Percentile	8.14%	9.15%
90th Percentile	8.87%	10.68%
Highest	13.69%	32.62%

8. Don't let your macro views drown out your micro views..

- When you are asked to value a company, you should keep your focus on what drives that value. If you bring in your specific macro views into the valuation, the value that you obtain for a company will be a joint result of what you think about the company and your macro views.
- **Bottom line**: If you have macro views, provide them separately. You should be as macro-neutral as you can be, in your company valuations.
- **Follow up**: If you find macro risk dominating your thoughts, deal with it frontally.

Cash flows from existing assets

Almarai: January 2017

Current Cashflow to Firm
EBIT(1-t) : 2,364 SAR
- Nt CpX 625 SAR
- Chg WC 46 SAR
= FCFF 1,693 SAR
Reinv Rate= (625+46)/2364=-28.38%
Tax rate = 3.64%
Return on capital = 10.81%

Reinvestment Rate
28.38%

The value of growth

Return on Capital
10.81%

Expected Growth
.2838*.1081=.0307
or 3.07%

Stable Growth
g = 2.45%; Beta = 0.94
ERP = 7.38%
Cost of capital = 8.34%
Tax rate = 3.64%
ROC=10.81%;
Reinvestment Rate=g/ROC
=2.45%/10.81%= 22.65%

Terminal Value = 2.534/(.0834-.0245) = 28,337

3,276
- 917
=2.534

SAR Cashflows

After-tax Operating Income	2,436 ر.س	2,511 ر.س	2,588 ر.س	2,667 ر.س	2,749 ر.س	2,834 ر.س	2,921 ر.س	3,010 ر.س	3,103 ر.س	3,198 ر.س
- Reinvestment	691 ر.س	713 ر.س	734 ر.س	757 ر.س	780 ر.س	804 ر.س	829 ر.س	854 ر.س	880 ر.س	769 ر.س
FCFF	1,745 ر.س	1,798 ر.س	1,854 ر.س	1,911 ر.س	1,969 ر.س	2,030 ر.س	2,092 ر.س	2,156 ر.س	2,222 ر.س	2,429 ر.س

Op. Assets 31,714
+ Cash: 869
- Debt 11,691
- Minority int 560
=Equity 20,332
Value/share 25.42

Discount at $ Cost of Capital (WACC) = 9.40% (.822) + 3.45% (0.178) = 8.34%

Cost of Equity
9.40%

Cost of Debt
(2.45%+ .4%+.6%)(1-.0) = 3.45%

Weights
E = 82.2 % D = 17.8 %

On January 1, 2017, Almarai was trading at 68.75 SAR/ share.

Riskfree Rate:
SAR Riskfree Rate= US $
Riskfree Rate = 2.45%

+

Beta = 0.94

X

ERP = 7.38%

Region/Country	*Revenue Weight*	*ERP*
Saudi Arabia	63.70%	6.69%
Other Gulf Countries	28.60%	6.39%
Egypt	6.40%	14.93%
Jordan	2.00%	12.09%
Rest of the world	1.30%	7.05%
Company		**7.38%**

Unlevered Beta for
Sectors: 0.77

Firm's D/E
Ratio: 21.7%

Business	*Revenue Weigh*	*Unlevered Beta*
Packaged Food	81%	0.82
Agriculture	19%	0.58
Company		0.7744

The Risk in the
Cash flow

The **Chimera DCF** mixes dollar cash flows with peso discount rates, nominal cash flows with real costs of capital and cash flows before debt payments with costs of equity, violating basic consistency rules

In a **Dreamstate DCF**, you build amazing companies on spreadsheets, making outlandish assumptions about growth and operating margins over time.

In a **Dissonant DCF**, assumptions about growth, risk and cash flows are not consistent with each other, with little or no explanation given for the mismatch.

D+CF ≠ DCF

In a **Trojan Horse DCF**, Just as the Greeks used a wooden horse to smuggle soldiers into Troy, analysts use the Trojan Horse of cash flows to smuggle in a pricing (in the form of a terminal value, estimated by using a multiple).

A **Kabuki DCF** is a work of art, where analyst and rule maker (or court) go through the motions of valuation, with the intent of developing models that are legally or accounting-rule defensible rather than yielding reasonable values.

In a **Robo DCF**, the analyst builds a valuation almost entirely from the most recent financial statements and automated forecasts.

A **Mutant DCF** is a collection of numbers where items have familiar names (free cash flow, cost of capital) but the analyst putting it together has neither a narrative nor a sense of the basic principles of

III. Don't mistake modeling for valuation

Favored Tools
- Accounting statements
- Excel spreadsheets
- Statistical Measures
- Pricing Data

A Good Valuation

Favored Tools
- Anecdotes
- Experience (own or others)
- Behavioral evidence

The Numbers People ⟷ The Narrative People

Illusions/Delusions
1. Precision: Data is precise
2. Objectivity: Data has no bias
3. Control: Data can control reality

Illusions/Delusions
1. Creativity cannot be quantified
2. If the story is good, the investment will be.
3. Experience is the best teacher

From story to numbers and beyond..

Step 1: Develop a narrative for the business that you are valuing
In the narrative, you tell your story about how you see the business evolving over time. Keep it simple & focused.

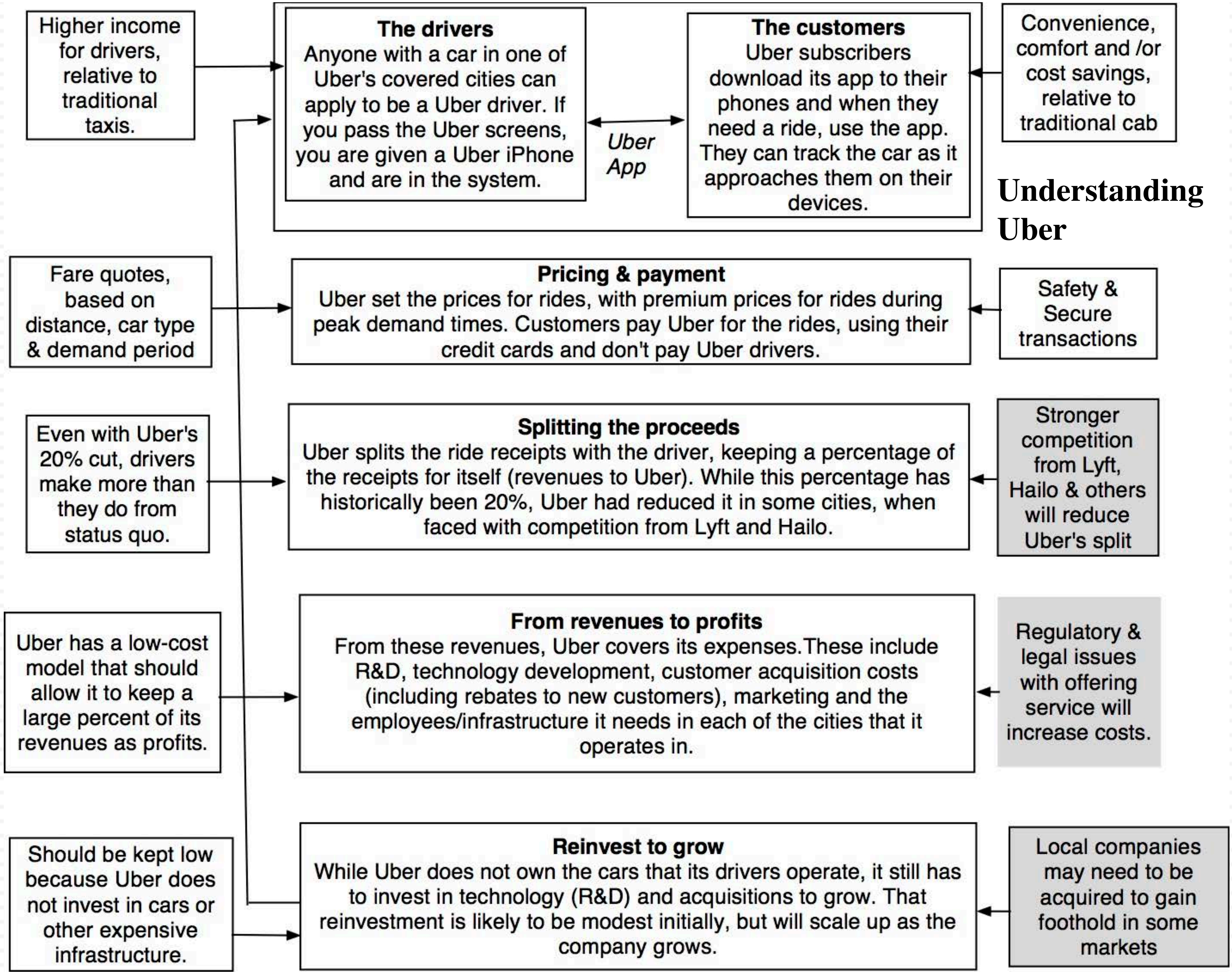
Step 2: Test the narrative to see if it is possible, plausible and probable
There are lots of possible narratives, not all of them are plausible and only a few of them are probable. No fairy tales or runaway stories.

Step 3: Convert the narrative into drivers of value
Take the narrative apart and look at how you will bring it into valuaton inputs starting with potential market size down to cash flows and risk. By the time you are done, each part of the narrative should have a place in your numbers and each number should be backed up a portion of your story.

Step 4: Connect the drivers of value to a valuation
Create an intrinsic valuation model that connects the inputs to an end-value the business.

Step 5: Keep the feedback loop open
Listen to people who know the business better than you do and use their suggestions to fine tune your narrative and perhaps even alter it. Work out the effects on value of alternative narratives for the company.

Understanding Uber



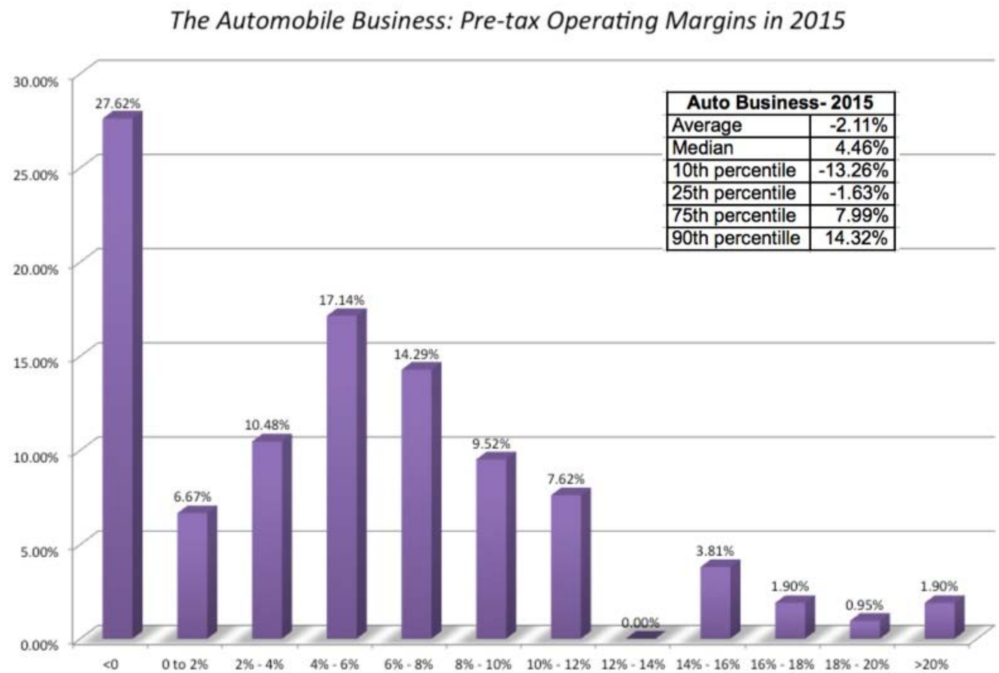
The Auto Business

Low Growth

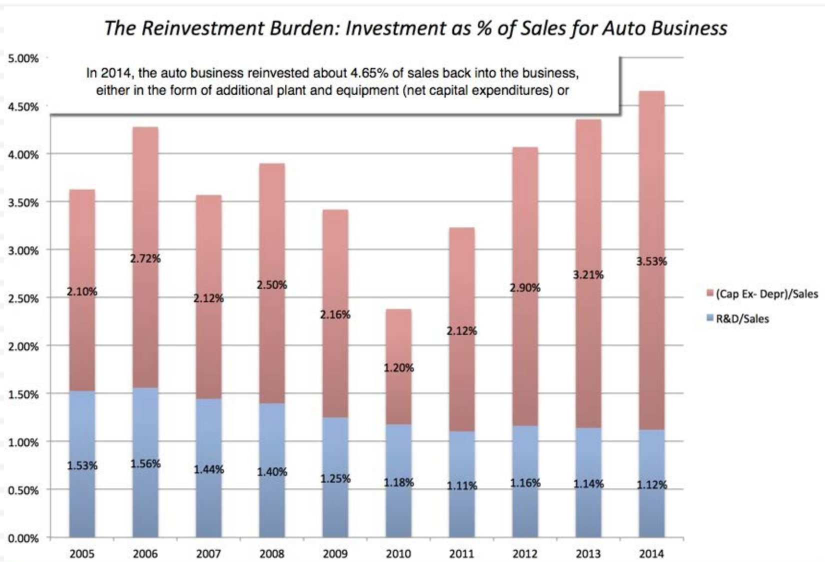
Year	Revenues ($)	% Growth Rate
2005	1,274,716.60	
2006	1,421,804.20	11.54%
2007	1,854,576.40	30.44%
2008	1,818,533.00	-1.94%
2009	1,572,890.10	-13.51%
2010	1,816,269.40	15.47%
2011	1,962,630.40	8.06%
2012	2,110,572.20	7.54%
2013	2,158,603.00	2.28%
2014	2,086,124.80	-3.36%
ounded Average =		5.63%

\+

Low Margins



High & Increasing Reinvestment



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Bad Business

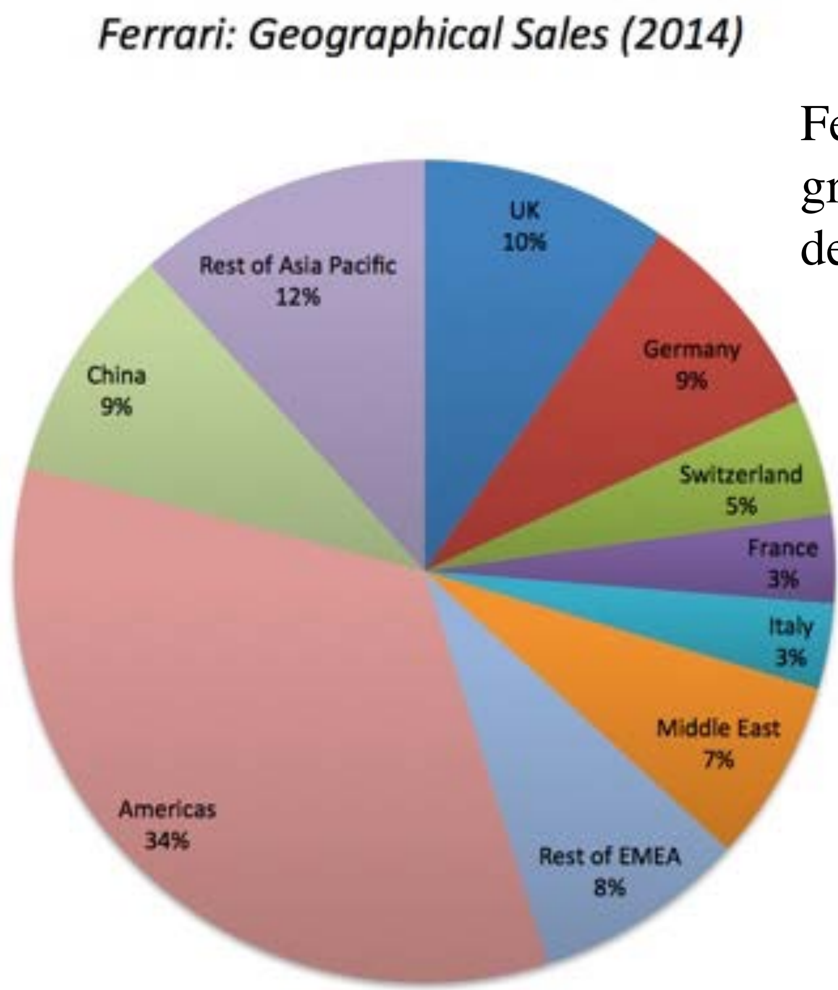
	ROIC	Cost of capital	ROIC - Cost of capital
2004	6.82%	7.93%	-1.11%
2005	10.47%	7.02%	3.45%
2006	4.60%	7.97%	-3.37%
2007	7.62%	8.50%	-0.88%
2008	3.48%	8.03%	-4.55%
2009	-4.97%	8.58%	-13.55%
2010	5.16%	8.03%	-2.87%
2011	7.55%	8.15%	-0.60%
2012	7.80%	8.55%	-0.75%
2013	7.83%	8.47%	-0.64%
2014	6.47%	7.53%	-1.06%

Only once in the last 10 years have auto companies collectively earned more than their cost of capital

What makes Ferrari different?

Ferrari sold only 7,255 cars in all of 2014

Ferrari had a profit margin of 18.2%, in the 95th percentile, partly because of its high prices and partly because it spends little on advertising.



Ferrari sales (in units) have grown very little in the last decade & have been stable

Ferrari has not invested in new plants.

