

Market for Corporate Control: Pre-Offer Takeover Defenses

- Poison pills to raise the cost of takeover¹
- Shark repellants to strengthen the target board's defenses
 - Staggered or classified board elections
 - Limiting when can remove directors
- Shark repellants to limit shareholder actions
 - Limitations on calling special meetings
 - Limiting consent solicitations
 - Advance notice and super-majority provisions
- Other shark repellants
 - Anti-greenmail and fair price provisions
 - Super-voting stock, re-incorporation, and golden parachutes

¹Note that poison pills could also be classified as post-offer defenses as they may be issued by the board as dividends without shareholder approval.



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Corporate Takeover Defenses

TD Snyder



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