What is corporate finance?

- Every decision that a business makes has financial implications, and any decision which affects the finances of a business is a corporate finance decision.
- Defined broadly, everything that a business does fits under the rubric of corporate finance.
Objectives

- To give you the capacity to understand the theory and apply, in real world situations, the techniques that have been developed in corporate finance.
  - Motto for class: If it cannot be applied, who cares?

- To give you the big picture of corporate finance so that you can understand how things fit together.
  - Motto for class: You can forget the details, but don’t miss the storyline.

- To show you that corporate finance is fun.
  - Motto for class: Are we having fun yet?
The Traditional Accounting Balance Sheet

## The Balance Sheet

<table>
<thead>
<tr>
<th>Assets</th>
<th>Liabilities</th>
</tr>
</thead>
<tbody>
<tr>
<td>Long Lived Real Assets</td>
<td>Current Liabilities</td>
</tr>
<tr>
<td>Fixed Assets</td>
<td>Short-term liabilities of the firm</td>
</tr>
<tr>
<td>Short-lived Assets</td>
<td>Debt</td>
</tr>
<tr>
<td>Current Assets</td>
<td>Debt obligations of firm</td>
</tr>
<tr>
<td>Investments in securities &amp; assets of other firms</td>
<td>Other Liabilities</td>
</tr>
<tr>
<td>Financial Investments</td>
<td>Other long-term obligations</td>
</tr>
<tr>
<td>Assets which are not physical, like patents &amp; trademarks</td>
<td>Equity</td>
</tr>
<tr>
<td>Intangible Assets</td>
<td>Equity investment in firm</td>
</tr>
</tbody>
</table>
The Financial View of the Firm

**Assets**
- Existing Investments
  - Generate cash flows today
  - Includes long lived (fixed) and short-lived (working capital) assets
- Expected Value that will be created by future investments

**Liabilities**
- Debt
  - Fixed Claim on cash flows
  - Little or No role in management
  - Fixed Maturity
  - Tax Deductible
- Equity
  - Residual Claim on cash flows
  - Significant Role in management
  - Perpetual Lives
First Principles & The Big Picture

Maximize the value of the business (firm)

**The Investment Decision**
Invest in assets that earn a return greater than the minimum acceptable hurdle rate

- The **hurdle rate** should reflect the riskiness of the investment and the mix of debt and equity used to fund it.
- The **return** should reflect the magnitude and the timing of the cashflows as well as all side effects.

**The Financing Decision**
Find the right kind of debt for your firm and the right mix of debt and equity to fund your operations

- The **optimal mix** of debt and equity maximizes firm value
- The **right kind** of debt matches the tenor of your assets

**The Dividend Decision**
If you cannot find investments that make your minimum acceptable rate, return the cash to owners of your business

- How much **cash** you can return depends upon current & potential investment opportunities
- How you choose to return cash to the owners will depend whether they prefer dividends or buybacks

Maximize the value of the business (firm)
Theme 1: Corporate finance is “common sense”

- There is nothing earth shattering about any of the first principles that govern corporate finance. After all, arguing that taking investments that make 9% with funds that cost 10% to raise seems to be stating the obvious (the investment decision), as is noting that it is better to find a funding mix which costs 10% instead of 11% (the financing decision) or positing that if most of your investment opportunities generate returns less than your cost of funding, it is best to return the cash to the owners of the business and shrink the business.

- Shrewd business people, notwithstanding their lack of exposure to corporate finance theory, have always recognized these fundamentals and put them into practice.
Theme 2: Corporate finance is focused...

- It is the focus on maximizing the value of the business that gives corporate finance its focus. As a result of this singular objective, we can
  - Choose the “right” investment decision rule to use, given a menu of such rules.
  - Determine the “right” mix of debt and equity for a specific business.
  - Examine the “right” amount of cash that should be returned to the owners of a business and the “right” amount to hold back as a cash balance.

- This certitude does come at a cost. To the extent that you accept the objective of maximizing firm value, everything in corporate finance makes complete sense. If you do not, nothing will.
Theme 3: The focus changes across the life cycle...