Step 1: The Uber Narrative

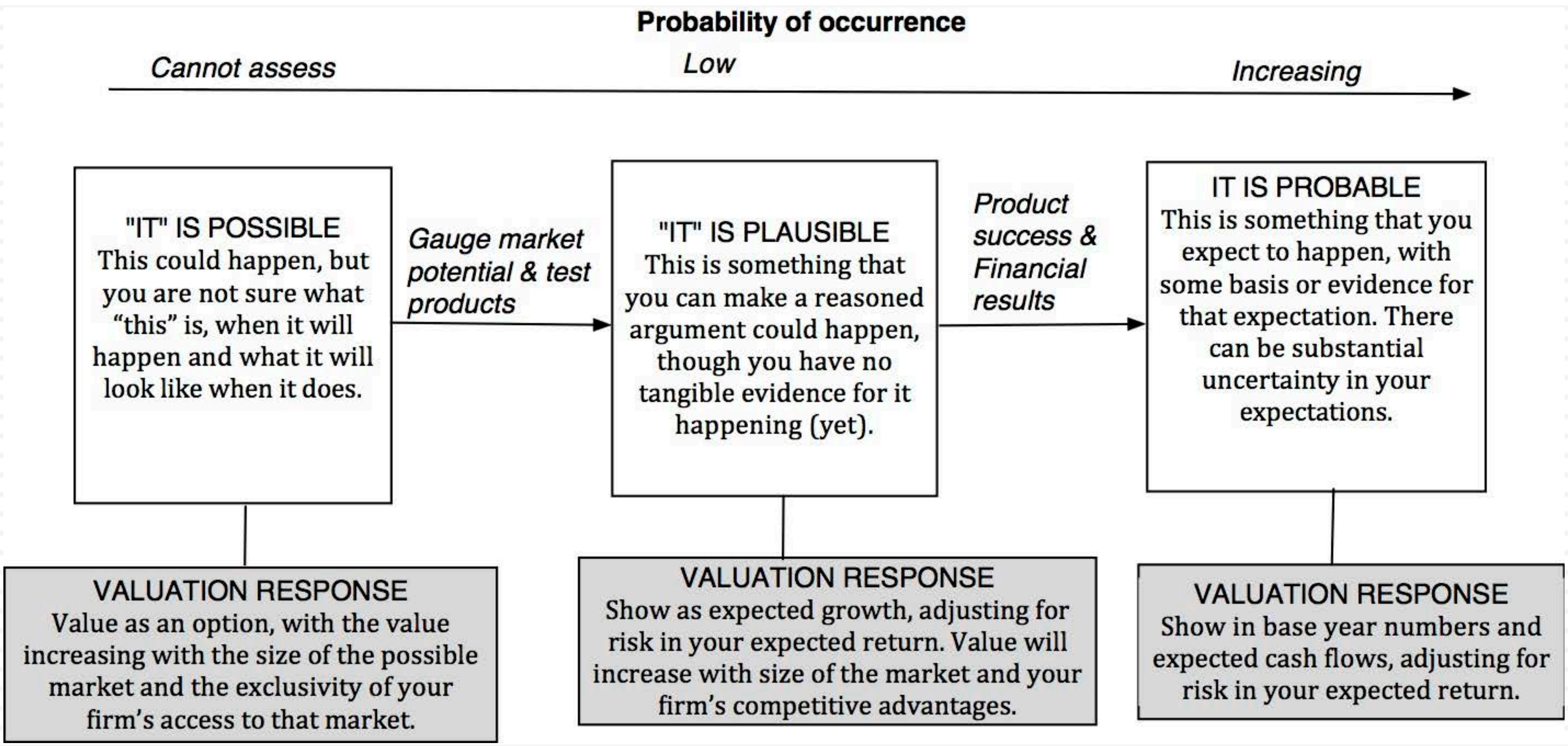
In June 2014, my initial narrative for Uber was that it would be

1. An urban car service business: I saw Uber primarily as a force in urban areas and only in the car service business.
2. Which would expand the business moderately (about 40% over ten years) by bringing in new users.
3. With local networking benefits: If Uber becomes large enough in any city, it will quickly become larger, but that will be of little help when it enters a new city.
4. Maintain its revenue sharing (20%) system due to strong competitive advantages (from being a first mover).
5. And its existing low-capital business model, with drivers as contractors and very little investment in infrastructure.

The Ferrari Narrative

- Ferrari will stay an exclusive auto club, deriving its allure from its scarcity and the fact that only a few own Ferraris.
- By staying exclusive, the company gets three benefits:
  - It can continue to charge nose bleed prices for its cars and sell them with little or no advertising.
  - It does not need to invest in new assembly plants, since it does not plan to ramp up production.
  - It sells only to the super rich, who are unaffected by overall economic conditions or market crises.

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



The Impossible, The Implausible and the Improbable

The Impossible

Bigger than the economy
Assuming Growth rate for company in perpetuity> Growth rate for economy

Bigger than the total market
Allowing a company's revenues to grow so much that it has more than a 100% market share of whatever business it is in.

Profit margin > 100%
Assuming earnings growth will exceeds revenue growth for a long enough period, and pushing margins above 100%

Depreciation without cap ex
Assuming that depreciation will exceed cap ex in perpetuity.

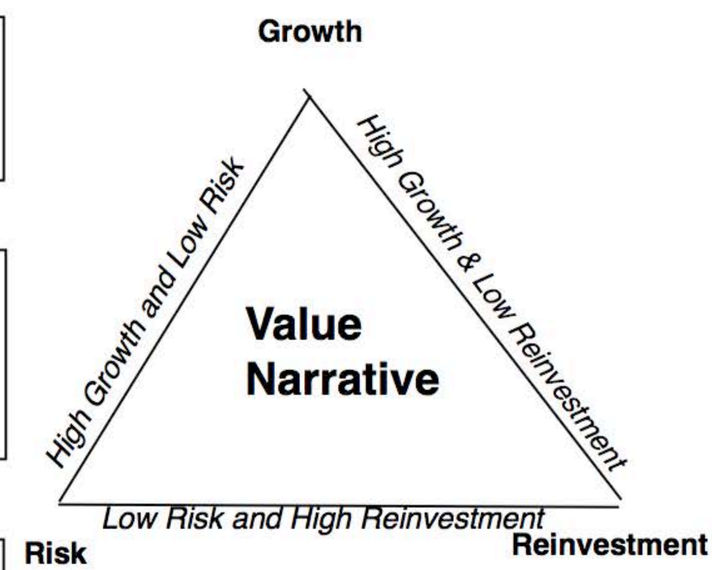
The Implausible

Growth without reinvestment
Assuming growth forever without reinvestment.

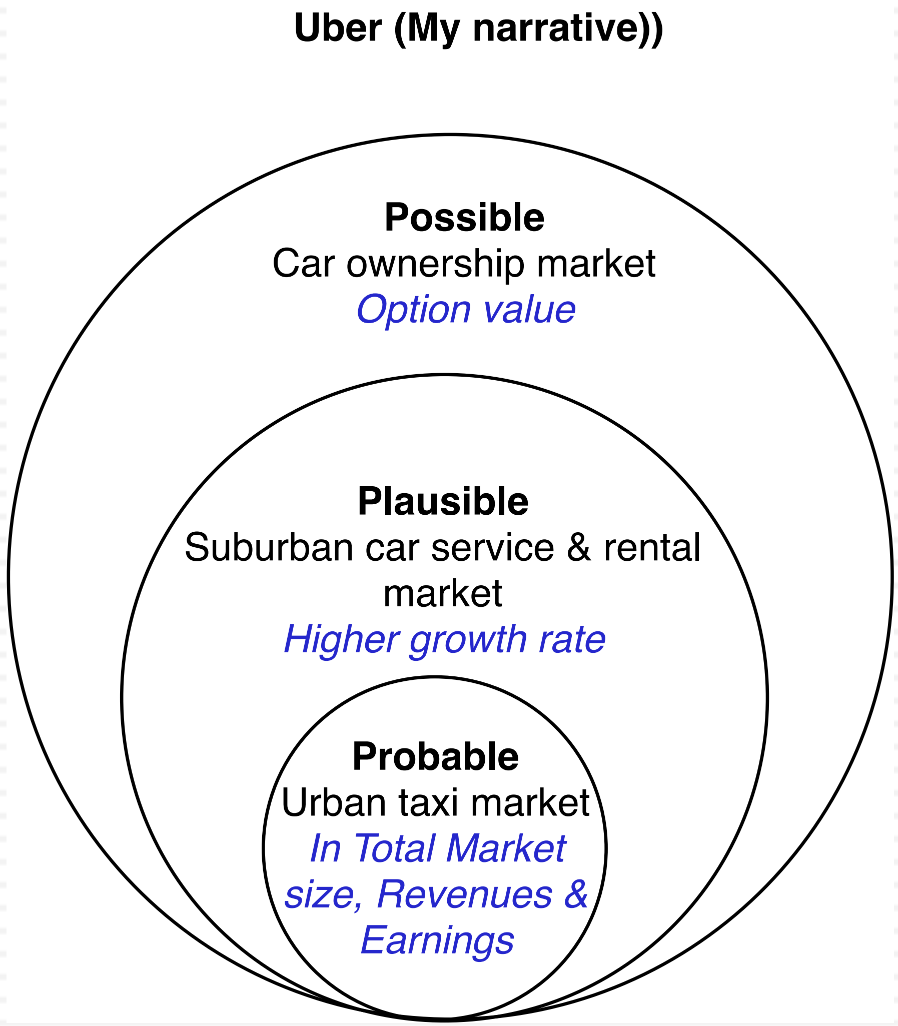
Profits without competition
Assuming that your company will grow and earn higher profits, with no competition.

Returns without risk
Assuming that you can generate high returns in a business with no risk.

The Improbable



Uber: Possible, Plausible and Probable



The Impossible: The Runaway Story

The Story

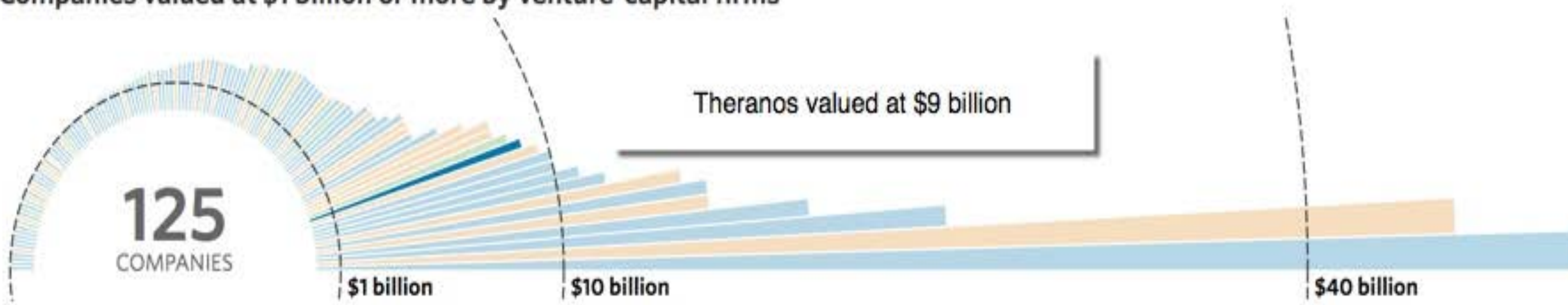
+

The Checks (?)

Board Member	Designation	Age
Henry Kissinger	Former Secretary of State	92
Bill Perry	Former Secretary of Defense	88
George Schultz	Former Secretary of State	94
Bill Frist	Former Senate Majority Leader	63
Sam Nunn	Former Senator	77
Gary Roughead	Former Navy Admiral	64
James Mattis	Former Marine Corps General	65
Dick Kovocovich	Former CEO of Wells Fargo	72
Riley Bechtel	Former CEO of Bechtel	63
William Foege	Epidemologist	79
Elizabeth Holmes	Founder & CEO, Theranos	31
Sunny Balwani	President & COO, Theranos	NA

+ Money

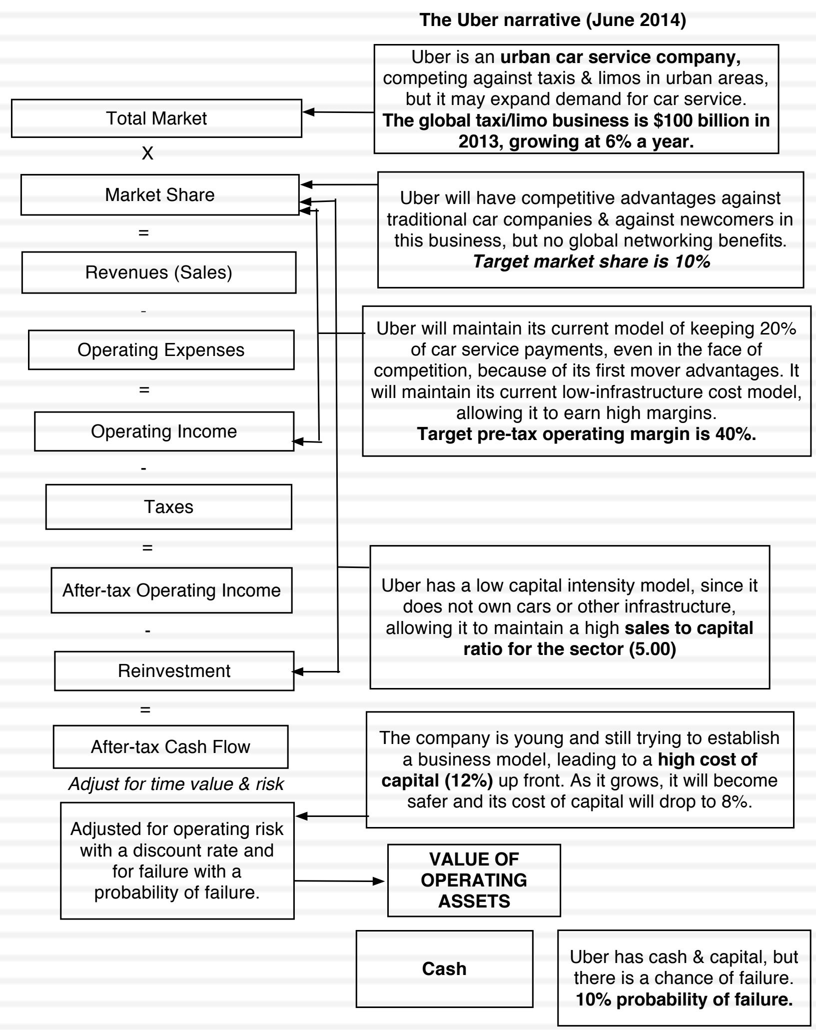
Companies valued at $1 billion or more by venture-capital firms



Valuations as of **October 2015**

Select companies from the chart or table for more detail.

Step 3: Connect your narrative to key drivers of value



Step 4: Value the company (Uber)

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

Stable Growth (after year 10)
Expected growth rate = 2.50%
Cost of capital = 8%
Return on capital= 25%
Reinvestment Rate= 2.5%/25% = 10%

Terminal Value$_{10}$= 793/(.08-025) = $14,418

Term yr
EBIT (1-t) $881
- Reinv 88
FCFF $793

Global taxi market is $100 billlion currently, expected to grow 6% a year for next ten years.

Uber will keep 20% of the gross cab receipts as its revenues

Uber's market share of this market will increase to 10% over the next 10 years.

Uber's operating expenses will amount to 60% of its revenues. (Operating margin=40%)

Uber will pay a tax rate of 30% on its income, increasing to 40% over the next 10 years

Uber will generate $5 in incremental revenues for every dollar of incremental capital.

	1	2	3	4	5	6	7	8	9	10
Overall market	$106,000	$112,360	$119,102	$126,248	$133,823	$141,852	$150,363	$159,385	$168,948	$179,085
Share of market (gross)	3.63%	5.22%	6.41%	7.31%	7.98%	8.49%	8.87%	9.15%	9.36%	10.00%
Revenues as percent of gross	20.00%	20.00%	20.00%	20.00%	20.00%	20.00%	20.00%	20.00%	20.00%	20.00%
Annual Revenue	$769	$1,173	$1,528	$1,846	$2,137	$2,408	$2,666	$2,916	$3,163	$3,582
Operating margin	7.00%	10.67%	14.33%	18.00%	21.67%	25.33%	29.00%	32.67%	36.33%	40.00%
Operating Income	$54	$125	$219	$332	$463	$610	$773	$953	$1,149	$1,433
Effective tax rate	31%	32%	33%	34%	35%	36%	37%	38%	39%	40%
- Taxes	$17	$40	$72	$113	$162	$220	$286	$362	$448	$573
After-tax operating income	$37	$85	$147	$219	$301	$390	$487	$591	$701	$860
Sales/Capital Ratio	5.00	5.00	5.00	5.00	5.00	5.00	5.00	5.00	5.00	5.00
- Reinvestment	$94	$81	$71	$64	$58	$54	$52	$50	$49	$84
Free Cash Flow to the Firm	-$57	$4	$76	$156	$243	$336	$435	$541	$652	$776

Based on the investment of $1.2 billion made by investors, the imputed value for Uber's operating assets, in June 2014 ,was $17 billion.

Discount back the cash flows (including terminal value) at the cumulated cost of capital.

Value of operating assets = $6,595

Adust for probability of failure (10%)
Expected value = $6,595 (.9) = $5,895

Cost of capital for first 5 years = Top decile of US companies = 12%

Cost of capital declines from 12% to 8% from years 6 to 10.

