

# FIN 514

## Repurchase Tender Offers

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- 1. Cash flow out of the firm to shareholders**
  - alternative to dividend payments
  - before recent changes in the tax laws, capital gains were taxed at lower rates (so this was better than dividends for making payments to shareholders)
  - unless all shareholders tender all of their shares, the payments to shareholders are not in proportion to stockholdings
- 2. Usually there is a premium offered to induce shareholders to sell**
  - to realize capital gains and pay taxes

# RPO's: How Should Stock Prices Behave?

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## "Cash-box model of the firm"

- firm's asset is a box of cash (\$10 million)
- pre-offer price per share = \$10 (1 million shares)
- buy-back 20% of shares @ 20% premium (200,000 shares @ \$12)
- post-expiration of the offer stock price is  $[(\$10 - \$2.4)/.8] = \$9.50$

# **RPO's: Cash Box Model (cont.)**

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- equivalent to paying a special \$.50 dividend and retiring 200,000 shares

**During the offer period the price should stay at \$10**

- each 100 shares of stock bought for \$10 would be worth 80 shares at \$9.50 plus 20 shares at \$12 (\$1,000)
- all shares should be tendered so that each shareholder will receive his pro-rationed share of the "dividend"

# RPO's: Cash Box Model (cont.)

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**NOTE: this is a purely financial transaction  
(paying cash out of the company)**

- the ex-dividend price of the stock equals the original stock price minus the implied dividend
- there is no information effect

# **RPO's: Information Effect**

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**If management thinks the stock is undervalued, it is willing to pay a premium for the stock**

- **opposite of a seasoned equity offering**
  - **often, management or insiders choose not to participate in the offer**

# Summary of Evidence on Repurchase Tender Offers

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## Dann's JFE paper:

- 20% premium for 15% of the stock
- 14.6% of shares outstanding acquired (18% tendered!)
- duration of offer 22 trading days (one month)
- 2-day announcement return to stock = 15%
- small (2-3%) drop in CAR after 20 trading days = ex-dividend effect

# Dann's JFE paper on RPO's

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**Small downward drift in CAR in the 40 days  
before the offer is announced**

- **price remains about 12% above pre-offer price  
after the offer expires**
- **not a wealth transfer from bondholders**
- **convertible bond and stock prices rise, straight  
bond prices stay the same**

# Vermaelen's JFE paper on RPO's

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## Similar behavior for RPO's

- except no downward drift before the offer

**243 open market repurchases follow -5% downward drift in prices before announcement, and a 2-3% announcement effect**

- these don't offer a premium, so there is no ex-dividend effect and a smaller information effect
- earnings behavior is much better in 5 years after repurchase than in 5 years before



# Masulis' J Fin paper on RPO's

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**-5% stock price reaction when oversubscribed  
and firm doesn't decide to buy all shares (pro-  
rata purchase)**

- **relatively bad news**

# Comment & Jarrell J Fin paper on Dutch Auction RPO's

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97 fixed price and 72 Dutch Auction RPO's; 1,197 open market repurchase authorizations from 1984-89

## Dutch auction:

- firm specifies number of shares it wants to purchase and range of prices
- shareholders tender shares with minimum acceptable price
- firm sets repurchase price by finding lowest price that will yield number of shares sought

# Signaling by Insiders in RPO's

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**3-day announcement return is larger for fixed price offers**

- 8.3% vs. 7.5%

**offer premiums are larger (in %) for smaller firms**

- Lakonishok & Vermaelen (JFin, 1990): 24.3% for smallest quintile vs. 8.3% for largest quintile

**announcement effect is larger if officers & directors forego a large "dividend"**

# Stock Price Reaction to Self-Tender Announcements (Table 5)

## Open market & tender offers combined, 3-day return:

constant =	.68%	(t=2.15)
Dutch auction =	1.77%	(t=1.67)
fixed price =	2.18%	(t=1.49)
O&D "at risk" =	5.03%	(t=3.64)
max % sought =	.20	(t=6.48)
prior 40 day		
excess return =	-.09	(t=-5.04)
current market		
return =	1.15	(t=27.2)
R-squared =	.448	(N=1,284)

# Repurchase Tender Offers: Summary

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## **(1) "Cash box" model of the firm doesn't explain the facts**

- stock price jumps when premium RPO is announced
- "ex-dividend" effect occurs after offer expires, but price remains about 12% above pre-offer price

## **(2) Information/signaling effect of RPO's is greater when insiders say they are foregoing the dividend**

- lower, on avg, in Dutch auction offers

# Repurchase Tender Offers: Questions

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**(1) Why would a firm buy back 20% of its stock? (at a 20% premium?)**

**(2) Is a premium RPO an alternative to a cash dividend for disgorging cash?**

- Do shareholders receive the dividend in proportion to ownership?
- Does it matter?

**(3) What are the corporate control implications of a large RPO?**

- Is it a partial LBO?

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