Con Ed’s Financial Balance Sheet

<table>
<thead>
<tr>
<th>Assets</th>
<th>Liabilities</th>
</tr>
</thead>
<tbody>
<tr>
<td>Investments already made</td>
<td>Debt $7 billion</td>
</tr>
<tr>
<td>Investments yet to be made</td>
<td>Equity $11 billion</td>
</tr>
</tbody>
</table>

Linkedin’s Financial Balance Sheet

<table>
<thead>
<tr>
<th>Assets</th>
<th>Liabilities</th>
</tr>
</thead>
<tbody>
<tr>
<td>Investments already made</td>
<td>Debt $0.00 billion</td>
</tr>
<tr>
<td>Investments yet to be made</td>
<td>Equity $13.6 billion</td>
</tr>
</tbody>
</table>
Every business, small or large, public or private, US or emerging market, has to make investment, financing and dividend decisions.

The objective in corporate finance for all of these businesses remains the same: maximizing value.

While the constraints and challenges that firms face can vary dramatically across firms, the first principles do not change.

- A publicly traded firm, with its greater access to capital markets and more diversified investor base, may have much lower costs of debt and equity than a private business, but they both should look for the financing mix that minimizes their costs of capital.

- A firm in an emerging markets may face greater uncertainty, when assessing new investments, than a firm in a developed market, but both firms should invest only if they believe they can generate higher returns on their investments than they face as their respective (and very different) hurdle rates.
Theme 5: If you violate 1st principles, you will pay!

- There are some investors/analysts/managers who convince themselves that the first principles don’t apply to them because of their superior education, standing or past successes, and then proceed to put into place strategies or schemes that violate first principles.
- Sooner or later, these strategies will blow up and create huge costs.
- Almost every corporate disaster or bubble has its origins in a violation of first principles.
Applied Corporate Finance

Disney
Sector: Entertainment
Incorporated in: US
Operations: Multinational
Size: Large market cap

Bookscape
Sector: Book Retail
Incorporated in: US
Operations: New York
Size: Large market cap
Other: Privately owned

Vale
Sector: Mining/Metals
Incorporated in: Brazil
Operations: Multinational
Size: Large market cap
Other: Government stake

Deutsche Bank
Sector: Bank/ Investment Bank
Incorporated in: Germany
Operations: Multinational
Size: Large market cap
Other: Regulated

Tata Motors
Sector: Automotive
Incorporated in: India
Operations: Multinational
Size: Mid market cap
Other: Family Group

Baidu
Sector: Online Search
Incorporated in: Cayman Isl
Operations: China
Size: Mid market cap
Other: Shell company (VIE)
Set Up and Objective
1: What is corporate finance
2: The Objective: Utopia and Let Down
3: The Objective: Reality and Reaction

The Investment Decision
Invest in assets that earn a return greater than the minimum acceptable hurdle rate

Hurdle Rate
4. Define & Measure Risk
5. The Risk free Rate
6. Equity Risk Premiums
7. Country Risk Premiums
8. Regression Betas
9. Beta Fundamentals
10. Bottom-up Betas
11. The "Right" Beta
12. Debt: Measure & Cost
13. Financing Weights

Investment Return
14. Earnings and Cash flows
15. Time Weighting Cash flows
16. Loose Ends

The Financing Decision
Find the right kind of debt for your firm and the right mix of debt and equity to fund your operations

Financing Mix
17. The Trade off
18. Cost of Capital Approach
19. Cost of Capital: Follow up
20. Cost of Capital: Wrap up
21. Alternative Approaches
22. Moving to the optimal

Financing Type
23. The Right Financing

The Dividend Decision
If you cannot find investments that make your minimum acceptable rate, return the cash to owners of your business

Dividend Policy
24. Trends & Measures
25. The trade off
26. Assessment
27. Action & Follow up
28. The End Game

Valuation
29. First steps
30. Cash flows
31. Growth
32. Terminal Value
33. To value per share
34. The value of control
35. Relative Valuation

36. Closing Thoughts