Ferrari: The “Exclusive Club” Value

	Stay Super Exclusive: Revenue growth is low											
	Base year	*1*	*2*	*3*	*4*	*5*	*6*	*7*	*8*	*9*	*10*	Terminal year
Revenue growth rate		4.00%	4.00%	4.00%	4.00%	4.00%	3.34%	2.68%	2.02%	1.36%	0.70%	0.70%
Revenues	€ 2,763	€ 2,874	€ 2,988	€ 3,108	€ 3,232	€ 3,362	€ 3,474	€ 3,567	€ 3,639	€ 3,689	€ 3,714	€ 3,740
EBIT (Operating) margin	18.20%	18.20%	18.20%	18.20%	18.20%	18.20%	18.20%	18.20%	18.20%	18.20%	18.20%	18.20%
EBIT (Operating income)	€ 503	€ 523	€ 544	€ 566	€ 588	€ 612	€ 632	€ 649	€ 662	€ 671	€ 676	€ 681
Tax rate	33.54%	33.54%	33.54%	33.54%	33.54%	33.54%	33.54%	33.54%	33.54%	33.54%	33.54%	33.54%
EBIT(1-t)	€ 334	€ 348	€ 361	€ 376	€ 391	€ 407	€ 420	€ 431	€ 440	€ 446	€ 449	€ 452
- Reinvestment		€ 78	€ 81	€ 84	€ 87	€ 91	€ 79	€ 66	€ 51	€ 35	€ 18	€ 22
FCFF		€ 270	€ 281	€ 292	€ 303	€ 316	€ 341	€ 366	€ 389	€ 411	€ 431	€ 431
Cost of capital		6.96%	6.96%	6.96%	6.96%	6.96%	6.96%	6.97%	6.98%	6.99%	7.00%	7.00%
PV(FCFF)		€ 252	€ 245	€ 238	€ 232	€ 225	€ 228	€ 228	€ 227	€ 224	€ 220	

Terminal value	€ 6,835
PV(Terminal value)	€ 3,485
PV (CF over next 10 years)	€ 2,321
Value of operating assets =	€ 5,806
- Debt	€ 623
- Minority interests	€ 13
+ Cash	€ 1,141
Value of equity	€ 6,311

High Prices + No selling cost = Preserve current operating margin

Minimal Reinvestment due to low growth

The super rich are not sensitive to economic downturns

Step 5: Keep the feedback loop open

- When you tell a story about a company (either explicitly or implicitly), it is natural to feel attached to that story and to defend it against all attacks. Nothing can destroy an investor more than hubris.
- Being open to other views about a company is not easy, but here are some suggestions that may help:
  - Face up to the uncertainty in your own estimates of value.
  - Present the valuation to people who don't think like you do.
  - Create a process where people who disagree with you the most have a say.
  - Provide a structure where the criticisms can be specific and pointed, rather than general.

The Gurley Pushback

1. Not just car service company.: Uber is a car company, not just a car service company, and there may be a day when consumers will subscribe to a Uber service, rather than own their own cars. It could also expand into logistics, i.e., moving and transportation businesses.
2. Not just urban: Uber can create new demands for car service in parts of the country where taxis are not used (suburbia, small towns).
3. Global networking benefits: By linking with technology and credit card companies, Uber can have global networking benefits.

Valuing Bill Gurley's Uber narrative

	Uber (Gurley)	*Uber (Gurley Mod)*	*Uber (Damodaran)*
Narrative	Uber will expand the car service market substantially, bringing in mass transit users & non-users from the suburbs into the market, and use its networking advantage to gain a dominant market share, while maintaining its revenue slice at 20%.	Uber will expand the car service market substantially, bringing in mass transit users & non-users from the suburbs into the market, and use its networking advantage to gain a dominant market share, while cutting prices and margins (to 10%).	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 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

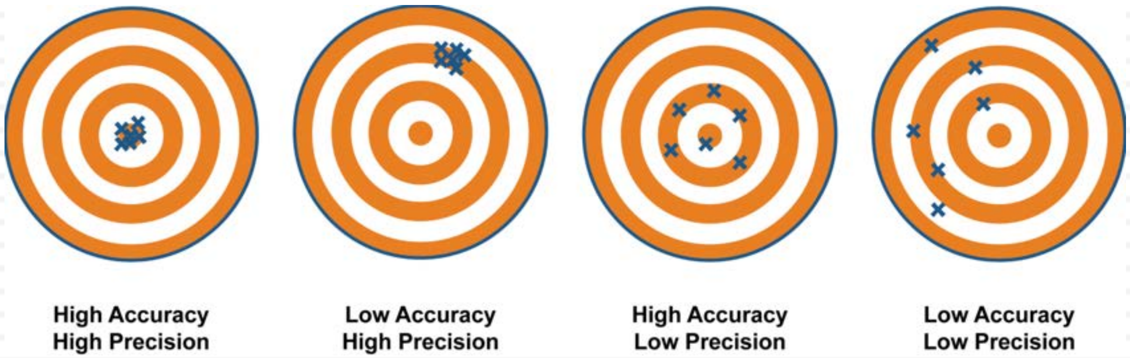
Total Market	*Growth Effect*	*Network Effect*	*Competitive Advantages*	*Value of Uber*
A4. Mobility Services	B4. Double market size	C5. Strong global network effects	D4. Strong & Sustainable	$90,457
A3. Logistics	B4. Double market size	C5. Strong global network effects	D4. Strong & Sustainable	$65,158
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

The Real World Intrudes: Be ready to modify narrative as events unfold

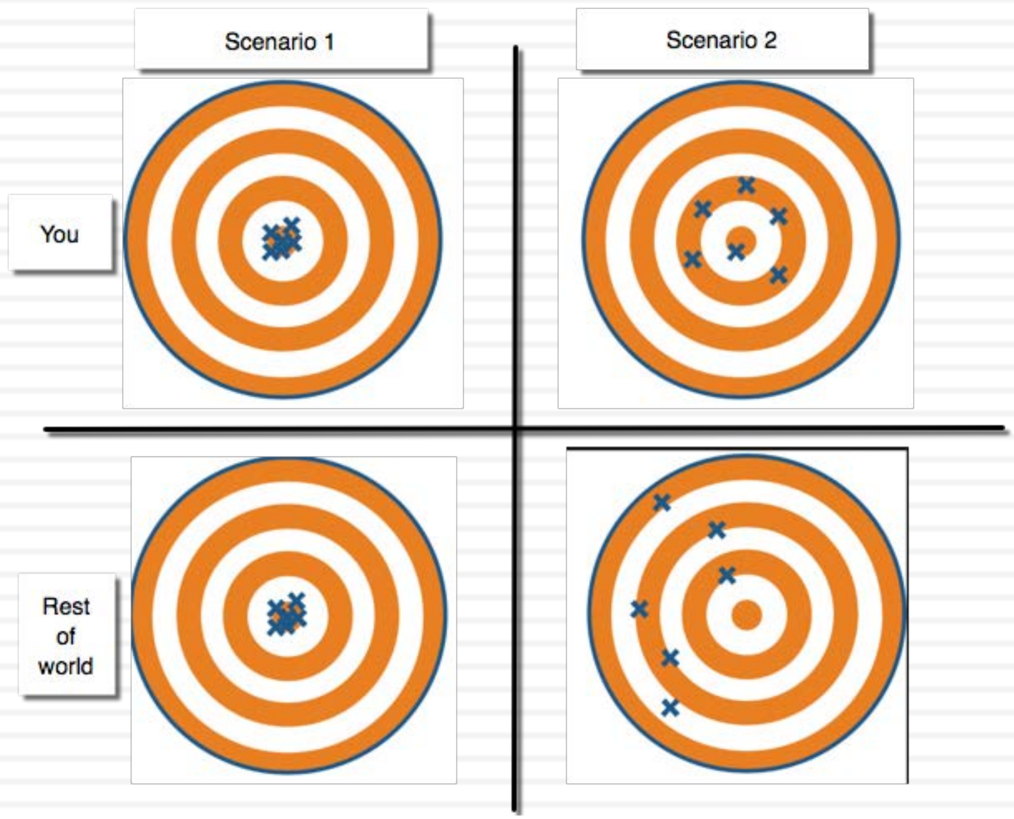
Narrative Break/End	Narrative Shift	Narrative Change (Expansion or Contraction)
Events, external (legal, political or economic) or internal (management, competitive, default), that can cause the narrative to break or end.	Improvement or deterioration in initial business model, changing market size, market 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

IV. Don't mistake precision for accuracy.. And accuracy for payoff..

Better accurate than precise

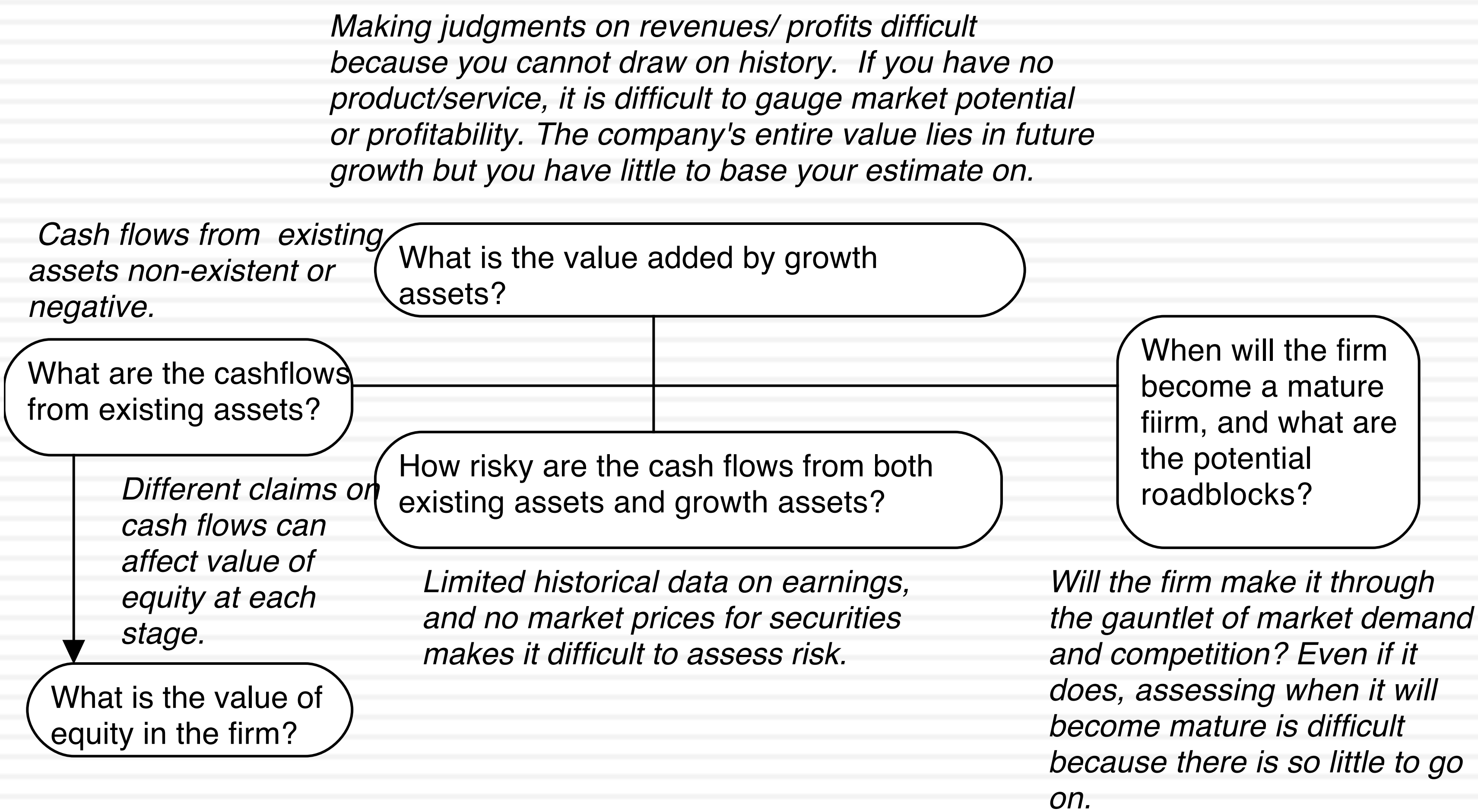


It's all relative



Valuing a start up is hard to do..

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



And the dark side will beckon..

- 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)

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%
Netlfix	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

The Cost of Capital for Twitter

Risk in the discount rate

My estimate for Twitter

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

Cost of Equity
11.12%

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

Weights
E = 98.11% D = 1.89%

Riskfree Rate:
Riskfree rate = 2.5%

+

Beta
1.40

x

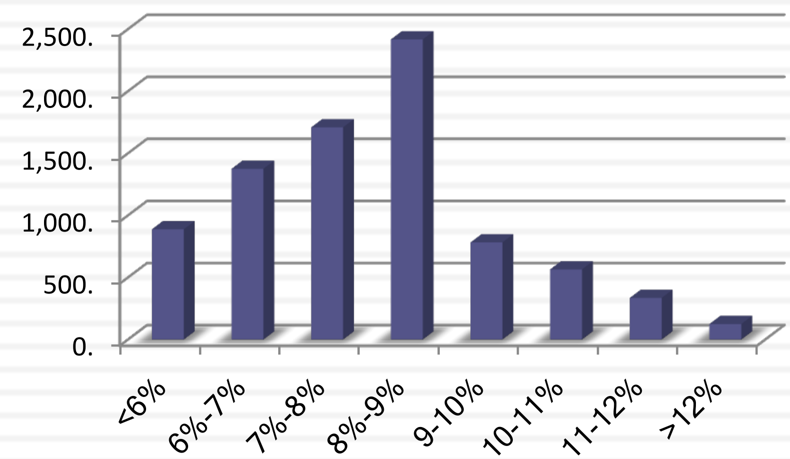
Risk Premium
6.15%

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%

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

Twitter Pre-IPO Valuation: October 27, 2013

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 Operatng Margin		1.44%
Sales/ Invested Capital		0.56
Interest expenses	$2.49	$5.30

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%; Beta = 1.00;
Cost of capital = 8%
ROC= **12**%;
Reinvestment Rate=2.5%/12% = 20.83%

Terminal Value$_{10}$= 1466/(.08-.025) = $26,657

Operating assets	$9,705
+ Cash	321
+ IPO Proceeds	1295
- Debt	214
Value of equity	11,106
- Options	713
Value in stock	10,394
/ # of shares	582.46
Value/share	$17.84

	1	2	3	4	5	6	7	8	9	10
Revenues	$ 810	$1,227	$1,858	$2,816	$4,266	$6,044	$7,973	$9,734	$10,932	$11,205
Operating Income	$ 31	$ 75	$ 158	$ 306	$ 564	$ 941	$1,430	$1,975	$ 2,475	$ 2,801
Operating Income after tax	$ 31	$ 75	$ 158	$ 294	$ 395	$ 649	$ 969	$1,317	$ 1,624	$ 1,807
- Reinvestment	$ 183	$ 278	$ 421	$ 638	$ 967	$1,186	$1,285	$1,175	$ 798	$ 182
FCFF	$(153)	$ (203)	$ (263)	$ (344)	$ (572)	$ (537)	$ (316)	$ 143	$ 826	$ 1,625

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%)

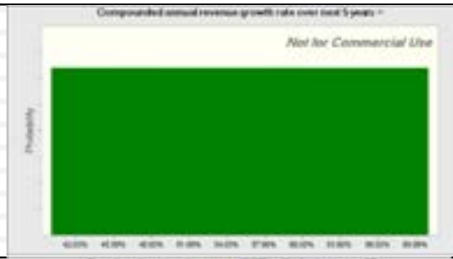
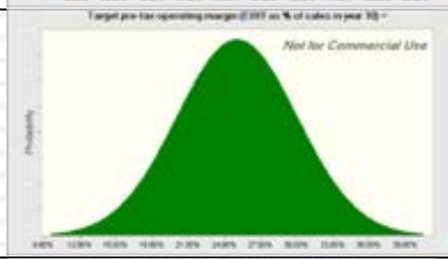
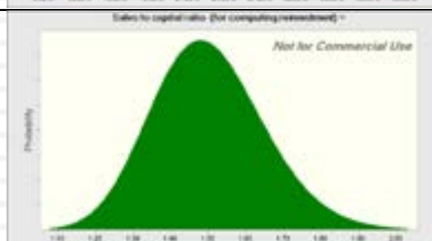
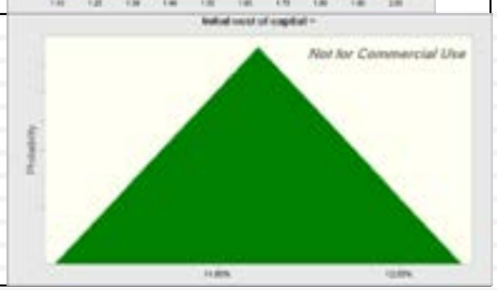
90% advertising (1.44) + 10% info svcs (1.05)

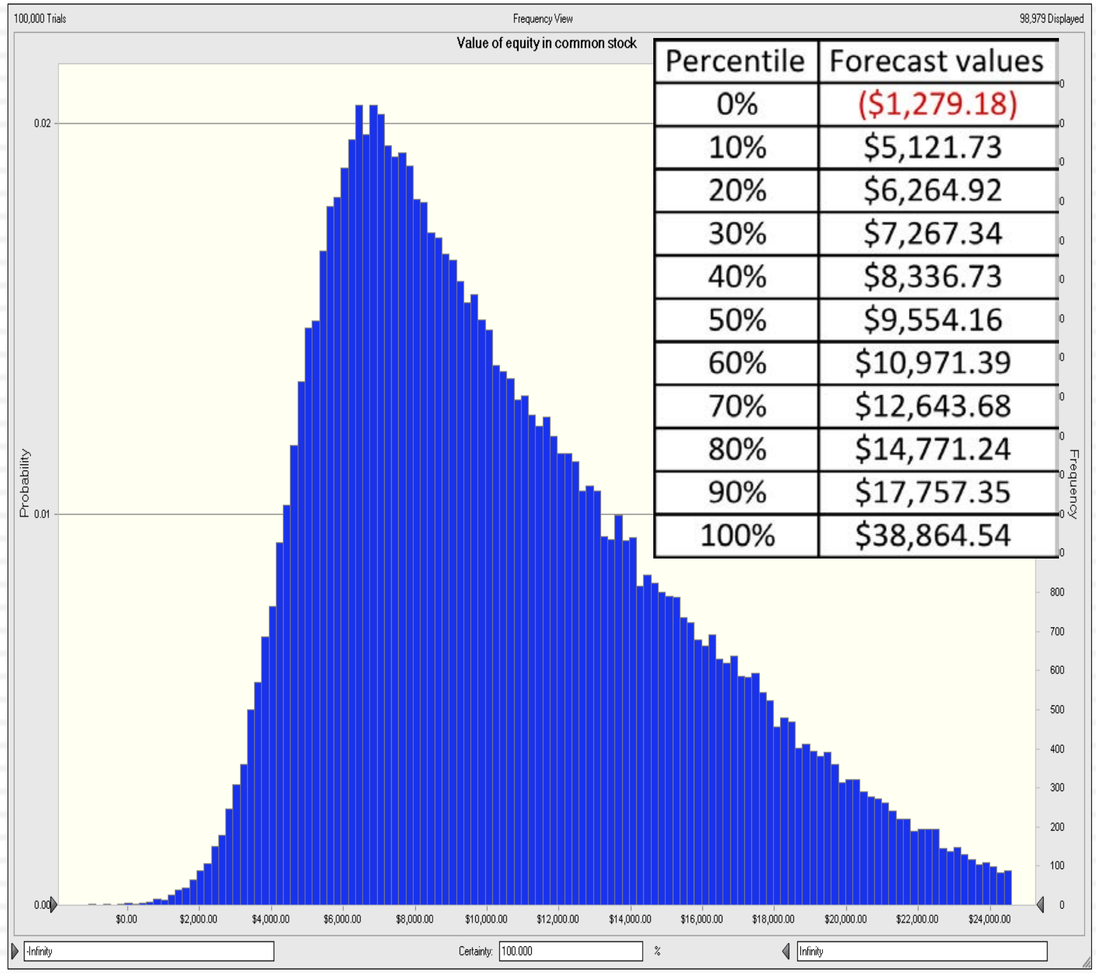
D/E=1.71%

A sobering reminder: You will be “wrong” and it is okay

- No matter how careful you are in getting your inputs and how well structured your model is, your estimate of value will change both as new information comes out about the company, the business and the economy.
- As information comes out, you will have to adjust and adapt your model to reflect the information. Rather than be defensive about the resulting changes in value, recognize that this is the essence of risk.
- Remember that it is not just your value that is changing, but so is the price, and the price will change a great deal more than the value.

