



Universiteit
Leiden
The Netherlands

Goodwill and value creation of acquisitions

Lycklama à Nijeholt, M.P.

Citation

Lycklama à Nijeholt, M. P. (2010, May 12). *Goodwill and value creation of acquisitions*. Meijers-reeks. E.M. Meijers Instituut, Leiden. Retrieved from <https://hdl.handle.net/1887/15372>

Version: Not Applicable (or Unknown)

License: [Licence agreement concerning inclusion of doctoral thesis in the Institutional Repository of the University of Leiden](#)

Downloaded from: <https://hdl.handle.net/1887/15372>

Note: To cite this publication please use the final published version (if applicable).



Goodwill and value creation of acquisitions



Voor mijn ouders

Voor Peter, Emma en Siebren

Goodwill and value creation of acquisitions

PROEFSCHRIFT

ter verkrijging van
de graad van Doctor aan de Universiteit Leiden,
op gezag van Rector Magnificus prof. mr. P.F. van der Heijden,
volgens besluit van het College voor Promoties
te verdedigen op woensdag 12 mei 2010
klokke 15.00 uur

door

Maaike Pieter Nel Lycklama à Nijeholt

Geboren te Amsterdam

in 1968

Promotiecommissie:

| | | |
|--------------|------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------|
| Promotores: | prof. dr. J.M.J. Blommaert prof. dr. J.G. Kuijl RA | Universiteit Leiden/ Universiteit Tilburg Universiteit Leiden |
| Co-promotor: | dr. Y.K. Grift | Universiteit Utrecht |
| Leden: | prof. dr. A.B. Dorsman prof. dr. K.P. Goudswaard prof. dr. H.F.D. Hassink RA dr. D.H. van Offeren | Business Universiteit Nijenrode/ Vrije Universiteit Amsterdam Universiteit Leiden Universiteit Maastricht Universiteit Leiden |

Lay-out: AlphaZet prepress, Waddinxveen
ISBN 978 90 9025 290 2

Behoudens de in of krachtens de Auteurswet gestelde uitzonderingen mag niets uit deze uitgave worden verveelvoudigd, opgeslagen in een geautomatiseerd gegevensbestand, of openbaar gemaakt, in enige vorm of op enige wijze, hetzij elektronisch, mechanisch, door fotokopieën, opnemen of enige andere manier, zonder voorafgaande schriftelijke toestemming van de uitgever.

Voorzover het maken van reprografische verveelvoudigingen uit deze uitgave is toegestaan op grond van artikel 16h Auteurswet 1912 dient men de daarvoor wettelijk verschuldigde vergoedingen te voldoen aan de Stichting Reprorecht (Postbus 3051, 2130 KB Hoofddorp, www.reprorecht.nl). Voor het overnemen van (een) gedeelte(n) uit deze uitgave in bloemlezingen, readers en andere compilatiswerken (art. 16 Auteurswet) kan men zich wenden tot de Stichting PRO (Stichting Publicatie- en Reproductierechten Organisatie, Postbus 3060, 2130 KB Hoofddorp).

No part of this book may be reproduced in any form, by print, photoprint, microfilm or any other means without written permission from the publisher.