And your value is not a fact, but an estimate..

Revenue Growth Rate Distribution: Uniform Expected Value = 55% Minimum Value: 40% Maximum Value: 70%	
Target Operating Margin Distribution: Normal Expected Value = 25% Standard Deviation = 5%	
Sales to Capital Ratio Distribution: Lognormal Expected value: 1.50 Standard deviation: 0.15	
Cost of Capital Distribution: Triangular Expected value: 11.22% Minimum value: 10.02% Maximum value: 12.22%	



Percentile	Forecast values
0%	($1,279.18)
10%	$5,121.73
20%	$6,264.92
30%	$7,267.34
40%	$8,336.73
50%	$9,554.16
60%	$10,971.39
70%	$12,643.68
80%	$14,771.24
90%	$17,757.35
100%	$38,864.54

Forecasting in the face of uncertainty. A test:

- In which of these two cities would you find it easier to forecast the weather?

Weather changeability for Honolulu, Hawaii

Temperature	Last Month	Last Year
Average change in high temperature day-to-day	1.7°	1.2°
Average change in low temperature day-to-day	1.5°	2.0°

Precipitation	Last Month	Last Year
Chance of dry day after a precip day	67%	81%
Chance of precip day after a dry day	7%	13%

Weather changeability for Epping, North Dakota

Temperature	Last Month	Last Year
Average change in high temperature day-to-day	8.5°	7.7°
Average change in low temperature day-to-day	7.1°	8.6°

Precipitation	Last Month	Last Year
Chance of dry day after a precip day	50%	65%
Chance of precip day after a dry day	38%	20%

But the payoff is greatest where there is the most uncertainty…

Weather changeability for Honolulu, Hawaii

Temperature	Last Month	Last Year
Average change in high temperature day-to-day	1.7°	1.2°
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Precipitation	Last Month	Last Year
Chance of dry day after a precip day	67%	81%
Chance of precip day after a dry day	7%	13%

Further changeability analysis »

Weather forecast accuracy for Honolulu, Hawaii

Last Month		Last Year	
MeteoGroup	**88.44%**	**MeteoGroup**	**88.50%**
Persistence	**81.80%**	**CustomWeather**	**85.87%**
CustomWeather	**78.23%**	**AccuWeather**	**81.82%**
The Weather Channel	73.12%	The Weather Channel	81.56%
AccuWeather	69.89%	Persistence	80.44%
Weather Underground	62.10%	Weather Underground	67.07%
National Weather Service	48.39%	National Weather Service	59.90%
Foreca	44.35%	Foreca	57.52%
WeatherBug	32.26%	WeatherBug	37.09%

Weather changeability for Epping, North Dakota

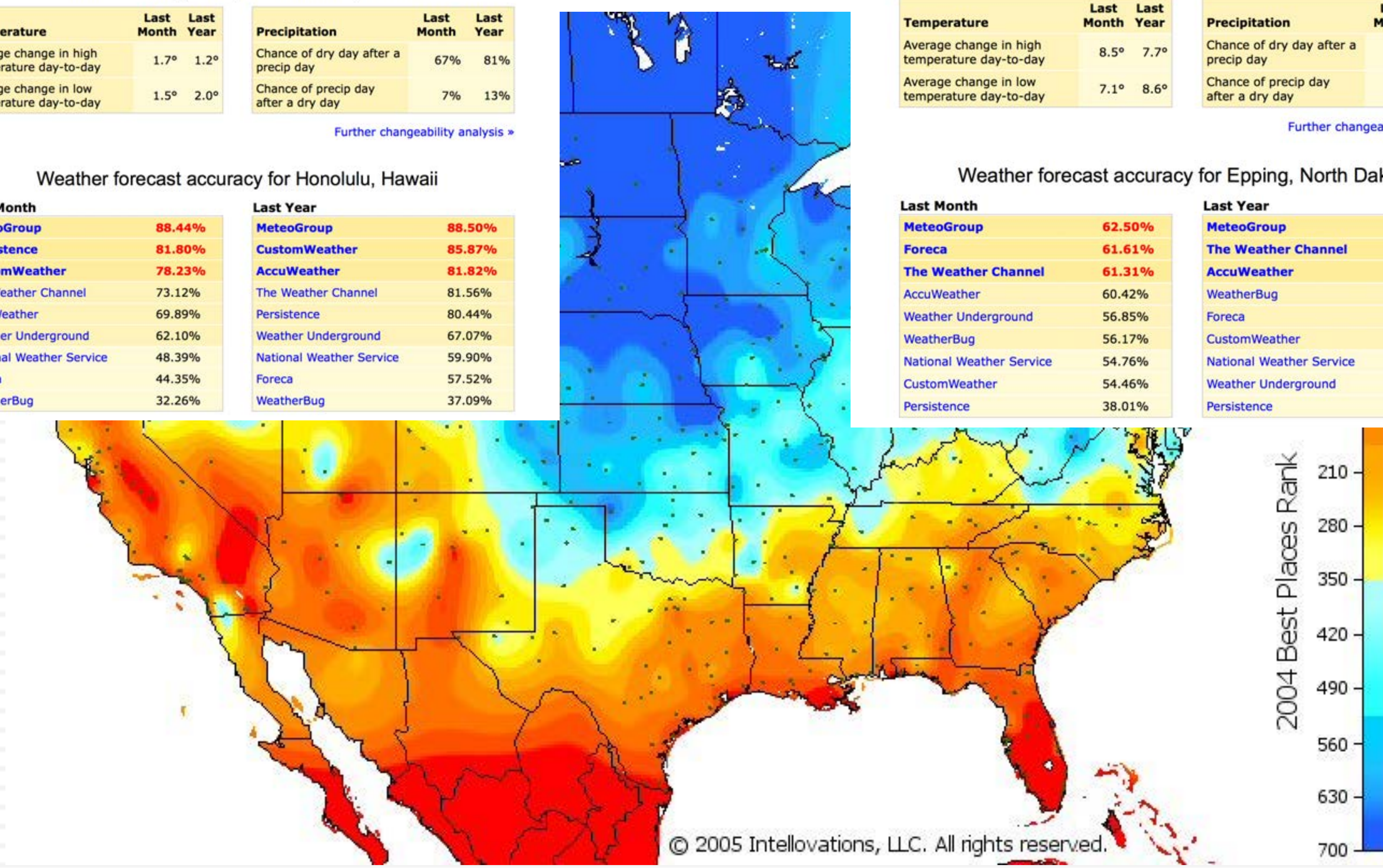
Temperature	Last Month	Last Year
Average change in high temperature day-to-day	8.5°	7.7°
Average change in low temperature day-to-day	7.1°	8.6°

Precipitation	Last Month	Last Year
Chance of dry day after a precip day	50%	65%
Chance of precip day after a dry day	38%	20%

Further changeability analysis »

Weather forecast accuracy for Epping, North Dakota

Last Month		Last Year	
MeteoGroup	**62.50%**	**MeteoGroup**	**66.97%**
Foreca	**61.61%**	**The Weather Channel**	**66.73%**
The Weather Channel	**61.31%**	**AccuWeather**	**64.86%**
AccuWeather	60.42%	WeatherBug	64.80%
Weather Underground	56.85%	Foreca	62.75%
WeatherBug	56.17%	CustomWeather	62.70%
National Weather Service	54.76%	National Weather Service	62.64%
CustomWeather	54.46%	Weather Underground	61.38%
Persistence	38.01%	Persistence	44.09%



V. Don’t mistake price for value!

Drivers of intrinsic value
- Cashflows from existing assets
- Growth in cash flows
- Quality of Growth

Drivers of price
- Market moods & momentum
- Surface stories about fundamentals

Accounting Estimates

Valuation Estimates

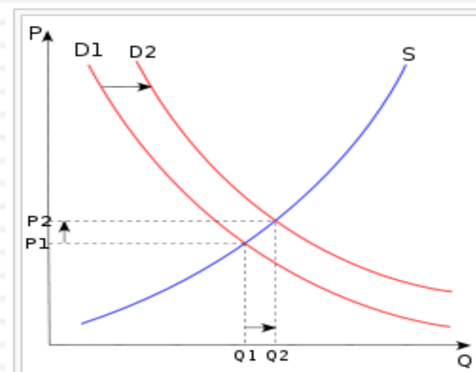
INTRINSIC VALUE

Value

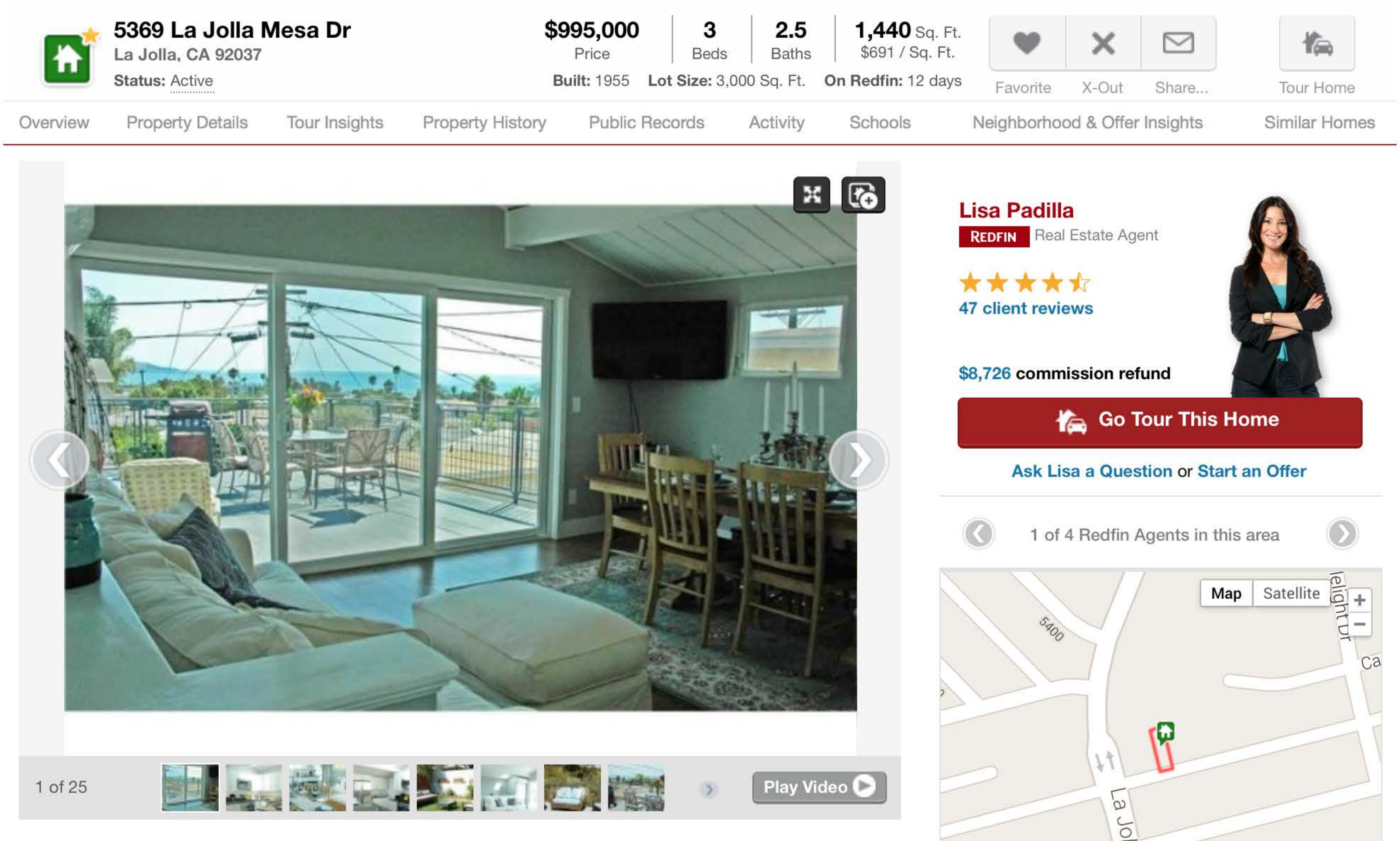
THE GAP
Is there one?
If so, will it close?
If it will close, what will cause it to close?

Price

PRICE



Test 1: Are you pricing or valuing?



Test 2: Are you pricing or valuing?

Europe
Switzerland

Biotechnology
Biotechnology

Reuters	Bloomberg	Exchange	Ticker
BION.S	BION SW	SWX	BION

[redacted]

Price at 12 Aug 2013 (CHF)	124.00
Price Target (CHF)	164.50
52-week range (CHF)	128.40 - 84.90

Strong sector and stock-picking continue

[redacted]

Impressive performance

Over the past two years, BB Biotech shares have roughly tripled, which could tempt investors to take profits. However, this performance has been well backed by a deserved revival of the biotech industry, encouraging fundamental news, M&A, and increased money flow into health care stocks. In addition, BBB returned to index outperformance by modifying its stock-picking approach. Hence, despite excellent performance, the shares still trade at a 23% discount to the net asset value of the portfolio. Hence, the shares are an attractive value vehicle to capture growth opportunities in an attractive sector.

Biotech industry remains attractive

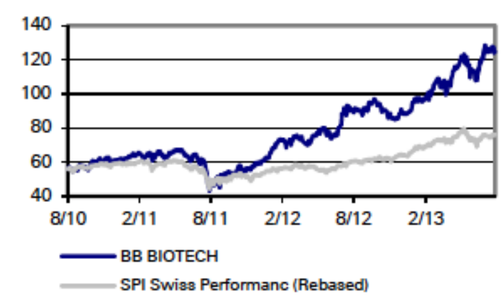
With the re-rating of the pharma sector, investors have also showed increased interest in biotech stocks. Established biotech stocks have delivered encouraging financial results and approvals, while there has also been substantial industry consolidation, which is not surprising in times of “cheap” money and high liquidity. BB Biotech remains an attractive vehicle to capture the future potential of the biotech sector. In addition, investors benefit from a 23% discount to NAV and attractive cash distribution policy of 5% yield p.a. Hence, we reiterate our Buy on BB Biotech shares.

Key changes

Target Price	106.50 to 164.50	↑	54.5%

Source: Deutsche Bank

Price/price relative



Performance (%)	1m	3m	12m
Absolute	-1.4	5.4	37.4

Test 3: Are you pricing or valuing?

	1	2	3	4	5
EBITDA	$100.00	$120.00	$144.00	$172.80	$207.36
- Depreciation	$20.00	$24.00	$28.80	$34.56	$41.47
EBIT	$80.00	$96.00	$115.20	$138.24	$165.89
- Taxes	$24.00	$28.80	$34.56	$41.47	$49.77
EBIT (1-t)	$56.00	$67.20	$80.64	$96.77	$116.12
+ Depreciation	$20.00	$24.00	$28.80	$34.56	$41.47
- Cap Ex	$50.00	$60.00	$72.00	$86.40	$103.68
- Chg in WC	$10.00	$12.00	$14.40	$17.28	$20.74
FCFF	$16.00	$19.20	$23.04	$27.65	$33.18
Terminal Value					$1,658.88
Cost of capital	8.25%	8.25%	8.25%	8.25%	8.25%
Present Value	$14.78	$16.38	$18.16	$20.14	$1,138.35
Value of operating assets today	$1,207.81				
+ Cash	$125.00				
- Debt	$200.00				
Value of equity	**$1,132.81**				

The determinants of price

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

Market value of equity

Market value for the firm
Firm value = Market value of equity
+ Market value of debt

Market value of operating assets of firm
Enterprise value (EV) = Market value of equity
+ Market value of debt
- Cash

Step 1: Pick a multiple

$$\text{Multiple} = \frac{\text{Numerator = What you are paying for the asset}}{\text{Denominator = What you are getting in return}}$$

⇒ **CHOOSE A MULTIPLE**

Revenues
a. Accounting revenues
b. Drivers
- # Customers
- # Subscribers
= # units

Earnings
a. To Equity investors
- Net Income
- Earnings per share
b. To Firm
- Operating income (EBIT)

Cash flow
a. To Equity
- Net Income + Depreciation
- Free CF to Equity
b. To Firm
- EBIT + DA (EBITDA)
- Free CF to Firm

Book Value
a. Equity
= BV of equity
b. Firm
= BV of debt + BV of equity
c. Invested Capital
= BV of equity + BV of debt - Cash

Step 2: Choose comparables

- Narrow versus Broad sector/business
- Similar market cap or all companies
- Country, Region or Global
- Other criteria, subjective & objective

⇒ **PICK COMPARABLE FIRMS**

Step 3: Tell a story

Risk
- Lower risk for higher value
- Higher risk for lower value

Growth
- Higher growth for higher value
- Lower growth for lower value

Quality of growth
- Higher barriers to entry/moats for higher value
- Lower barriers to entry for lower value

SPIN/TELL YOUR STORY

To be a better pricer, here are four suggestions

- Check your multiple or consistency/uniformity
  - In use, the same multiple can be defined in different ways by different users. When comparing and using multiples, estimated by someone else, it is critical that we understand how the multiples have been estimated
- Look at all the data, not just the key statistics
  - Too many people who use a multiple have no idea what its cross sectional distribution is. If you do not know what the cross sectional distribution of a multiple is, it is difficult to look at a number and pass judgment on whether it is too high or low.
- Don’t forget the fundamentals ultimately matter
  - It is critical that we understand the fundamentals that drive each multiple, and the nature of the relationship between the multiple and each variable.
- Don’t define comparables based only on sector
  - Defining the comparable universe and controlling for differences is far more difficult in practice than it is in theory.

Pricing Twitter: Start with the "comparables"

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

	Market Cap	Enterprise value	Revenues	EBITDA	Net Income	Number of users (millions)
Market Cap	1.					
Enterprise value	0.9998	1.				
Revenues	0.8933	0.8966	1.			
EBITDA	0.9709	0.9701	0.8869	1.		
Net Income	0.8978	0.8971	0.8466	0.9716	1.	
Number of users (millions)	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?

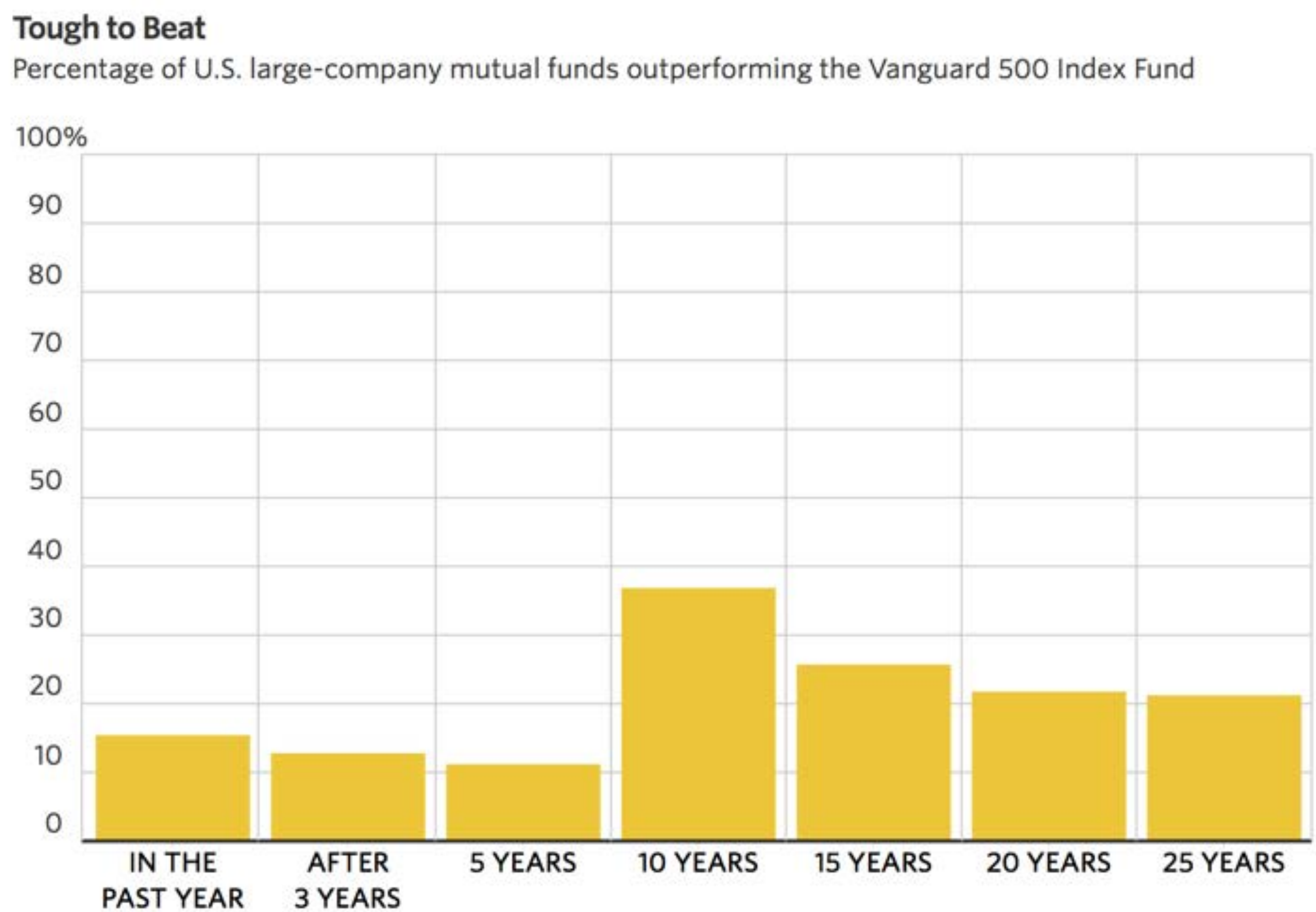
Use the "market metric" and "market price"

- 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 billion

VI. Investing is an act of faith..

- When investing, we are often told that if you are virtuous (careful in your research, good at valuation, have a long time horizon), you will be rewarded (with high returns).
- That pitch is amplified by anecdotal evidence of righteous ones, i.e., those who have followed the path to success.
- Those who chose not to be virtuous are labeled as "speculators", viewed as shallow and deserving of the fate that awaits them.
- If you have faith in investing, you will be tested.

Active Investing is a loser's game

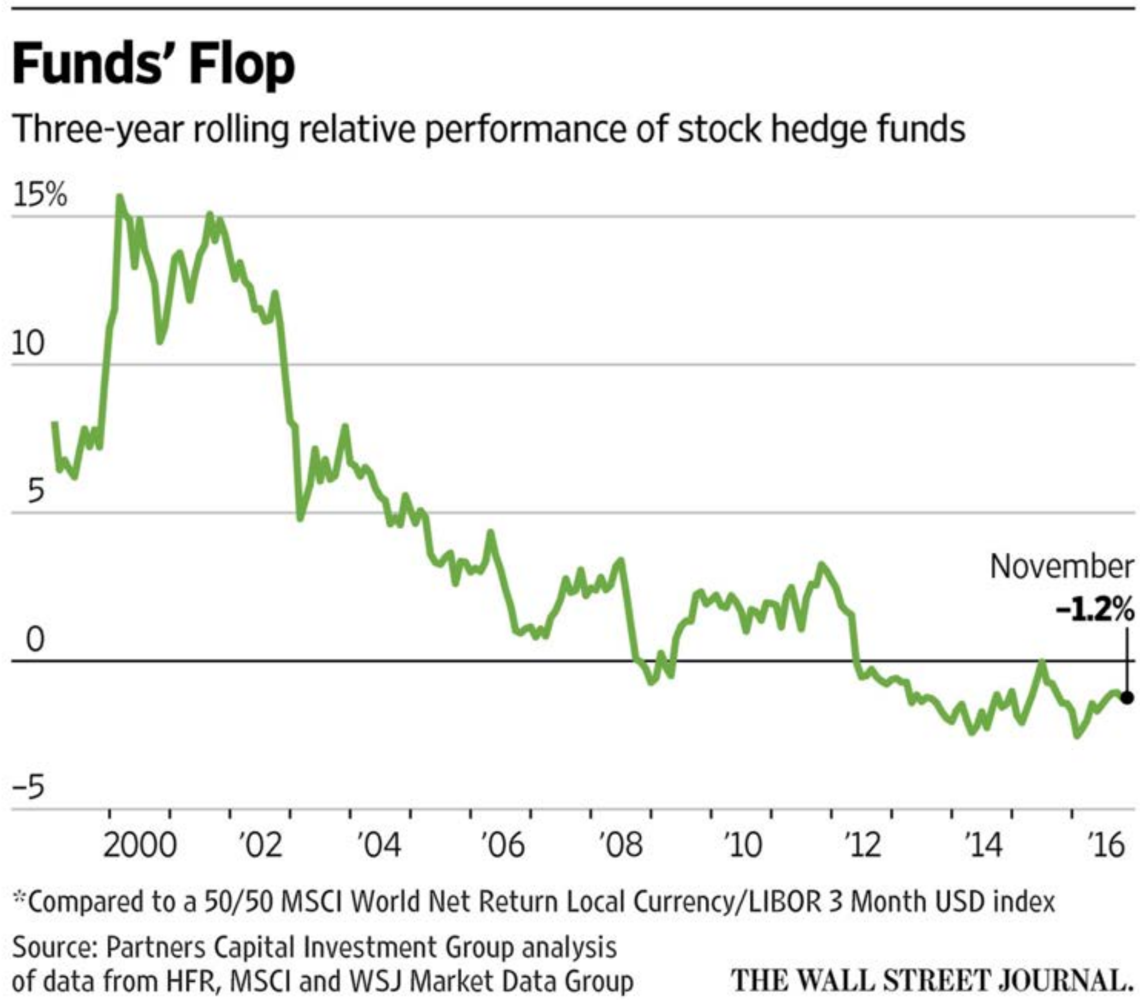


And it stays that way across styles..

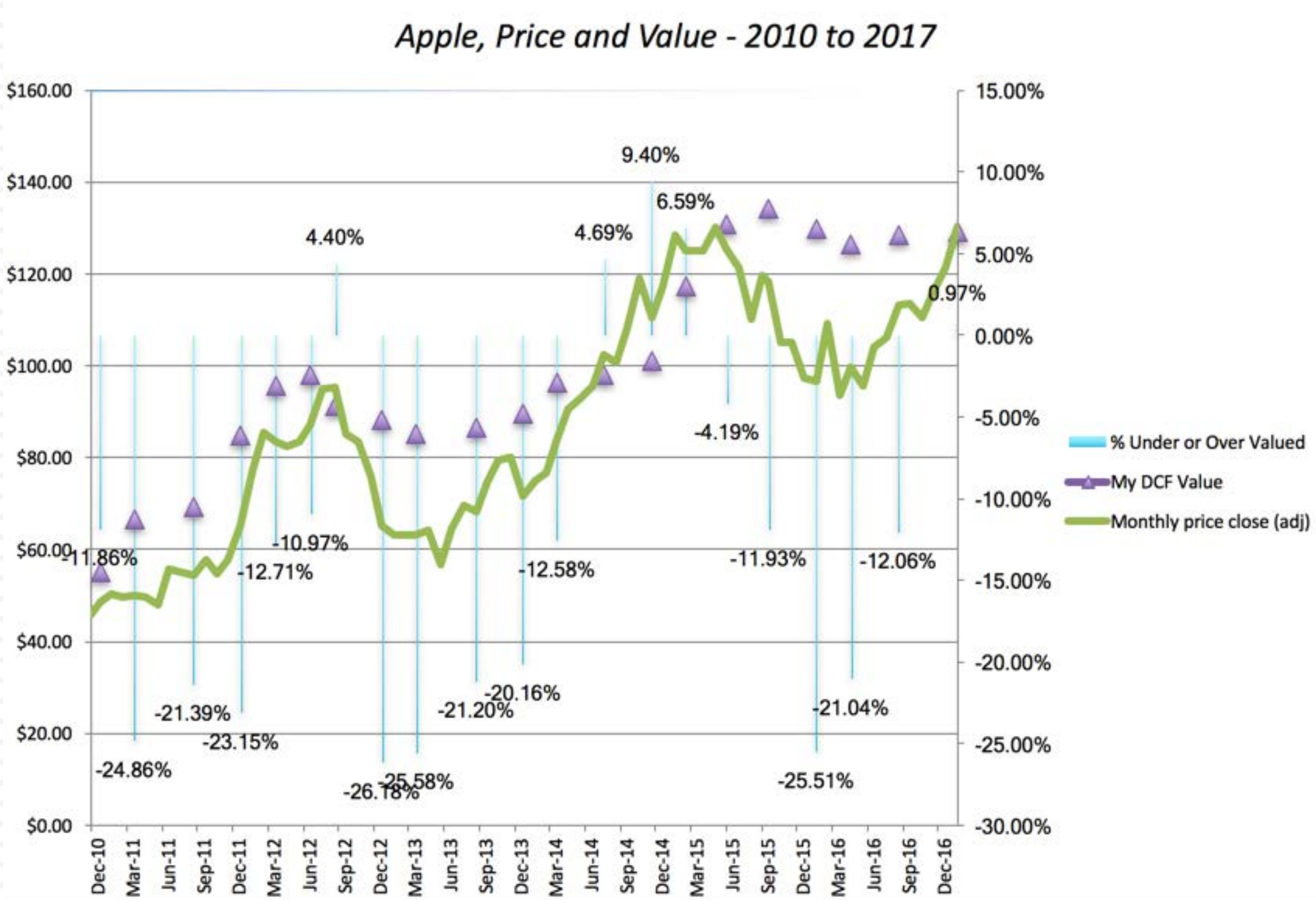
	% of US Mutual Funds that beat their respective indices			
	Value	Growth	Core	All
Large	82.17%	86.54%	88.26%	84.15%
Mid-cap	70.27%	81.48%	76.51%	76.69%
Small	92.31%	91.89%	91.44%	90.13%
All Equity				88.43%
Real Estate				82.64%

S&P computes these percentages for the last year, the last 3 years & the last 10 years. There is not a single period or a single fund grouping where the number is <50%.

And the ”smart” money does not stay smart for very long



Investment Heaven is a promise, not a guarantee..



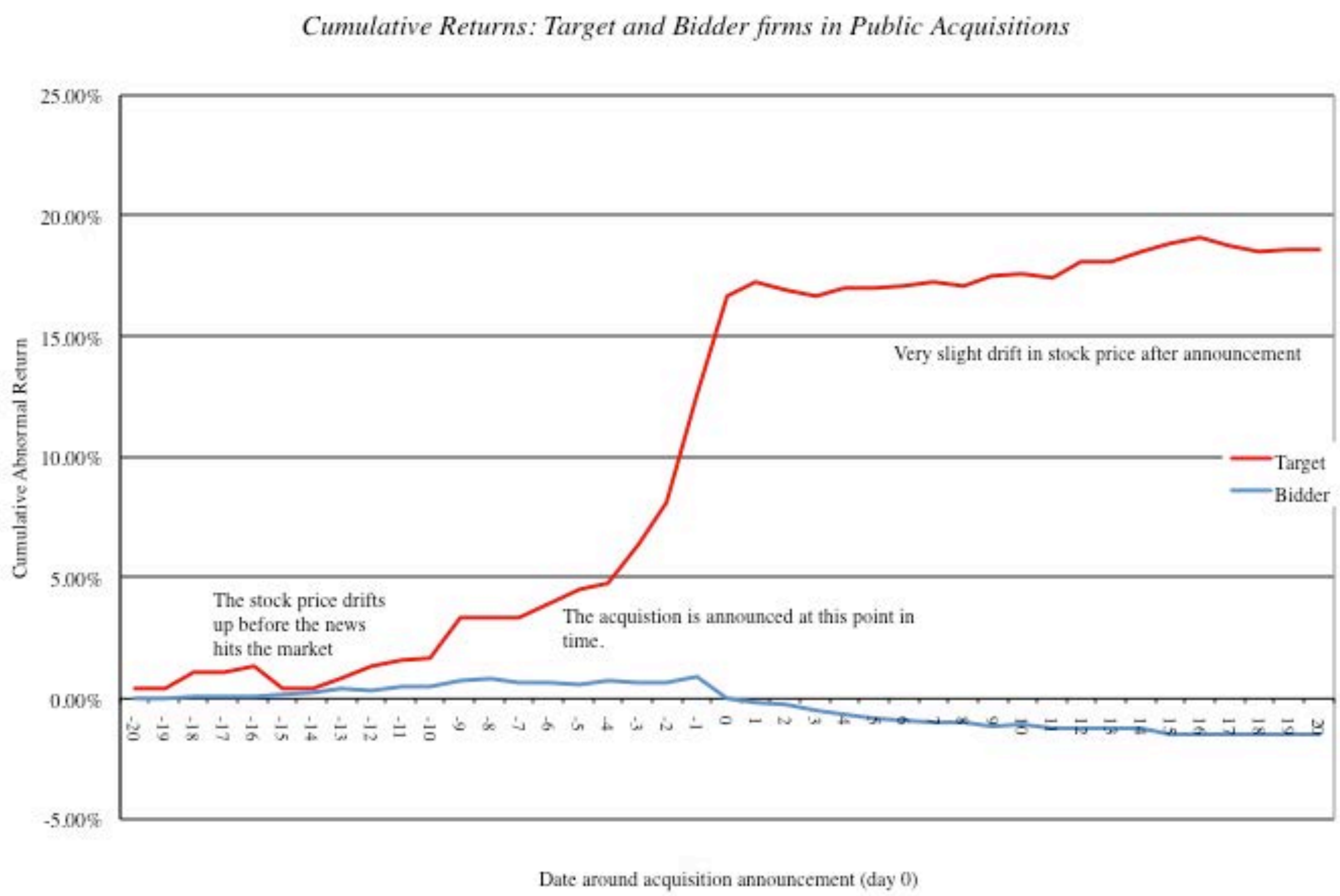
Follow the yellow brick road..