Table of Contents

| | |
|--------------------------------------------------------------------------------------|----|
| LIST OF ABBREVIATIONS | 9 |
| 1 INTRODUCTION | 11 |
| 1.1 Motivation | 11 |
| 1.2 Goal and research questions | 13 |
| 1.3 Demarcation of the research | 14 |
| 1.4 Research approach | 14 |
| 1.5 Scientific relevance | 14 |
| 1.6 Contents of the thesis | 15 |
| 2 GOODWILL: ECONOMIC CONSEQUENCES OF CHANGES IN ACCOUNTING | 19 |
| 2.1 Introduction | 19 |
| 2.2 Definitions of goodwill | 20 |
| 2.2.1 Economic concept of goodwill and accounting concept of goodwill | 20 |
| 2.2.2 Purchased goodwill and internally generated goodwill | 21 |
| 2.3 Reporting on purchased goodwill: a historical overview | 22 |
| 2.3.1 Accounting for purchased goodwill in the past: advantages and disadvantages | 22 |
| 2.3.1.1 Immediate adjustment against shareholders' equity | 23 |
| 2.3.1.2 Entering as an asset and amortization | 24 |
| 2.3.1.3 Immediate chargement of goodwill to income | 25 |
| 2.3.1.4 Pooling of interests | 25 |
| 2.3.2 Changes in reporting on purchased goodwill | 25 |
| 2.4 New regulation affecting reporting on purchased goodwill: features and arguments | 27 |
| 2.4.1 Purchase method for all business combinations | 27 |
| 2.4.1.1 Features | 27 |
| 2.4.1.2 Motives | 29 |
| 2.4.2 Annual impairment test replaces amortization of goodwill | 30 |
| 2.4.2.1 Features | 30 |
| 2.4.2.2 Motives | 35 |
| 2.4.2.3 Objections | 36 |
| 2.4.3 Acquired intangible assets must be recorded separately | 36 |
| 2.4.3.1 Features | 36 |
| 2.4.3.2 Motives | 38 |
| 2.5 Latest changes in US GAAP and IFRS | 38 |
| 2.6 Implications for the contents of reported goodwill: hypotheses 1 to 4 | 41 |

| | | |
|----------|----------------------------------------------------------------------------------|-----------|
| 2.6.1 | Implications of new regulation for the contents of reported goodwill | 41 |
| 2.6.2 | Hypotheses 1 to 4 based on first research question | 43 |
| 2.7 | State of the art of research into goodwill | 44 |
| 2.8 | Summary | 49 |
| 3 | GOODWILL EXPLAINED BY ACQUISITION THEORIES | 61 |
| 3.1 | Introduction | 61 |
| 3.2 | Theories on acquisitions | 62 |
| 3.2.1 | The efficiency theory | 62 |
| 3.2.1.1 | Operating synergies | 62 |
| 3.2.1.2 | Financial synergies | 63 |
| 3.2.1.3 | Tax savings | 64 |
| 3.2.1.4 | The efficiency theory and purchased goodwill | 64 |
| 3.2.2 | The empire-building theory | 65 |
| 3.2.2.1 | The empire-building theory explained | 65 |
| 3.2.2.2 | Diversification | 66 |
| 3.2.2.3 | Buying growth | 67 |
| 3.2.2.4 | Management entrenchment | 67 |
| 3.2.2.5 | Investing free cash flow | 67 |
| 3.2.2.6 | Bidder rather than target | 68 |
| 3.2.2.7 | The empire-building theory and purchased goodwill | 68 |
| 3.2.3 | The hubris theory | 69 |
| 3.2.3.1 | The hubris theory further explained | 69 |
| 3.2.3.2 | The hubris theory and purchased goodwill | 70 |
| 3.2.4 | Other factors influencing returns and their division between acquirer and target | 70 |
| 3.2.4.1 | Bargaining position | 70 |
| 3.2.4.2 | Misvaluation by the stock market | 71 |
| 3.2.4.3 | Bargaining, misvaluation, and purchased goodwill | 72 |
| 3.3 | State of the art of research into acquisition theories | 72 |
| 3.3.1 | Research into the efficiency theory | 73 |
| 3.3.2 | Research into the empire-building theory | 74 |
| 3.3.3 | Research into the hubris theory | 75 |
| 3.3.4 | Research into bargaining and the misvaluation theory | 75 |
| 3.3.4.1 | Research into factors influencing the bargaining position | 75 |
| 3.3.4.2 | Research into the misvaluation theory | 76 |
| 3.4 | State of the art of research explaining target returns and bid premiums | 77 |
| 3.5 | Hypotheses 5 to 7 explaining goodwill | 83 |
| 3.5.1 | Introduction | 83 |
| 3.5.2 | Hypotheses 5 to 7 based on second research question | 83 |
| 3.6 | Summary and conclusions | 86 |