Acquirers Anonymous: Seven Steps back to Sobriety…

Aswath Damodaran

Acquisitions are great for target companies but not always for acquiring company stockholders…

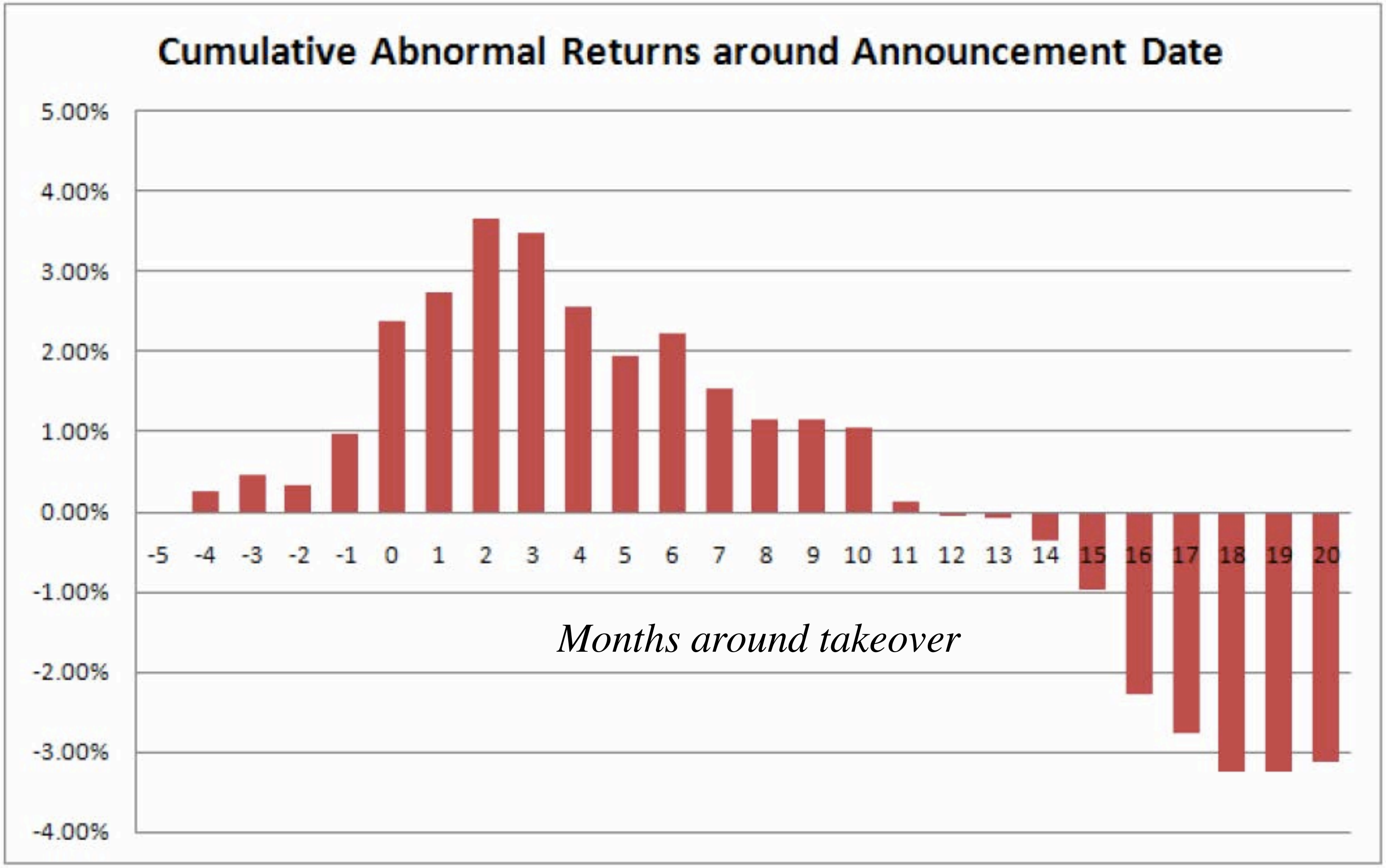
68



And the long-term follow up is not positive either..

- Managers often argue that the market is unable to see the long term benefits of mergers that they can see at the time of the deal. If they are right, mergers should create long term benefits to acquiring firms.
- The evidence does not support this hypothesis:
  - McKinsey and Co. has examined acquisition programs at companies on
    - Did the return on capital invested in acquisitions exceed the cost of capital?
    - Did the acquisitions help the parent companies outperform the competition?
    - Half of all programs failed one test, and a quarter failed both.
  - Synergy is elusive. KPMG in a more recent study of global acquisitions concludes that most mergers (>80%) fail - the merged companies do worse than their peer group.
  - A large number of acquisitions that are reversed within fairly short time periods. About 20% of the acquisitions made between 1982 and 1986 were divested by 1988. In studies that have tracked acquisitions for longer time periods (ten years or more) the divestiture rate of acquisitions rises to almost 50%.

A scary thought… The disease is spreading… Indian firms acquiring US targets – 1999 - 2005



Growing through acquisitions seems to be a "loser's game"

- Firms that grow through acquisitions have generally had far more trouble creating value than firms that grow through internal investments.
- In general, acquiring firms tend to
  - Pay too much for target firms
  - Over estimate the value of "synergy" and "control"
  - Have a difficult time delivering the promised benefits
- Worse still, there seems to be very little learning built into the process. The same mistakes are made over and over again, often by the same firms with the same advisors.
- Conclusion: There is something structurally wrong with the process for acquisitions which is feeding into the mistakes.

The seven sins in acquisitions…

1. Risk Transference: Attributing acquiring company risk characteristics to the target firm.
2. Debt subsidies: Subsiding target firm stockholders for the strengths of the acquiring firm.
3. Auto-pilot Control: The “20% control premium” and other myth…
4. Elusive Synergy: Misidentifying and mis-valuing synergy.
5. Its all relative: Transaction multiples, exit multiples…
6. Verdict first, trial afterwards: Price first, valuation to follow
7. It’s not my fault: Holding no one responsible for delivering results.

Testing sheet

Test	Passed/Failed	Rationalization
Risk transference		
Debt subsidies		
Control premium		
The value of synergy		
Comparables and Exit Multiples		
Bias		
A successful acquisition strategy		

Lets start with a target firm

- The target firm has the following income statement:

Revenues	100
Operating Expenses	80
= Operating Income	20
Taxes	8
= After-tax OI	12

- Assume that this firm will generate this operating income forever (with no growth) and that the cost of equity for this firm is 20%. The firm has no debt outstanding. What is the value of this firm?

Test 1: Risk Transference...

- Assume that as an acquiring firm, you are in a much safer business and have a cost of equity of 10%. What is the value of the target firm to you?

Lesson 1: Don't transfer your risk characteristics to the target firm

- The cost of equity used for an investment should reflect the risk of the investment and not the risk characteristics of the investor who raised the funds.
- Risky businesses cannot become safe just because the buyer of these businesses is in a safe business.

Test 2: Cheap debt?

- Assume as an acquirer that you have access to cheap debt (at 4%) and that you plan to fund half the acquisition with debt. How much would you be willing to pay for the target firm?

Lesson 2: Render unto the target firm that which is the target firm's but not a penny more..

- As an acquiring firm, it is entirely possible that you can borrow much more than the target firm can on its own and at a much lower rate. If you build these characteristics into the valuation of the target firm, you are essentially transferring wealth from your firm's stockholder to the target firm's stockholders.
- When valuing a target firm, use a cost of capital that reflects the debt capacity and the cost of debt that would apply to the firm.

Test 3: Control Premiums

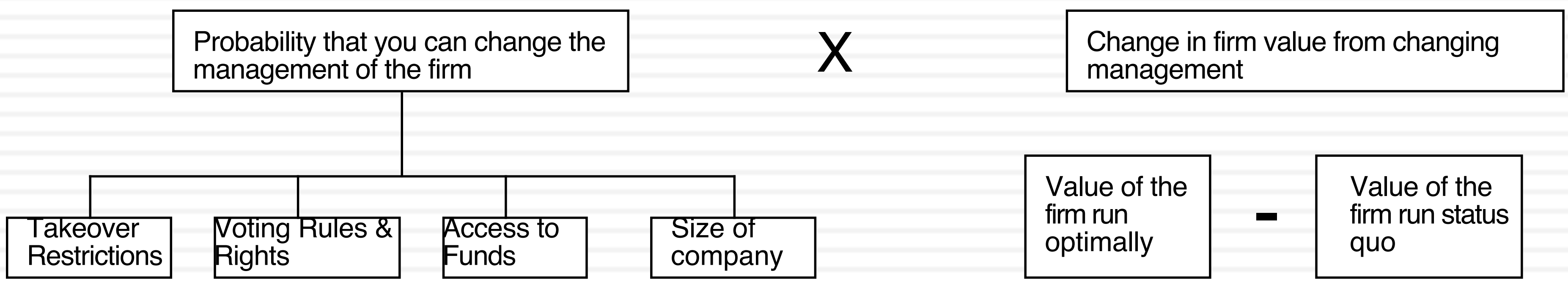
- Assume that you are now told that it is conventional to pay a 20% premium for control in acquisitions (backed up by Mergerstat). How much would you be willing to pay for the target firm?

- Would your answer change if I told you that you can run the target firm better and that if you do, you will be able to generate a 30% pre-tax operating margin (rather than the 20% margin that is currently being earned).

- What if the target firm were perfectly run?

The Expected Value of Control

The Value of Control



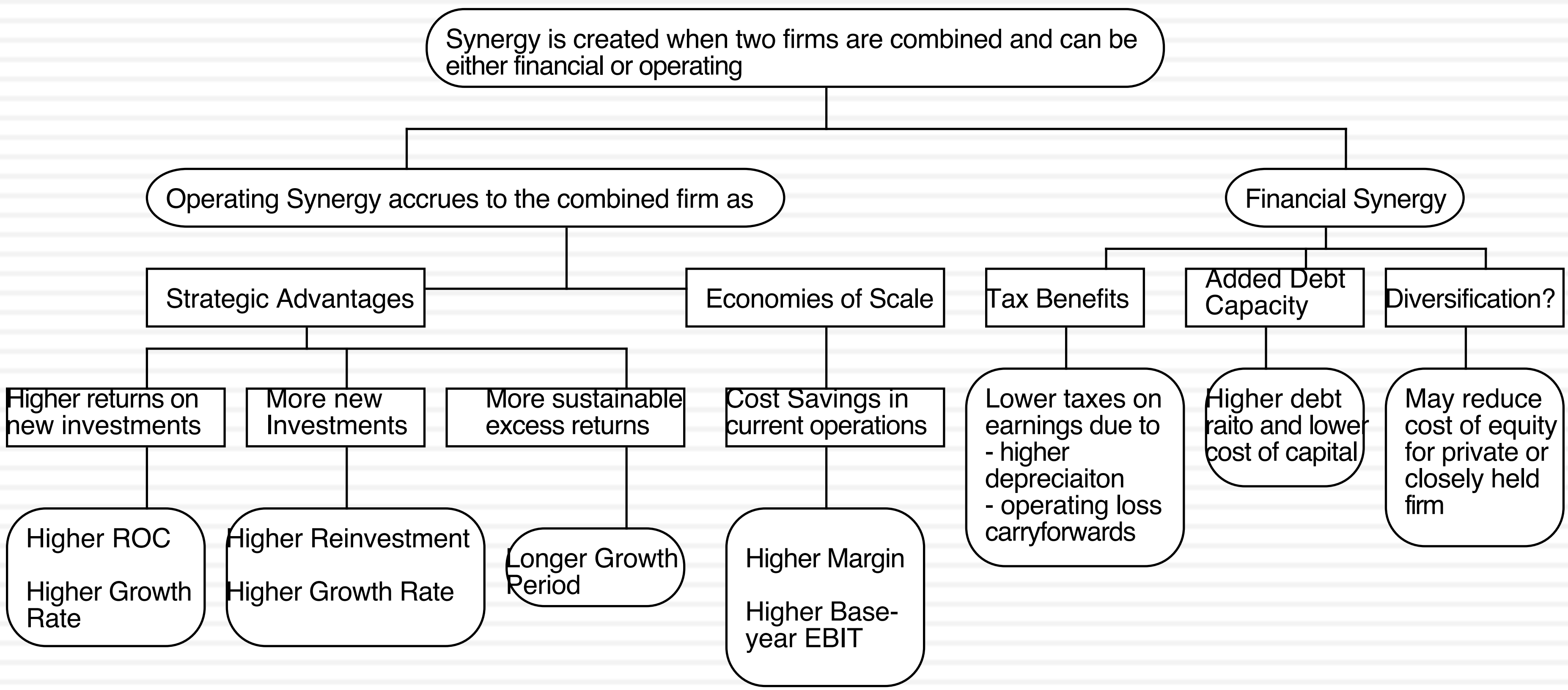
Lesson 3: Beware of rules of thumb…

- Valuation is cluttered with rules of thumb. After painstakingly valuing a target firm, using your best estimates, you will be often be told that
  - It is common practice to add arbitrary premiums for brand name, quality of management, control etc…
  - These premiums will be often be backed up by data, studies and services. What they will not reveal is the enormous sampling bias in the studies and the standard errors in the estimates.
  - If you have done your valuation right, those premiums should already be incorporated in your estimated value. Paying a premium will be double counting.

Test 4: Synergy….

- Assume that you are told that the combined firm will be less risky than the two individual firms and that it should have a lower cost of capital (and a higher value). Is this likely?
- Assume now that you are told that there are potential growth and cost savings synergies in the acquisition. Would that increase the value of the target firm?
- Should you pay this as a premium?

The Value of Synergy



Valuing Synergy

(1) the firms involved in the merger are valued independently, by discounting expected cash flows to each firm at the weighted average cost of capital for that firm.

(2) the value of the combined firm, with no synergy, is obtained by adding the values obtained for each firm in the first step.

(3) The effects of synergy are built into expected growth rates and cashflows, and the combined firm is re-valued with synergy.

Value of Synergy = Value of the combined firm, with synergy - Value of the combined firm, without synergy

Synergy - Example 1
Higher growth and cost savings

	P&G	Gillette	Piglet: No Synergy	Piglet: Synergy	
Free Cashflow to Equity	$5,864.74	$1,547.50	$7,412.24	$7,569.73	Annual operating expenses reduced by $250 million
Growth rate for first 5 years	12%	10%	11.58%	12.50%	Slighly higher growth rate
Growth rate after five years	4%	4%	4.00%	4.00%	
Beta	0.90	0.80	0.88	0.88	
Cost of Equity	7.90%	7.50%	7.81%	7.81%	Value of synergy
Value of Equity	$221,292	$59,878	$281,170	$298,355	**$17,185**

Synergy: Example 3
Tax Benefits?

- Assume that you are Best Buy, the electronics retailer, and that you would like to enter the hardware component of the market. You have been approached by investment bankers for Zenith, which while still a recognized brand name, is on its last legs financially. The firm has net operating losses of $ 2 billion. If your tax rate is 36%, estimate the tax benefits from this acquisition.

- If Best Buy had only $500 million in taxable income, how would you compute the tax benefits?

- If the market value of Zenith is $800 million, would you pay this tax benefit as a premium on the market value?

Lesson 4: Don't pay for buzz words

- Through time, acquirers have always found ways of justifying paying for premiums over estimated value by using buzz words - synergy in the 1980s, strategic considerations in the 1990s and real options in this decade.
- While all of these can have value, the onus should be on those pushing for the acquisitions to show that they do and not on those pushing against them to show that they do not.

Test 5: Comparables and Exit Multiples

- Now assume that you are told that an analysis of other acquisitions reveals that acquirers have been willing to pay 5 times EBIT.. Given that your target firm has EBIT of $ 20 million, would you be willing to pay $ 100 million for the acquisition?
- What if I estimate the terminal value using an exit multiple of 5 times EBIT?
- As an additional input, your investment banker tells you that the acquisition is accretive. (Your PE ratio is 20 whereas the PE ratio of the target is only 10… Therefore, you will get a jump in earnings per share after the acquisition…)

Biased samples = Poor results

- Biased samples yield biased results. Basing what you pay on what other acquirers have paid is a recipe for disaster. After all, we know that acquirer, on average, pay too much for acquisitions. By matching their prices, we risk replicating their mistakes.
- Even when we use the pricing metrics of other firms in the sector, we may be basing the prices we pay on firms that are not truly comparable.
- When we use exit multiples, we are assuming that what the market is paying for comparable companies today is what it will continue to pay in the future.

Lesson 5: Don't be a lemming…

- All too often, acquisitions are justified by using one of the following two arguments:
  - Every one else in your sector is doing acquisitions. You have to do the same to survive.
  - The value of a target firm is based upon what others have paid on acquisitions, which may be much higher than what your estimate of value for the firm is.
- With the right set of comparable firms, you can justify almost any price.
- EPS accretion is a meaningless measure. After all, buying an company with a PE lower than yours will lead mathematically to EPS accretion.

Test 6: The CEO really wants to do this... or there are competitive pressures...

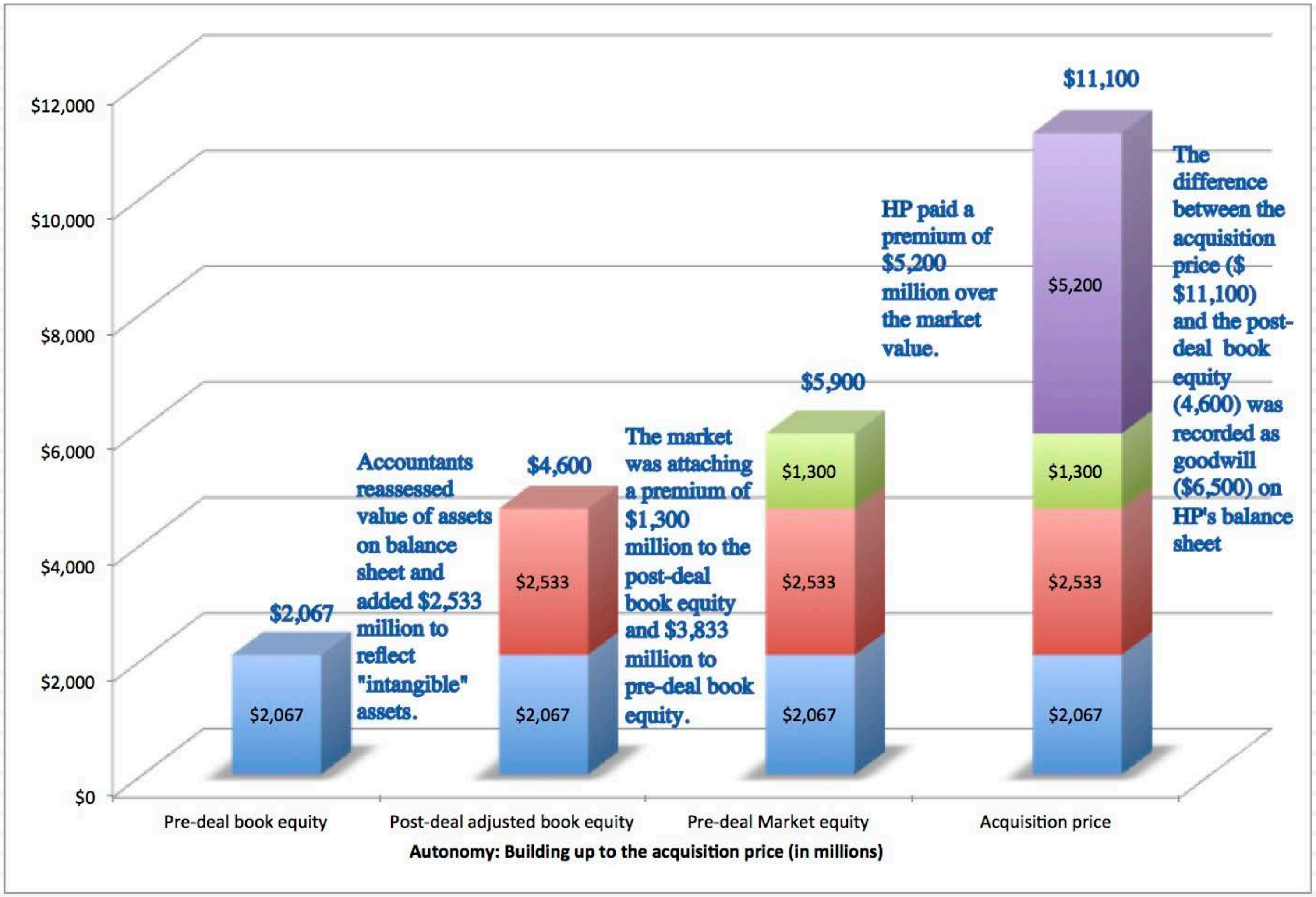
- Now assume that you know that the CEO of the acquiring firm really, really wants to do this acquisition and that the investment bankers on both sides have produced fairness opinions that indicate that the firm is worth $ 100 million. Would you be willing to go along?

- Now assume that you are told that your competitors are all doing acquisitions and that if you don't do them, you will be at a disadvantage? Would you be willing to go along?

Lesson 6: Don't let egos or investment bankers get the better of common sense…

- If you define your objective in a bidding war as winning the auction at any cost, you will win. But beware the winner's curse!
- The premiums paid on acquisitions often have nothing to do with synergy, control or strategic considerations (though they may be provided as the reasons). They may just reflect the egos of the CEOs of the acquiring firms. There is evidence that "over confident" CEOs are more likely to make acquisitions and that they leave a trail across the firms that they run.
- Pre-emptive or defensive acquisitions, where you over pay, either because everyone else is overpaying or because you are afraid that you will be left behind if you don't acquire are dangerous. If the only way you can stay competitive in a business is by making bad investments, it may be best to think about getting out of the business.

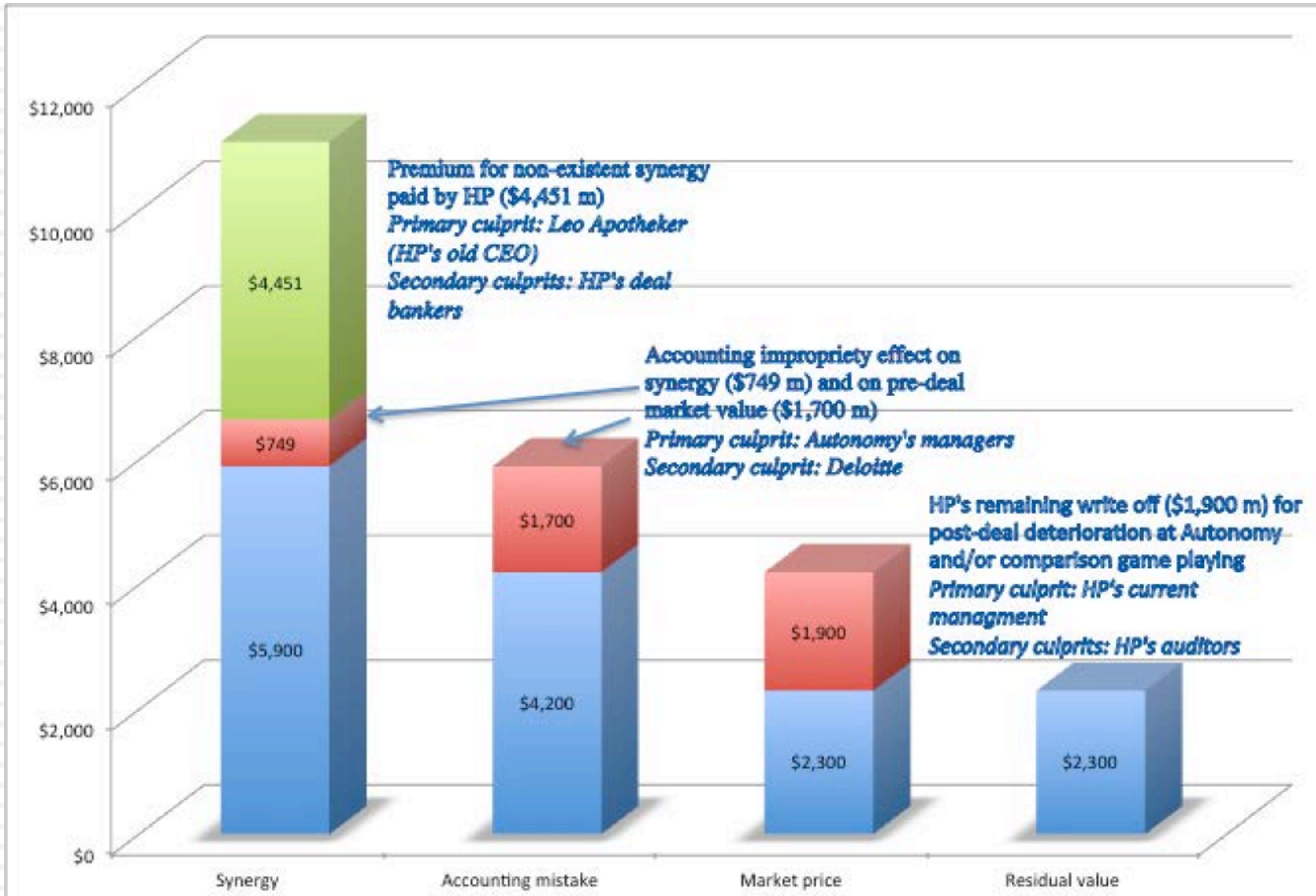
To illustrate: A bad deal is made, and justified by accountants & bankers



The CEO steps in… and digs a hole…

- Leo Apotheker was the CEO of HP at the time of the deal, brought in to replace Mark Hurd, the previous CEO who was forced to resign because of a "sex" scandal.
- In the face of almost universal feeling that HP had paid too much for Autonomy, Mr. Apotheker addressing a conference at the time of the deal: "We have a **pretty rigorous process inside H.P.** that we follow for **all our acquisitions**, which is a **D.C.F.-based model**," he said, in a reference to discounted cash flow, a standard valuation methodology. "And we try to take a **very conservative view**."
- Apotheker added, "Just to make sure everybody understands, Autonomy will be, on Day 1, **accretive to H.P**….. "**Just take it from us**. We did that analysis at **great length, in great detail**, and we feel that we paid a **very fair price** for Autonomy. And it will give a **great return to our shareholders**.

A year later… HP admits a mistake…and explains it…

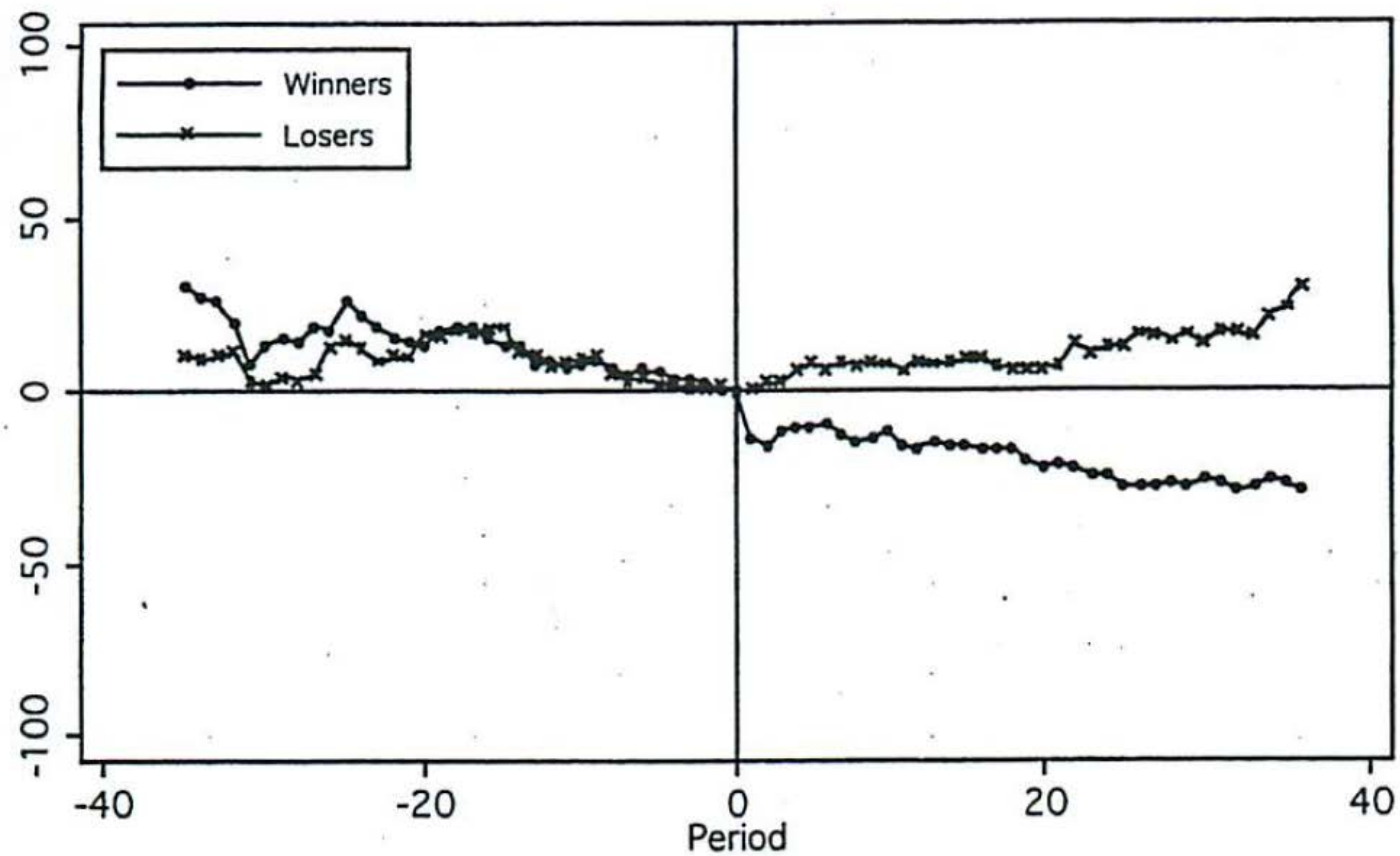


Test 7: Is it hopeless?

- The odds seem to be clearly weighted against success in acquisitions. If you were to create a strategy to grow, based upon acquisitions, which of the following offers your best chance of success?

This	Or this
Sole Bidder	Bidding War
Public target	Private target
Pay with cash	Pay with stock
Small target	Large target
Cost synergies	Growth synergies

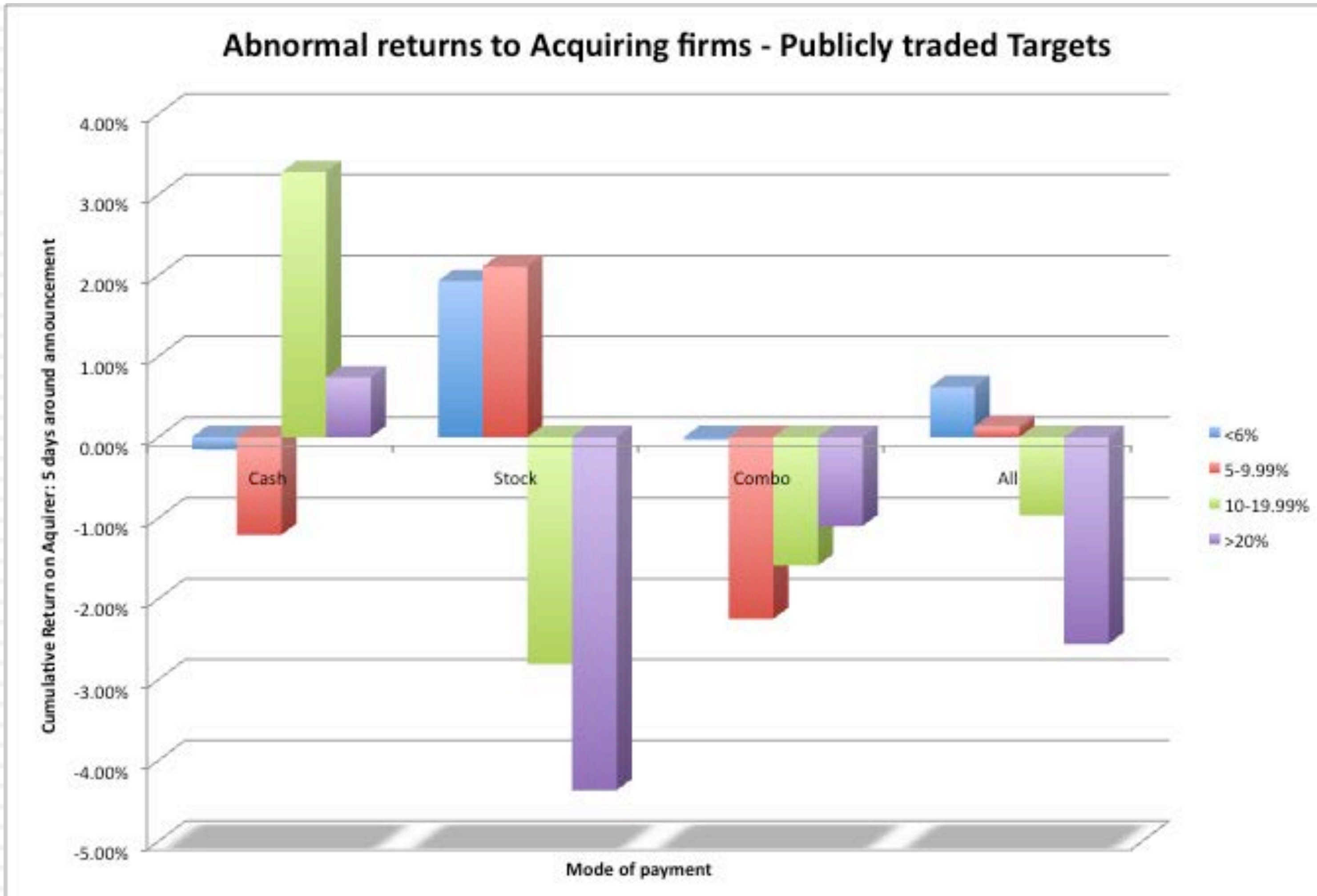
Better to lose a bidding war than to win one…