| | | |
|---------|---------------------------------------------------------------------------------------------------------------------------------------|-----|
| 4 | DATA | 101 |
| 4.1 | Introduction | 101 |
| 4.2 | Data | 101 |
| 4.2.1 | Data on mergers and acquisitions | 101 |
| 4.2.2 | Data on goodwill amounts, intangible assets, and purchase prices | 103 |
| 4.2.3 | Data on stock returns and other variables | 105 |
| 4.3 | Data descriptives | 106 |
| 4.3.1 | Data descriptives full sample | 106 |
| 4.3.1.1 | Descriptives of dependent variables: goodwill and the acquisition price | 108 |
| 4.3.1.2 | Descriptives of the explanatory variables: industries and intangibles | 111 |
| 4.3.2 | Additional data descriptives time period 2002-2005 | 113 |
| 4.4 | Conclusions | 120 |
| | Appendix chapter 4: Stock excess returns and significance | 121 |
| 5 | RESEARCH INTO GOODWILL AND ECONOMIC CONSEQUENCES OF CHANGES IN ACCOUNTING – ARE ACCOUNTING GOODWILL AND ECONOMIC GOODWILL CONVERGING? | 133 |
| 5.1 | Introduction | 133 |
| 5.2 | Model | 134 |
| 5.3 | Results | 138 |
| 5.3.1 | Comparing goodwill | 140 |
| 5.3.2 | Comparing goodwill when classified into industries | 141 |
| 5.3.2.1 | Classification into services | 141 |
| 5.3.2.2 | Classification into technology | 142 |
| 5.3.3 | Comparing goodwill when classified into reporting on intangibles | 144 |
| 5.3.4 | In-depth analysis of separate reporting on intangibles | 149 |
| 5.3.5 | Combined effect of characteristic on goodwill | 159 |
| 5.4 | Conclusions | 162 |
| 6 | GOODWILL MEASURING VALUE CREATION OF ACQUISITIONS: AN EMPIRICAL RESEARCH | 165 |
| 6.1 | Introduction | 165 |
| 6.2 | Model | 166 |
| 6.2.1 | Correlations between goodwill and stock excess return amounts | 167 |
| 6.2.2 | Correlations between relative goodwill and explanatory variables | 168 |
| 6.2.3 | Multivariate analyses | 169 |
| 6.3 | Results | 176 |
| 6.3.1 | Results correlations goodwill and stock excess return amounts | 177 |



| | |
|------------------------------------------------------------------------|-----|
| 6.3.2 Results correlations relative goodwill and explanatory variables | 178 |
| 6.3.3 Results multivariate analyses | 184 |
| 6.4 Conclusions | 199 |
| 7 SUMMARY, CONCLUSIONS, AND DISCUSSION | 203 |
| 7.1 Summary | 203 |
| 7.2 Conclusions | 212 |
| 7.3 Discussion | 212 |
| SAMENVATTING GOODWILL EN WAARDECREATIE VAN OVERNAMES | 217 |
| REFERENCES | 229 |
| INDEX | 235 |
| LIST OF FIGURES | 237 |
| LIST OF TABLES | 238 |
| CURRICULUM VITAE | 241 |
| VERSCHEENEN IN DE MEIJERS-REEKS | 242 |

List of Abbreviations

| | |
|---------|-----------------------------------------------------------------------|
| AeA | American Electronics Association |
| APB | Accounting Principles Board |
| AMEX | American Stock Exchange |
| CEO | Chief Executive Officer |
| CRSP | Center for Research in Security Prices |
| FASB | Financial Accounting Standards Board |
| GAAP | Generally Accepted Accounting Principles |
| IAS | International Accounting Standards |
| IASB | International Accounting Standards Board |
| IFRS | International Financial Reporting Standards |
| IPRD | In-Process Research and Development |
| NASDAQ | National Association of Securities Dealers Automated Quotation system |
| NYSE | New York Stock Exchange |
| OLS | Ordinary Least Squares |
| PPE | Property, Plant and Equipment |
| R | Revised |
| SDC | Securities Data Company |
| SEC | United States Securities and Exchange Commission |
| SFAS | Statement of Financial Accounting Standards |
| SIC | Standard Industrial Classification |
| US | United States of America |
| US GAAP | United States Generally Accepted Accounting Principles |