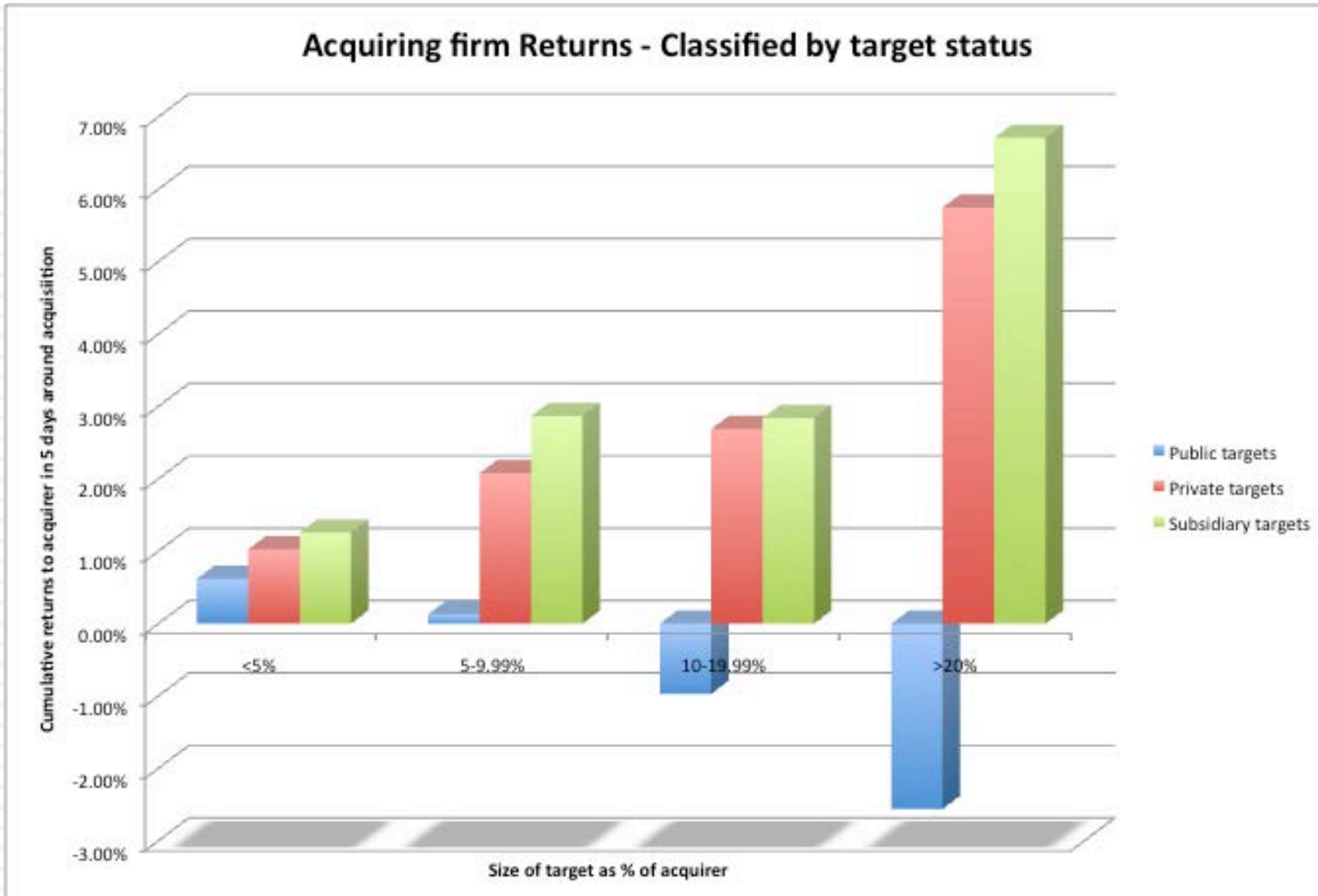
(a) Market-adjusted CARs

Returns in the 40 months before & after bidding war
Source: Malmendier, Moretti & Peters (2011)

You are better off buying small rather than large targets… with cash rather than stock



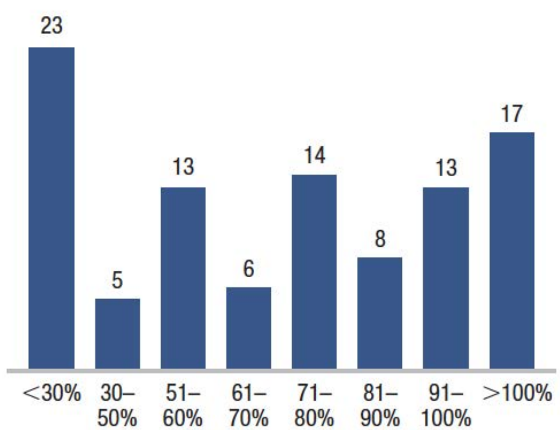
And focusing on private firms and subsidiaries, rather than public firms…



Growth vs Cost Synergies

Top-line trouble: 70 percent of mergers failed to achieve expected revenue synergies

Mergers achieving stated percentage of expected revenue synergies, percent $N = 77$



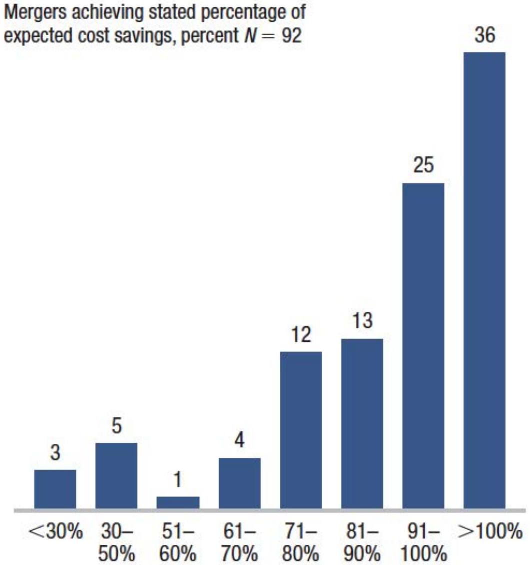
Typical sources of estimation error

- Ignoring or underestimating customer losses (typically 2% to 5%) that result from the integration
- Assuming growth or share targets out of line with overall market growth and competitive dynamics (no "outside view" calibration)

Source: McKinsey (2002) Postmerger Management Practice client survey; client case studies

Cost-synergy estimation is better, but there are patterns emerging in the errors

Mergers achieving stated percentage of expected cost savings, percent $N = 92$



Typical sources of estimation error

- Underestimating one-time costs
- Using benchmarks from noncomparable situations
- Not sanity-checking management estimates against precedent transactions
- Failing to ground estimates in bottom-up analysis (e.g., location-by-location review of overlaps

Source: McKinsey (2002) Postmerger Management Practice client survey; client case studies

Synergy: Odds of success

- Studies that have focused on synergies have concluded that you are far more likely to deliver cost synergies than growth synergies.
- Synergies that are concrete and planned for at the time of the merger are more likely to be delivered than fuzzy synergies.
- Synergy is much more likely to show up when someone is held responsible for delivering the synergy.
- You are more likely to get a share of the synergy gains in an acquisition when you are a single bidder than if you are one of multiple bidders.

Lesson 7: For acquisitions to create value, you have to stay disciplined..

1. If you have a successful acquisition strategy, stay focused on that strategy. Don't let size or hubris drive you to "expand" the strategy.
2. Realistic plans for delivering synergy and control have to be put in place before the merger is completed. By realistic, we have to mean that the magnitude of the benefits have to be reachable and not pipe dreams and that the time frame should reflect the reality that it takes a while for two organizations to work as one.
3. The best thing to do in a bidding war is to drop out.
4. Someone (preferably the person pushing hardest for the merger) should be held to account for delivering the benefits.
5. The compensation for investment bankers and others involved in the deal should be tied to how well the deal works rather than for getting the deal done.

A Really Big Deal! InBev buys SABMiller

ABInBev (The Acquirer)
- Incorporated in US
- Largest beer company in the world with revenues of $46 billion
- Strongest in Latin America (Brazil) and US
- History of growing with acquisitions

SABMiller (The Target)
- Incorporated in UK
- Second largest brewer in the world with revenues of $22 billion
- Strongest in Africa and Latin America (other than Brazil)
- Owns 58% of MillerCoors, a JV with Molson Beer and other associates.

Motives for merger
1. Global Complementarity
- Grow AB in Africa
- Grow SAB in Latin America
2. Consolidation
- Cost cutting (in Latin America)

First News Story
September 15, 2015

Market Capitalization
ABInBev: $175 billion
SABMiller: $75 billion

Deal Reached
October 13, 2015

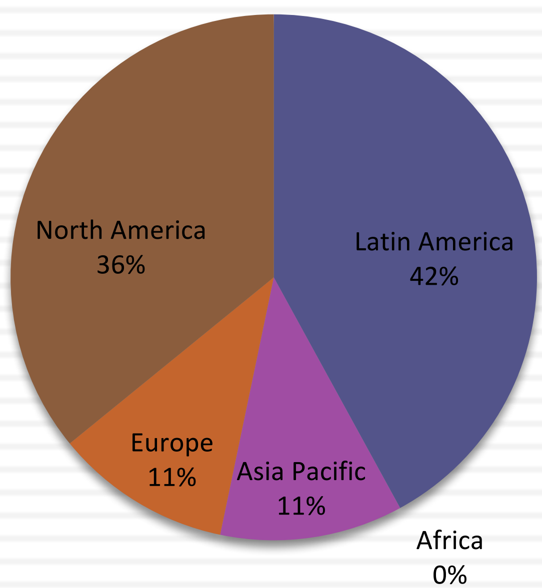
Market Capitalization
ABInBev: $183 billion
SABMiller: $100 billion

Consequences
- Sell stake in MillerCoors
- Sell Chinese segment of SAB

The Acquirer (ABInBev)

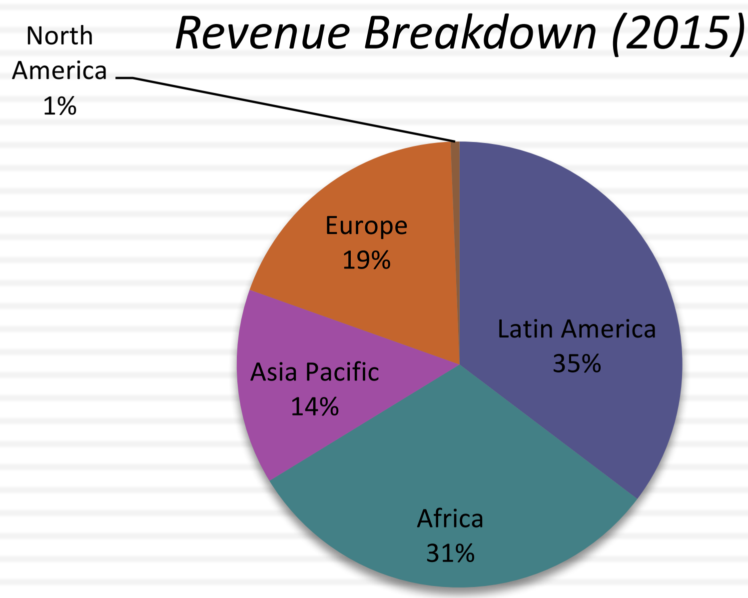
Capital Mix		*Operating Metrics*	
Interest-bearing Debt	$51,504	Revenues	$45,762.00
Lease Debt	$1,511	Operating Income (EBIT)	$14,772.00
Market Capitalization	$173,760	Operating Margin	32.28%
Debt to Equity ratio	30.51%	Effective tax rate	18.00%
Debt to Capital ratio	23.38%	After-tax return on capital	12.10%
Bond Rating	A2	Reinvestment Rate =	50.99%

Revenue Breakdown (2014)



The Target (SABMiller)

Capital Mix		*Operating Metrics*	
Interest-bearing Debt	$12,550	Revenues	$22,130.00
Lease Debt	$368	Operating Income (EBIT)	$4,420.00
Market Capitalization	$75,116	Operating Margin	19.97%
Debt to Equity ratio	17.20%	Effective tax rate	26.40%
Debt to Capital ratio	14.67%	After-tax return on capital	10.32%
Bond Rating	A3	Reinvestment Rate =	16.02%



The Three (Value) Reasons for Acquisitions

- Undervaluation: You buy a target company because you believe that the market is mispricing the company and that you can buy it for less than its "fair" value.
- Control: You buy a company that you believe is badly managed, with the intent of changing the way it is run. If you are right on the first count and can make the necessary changes, the value of the firm should increase under your management
- Synergy: You buy a company that you believe, when combined with a business (or resource) that you already own, will be able to do things that you could not have done as separate entities. This synergy can be
  - Offensive synergy: Higher growth and increased pricing power
  - Defensive synergy: Cost cutting, consolidation & preempting competitors.
  - Tax synergy: Directly from tax clauses or indirectly through dent

SAB Miller Status Quo Value

	SAB Miller	*+ Coors JV*	*+ Share of Associates*	*SAB Miller Consolidated*
Revenues	$22,130.00	$5,201.00	$6,099.00	
Operating Margin	19.97%	15.38%	10.72%	
Operating Income (EBIT)	$4,420.00	$800.00	$654.00	
Invested Capital	$31,526.00	$5,428.00	$4,459.00	
Beta	0.7977	0.6872	0.6872	
ERP	8.90%	6.00%	7.90%	
Cost of Equity =	9.10%	6.12%	7.43%	
After-tax cost of debt =	2.24%	2.08%	2.24%	
Debt to Capital Ratio	14.67%	0.00%	0.00%	
Cost of capital =	8.09%	6.12%	7.43%	
After-tax return on capital =	10.33%	11.05%	11.00%	
Reinvestment Rate =	16.02%	40.00%	40.00%	
Expected growth rate=	1.65%	4.42%	4.40%	
Number of years of growth	5	5	5	
Value of firm				
PV of FCFF in high growth =	$11,411.72	$1,715.25	$1,351.68	
Terminal value =	$47,711.04	$15,094.36	$9,354.28	
Value of operating assets today =	**$43,747.24**	**$12,929.46**	**$7,889.56**	**$64,566.26**
+ Cash				$1,027.00
- Debt				$12,918.00
- Minority Interests				$1,183.00
Value of equity				**$51,492.26**

Price on September 15, 2015: $75 billion > $51.5 billion

SABMiller: Potential for Control

	SABMiller	*ABInBev*	*Global Alcoholic Beverage Sector*
Pre-tax Operating Margin	19.97%	32.28%	19.23%
Effective Tax Rate	26.36%	18.00%	22.00%
Pre-tax ROIC	14.02%	14.76%	17.16%
ROIC	10.33%	12.10%	13.38%
Reinvestment Rate	16.02%	50.99%	33.29%
Debt to Capital	14.67%	23.38%	18.82%

SABMiller: Value of Control

	Status Quo Value	Optimal value	
Cost of Equity =	9.10%	9.37%	
After-tax cost of debt =	2.24%	2.24%	
Cost of capital =	8.09%	8.03%	
After-tax return on capital =	10.33%	12.64%	
Reinvestment Rate =	16.02%	33.29%	
Expected growth rate=	1.65%	4.21%	
Value of firm			
PV of FCFF in high growth =	$11,411.72	$9,757.08	
Terminal value =	$47,711.04	$56,935.06	
Value of operating assets today =	**$43,747.24**	**$48,449.42**	
+ Cash	$1,027.00	$1,027.00	
+ Minority Holdings	$20,819.02	$20,819.02	
- Debt	$12,918.00	$12,918.00	
- Minority Interests	$1,183.00	$1,183.00	*Value of Control*
Value of equity	**$51,492.26**	**$56,194.44**	**$4,702.17**

Price on September 15, 2015: $75 billion > $51.5 + $4.7 billion

The Synergies?

	Inbev	*SABMiller*	*Combined firm (status quo)*	*Combined firm (synergy)*
Levered Beta	0.85	0.8289	0.84641	0.84641
Pre-tax cost of debt	3.0000%	3.2000%	3.00%	3.00%
Effective tax rate	18.00%	26.36%	19.92%	19.92%
Debt to Equity Ratio	30.51%	23.18%	29.71%	29.71%
Revenues	$45,762.00	$22,130.00	$67,892.00	$67,892.00
Operating Margin	32.28%	19.97%	28.27%	30.00%
Operating Income (EBIT)	$14,771.97	$4,419.36	$19,191.33	$20.368
After-tax return on capital	12.10%	12.64%	11.68%	12.00%
Reinvestment Rate =	50.99%	33.29%	43.58%	50.00%
Expected Growth Rate	6.17%	4.21%	5.09%	6.00%

The value of synergy

	Inbev	SABMiller	Combined firm (status quo)	Combined firm (synergy)
Cost of Equity =	8.93%	9.37%	9.12%	9.12%
After-tax cost of debt =	2.10%	2.24%	2.10%	2.10%
Cost of capital =	7.33%	8.03%	7.51%	7.51%
After-tax return on capital =	12.10%	12.64%	11.68%	12.00%
Reinvestment Rate =	50.99%	33.29%	43.58%	50.00%
Expected growth rate=	6.17%	4.21%	5.09%	6.00%
Value of firm				
PV of FCFF in high growth =	$28,733	$9,806	$38,539	$39,151
Terminal value =	$260,982	$58,736	$319,717	$340,175
Value of operating assets =	$211,953	$50,065	$262,018	$276,610

Value of synergy = 276,610 – 262,018 = 14,592 million

Passing Judgment

- If you add up the restructured firm value of $56.2 billion to the synergy value of $14.6 billion, you get a value of about $70.8 billion.
- That is well below the $104 billion that ABInBev is planning to pay for SABMiller.
- One of the following has to be true:
  - I have massively under estimated the potential for synergy in this merger (either in terms of higher margins or higher growth).
  - ABInBev has over paid significantly on this deal. That would go against their history as a good acquirer and against the history of 3G Capital as a good steward of capital.