

PUBLIC M&A MARKET UPDATE

WHITE
& CASE

MEGADEALS MOVE TO CLOSING

US PUBLIC M&A MARKET UPDATE ♦ THIRD QUARTER 2026

US M&A **slowed in the third quarter of 2026 after a record first half** as oil prices, inflation and expected Federal Reserve rate increases narrowed financing windows. Attention turned to **closing the first half's largest transactions**, where shareholder votes, Second Requests and a twelve-state antitrust suit set the timetable.

-23%

North American deal value in Q3,
year over year

\$560.4 billion, the lowest since Q2
2025

6

\$10 billion+ megadeals in North
America in Q3

Down from 19 in Q2 and 12 in Q1

12

States that sued to block
Paramount / WBD after DOJ closed
its review

Consent decree entered September 30

\$110 billion

Paramount / WBD enterprise
value

Closed October 6 after state
settlement

+31%

Rise in HSR-reported transactions,
fiscal 2026 through August

Year over year; preliminary FTC counts

+25bp

Federal Reserve rate increase on
September 16

Target range now 3.75–4.00%

THE Q3 DEAL BOARD

Selected US public deals announced Jul–Sep 2026, \$ billion*

Vertex / Crinetics

Biopharma · closed September 1

\$10.0bn

Curium / Lantheus

Radiopharma · sponsor-backed · incl.
CVR

up to \$8.0bn

Sequence and DFO / Baldwin

Insurance distribution · take-private

\$7.7bn

ICE / MarketAxess

Market infrastructure · equity value

\$6.0bn

KKR / Integer

Med-tech · take-private

\$5.7bn

Brookfield consortium / LXP

With CPP Investments · industrial REIT

\$5.2bn

Grant Thornton / CBIZ

Professional services · New Mountain-
backed

\$5.0bn

Thoma Bravo / Accelerant

Insurance marketplace · take-private

>\$4bn

WaFd / EverBank

Bank reverse merger · EverBank private

\$3.9bn

Prysmian / Atkore

Electrical products · inbound

\$3.8bn

Intersnack / Utz

Snacks · inbound · 50/50 with founding
family

\$2.9bn

Eli Lilly / AtaiBeckley

Biopharma · upfront value · closed
September 11

\$2.8bn

■ Strategic / corporate buyer ■ Sponsor or other financial buyer

**Values as announced and not on a uniform basis (enterprise value, equity value or maximum including CVR). Sponsors and sponsor-backed buyers account for six of the twelve. Excludes Solstice / Element Solutions (\$14.5 billion), terminated August 27.*

Data cutoff and sources. Reflects deals and data published to October 1, 2026; deal value and megadeal counts (\$10 billion or more) per Mergermarket (North America, all M&A); third-quarter figures are preliminary and will be refreshed. Statistics from Mergermarket (ION Analytics), PitchBook, BioSpace, the FTC and DOJ premerger notification program and the Federal Reserve. Transaction terms per company announcements and SEC filings; the PayPal approach per Reuters and Bloomberg reports, which the parties declined to confirm. Rankings as published by Mergermarket, GlobalData (Q1–Q3 2025), Bloomberg (H1 2026), Chambers USA and The American Lawyer; the top-10 ranking reflects Mergermarket league tables across multiple recent years.

SIX SECTORS, ONE SLOWER QUARTER

Q3 signings, and earlier deals that reached a vote, settlement or closing

Media & Entertainment

\$110 billion

Paramount / WBD

- ◆ Signed in February. Twelve states sued July 13; consent decree entered September 30; closed October 6.
- ◆ DOJ Second Request in Fox / Roku (\$22 billion).

Energy

\$66.8 billion

NextEra / Dominion

- ◆ Signed in May; both companies' shareholders approved it September 3.
- ◆ Closing expected mid to late 2027.

Life Sciences

\$10.0 billion

Vertex / Crinetics

- ◆ \$85.00 per share in cash; announced July 6, closed September 1.
- ◆ Industry-wide biopharma M&A fell to just under \$30 billion in Q3 from \$78 billion in Q2 (BioSpace).

Real Estate

\$5.2 billion

Brookfield consortium / LXP

- ◆ Brookfield and CPP Investments to pay \$61.20 per share in cash for LXP.
- ◆ Equity Residential / AvalonBay closed August 17, forming Vivmark Residential.

Financial Institutions

\$7.7 billion

Sequence and DFO / Baldwin

- ◆ \$32.50 per share take-private of Baldwin.
- ◆ ICE and MarketAxess withdrew and refiled their HSR notices to give DOJ more time.
- ◆ Santander / Webster closed August 20.

Technology & AI

~\$4.0 billion

SoftBank / DigitalBridge

- ◆ Signed December 2025; closed September 30 at \$16.00 per share in cash (~\$4.0 billion enterprise value).
- ◆ US PE software deal value was \$17.7 billion in Q3, up 50% on Q2 (PitchBook, preliminary).

CONTESTED AND COMPETING SITUATIONS

State enforcers, agency reviews, a rival proposal and an unsolicited approach shaped the quarter's largest situations

Closed

Warner Bros. Discovery

Closed October 6

After DOJ clearance, twelve states sued on July 13 and obtained a temporary restraining order on July 20. The European Commission cleared the deal on July 22, a consent decree was entered on September 30 and the transaction closed on October 6.

Terminated

Element Solutions

\$14.5 billion merger abandoned

Solstice Advanced Materials and Element signed a cash-and-stock merger agreement on July 6 and terminated it by mutual agreement on August 27, citing shareholder feedback. No fee was payable by either party.

Vote passed · Second Request

Caesars Entertainment

\$31.00/share

Carl Icahn made a non-binding \$34.00 per share proposal during the go-shop; the board stayed with the signed deal. The FTC issued a Second Request on September 14. Stockholders approved on September 22 (65.4% of outstanding shares).

Rebuffed · pursuit ended

PayPal

\$60.50/share proposal

Reuters reported on July 15 that Stripe and Advent International had proposed \$60.50 per share (over \$53 billion) and, a day later, that PayPal's board viewed it as inadequate. Bloomberg reported on August 27 that the pursuit had ended.

OUR PERSPECTIVE

Closing risk came from several directions. Twelve states sued to block Paramount / WBD a month after the Department of Justice closed its investigation and obtained a temporary restraining order a week later; the Caesars and Roku transactions drew Second Requests; and a \$14.5 billion merger was abandoned within eight weeks of signing. Outside dates, ticking fees and financing commitments sized for a longer path to closing proved their value.

LOOKING AHEAD

Predictions for the fourth quarter of 2026

The White & Case US Public M&A team's outlook for the fourth quarter



→ SELECTIVE

Deal Values & Volume

Deal values to recover unevenly, with boards still pursuing scale at a higher cost of capital. A 10-year Treasury yield above 5% and wider credit spreads favor stock consideration and well-capitalized bidders.



→ STEADY

Bidders

Strategics to lead the largest transactions. Sponsors to press take-privates below \$10 billion, as KKR, Brookfield and Thoma Bravo did in the third quarter. Sovereign and pension capital to remain active co-investors.



→ STEADY

Sectors

AI infrastructure, life sciences and insurance distribution to lead. Software take-privates to stay subdued until valuations settle. Energy dealmaking to follow the oil price.



↑ RISING

Deal Features

More closing protection in merger agreements: longer outside dates, ticking fees and detailed regulatory covenants. Activists to oppose announced deals as readily as they demand them.



↑ RISING

Regulatory

State attorneys general to act independently of the federal agencies. HSR-reported transactions in fiscal 2026 ran roughly a quarter above fiscal 2025; the agencies are settling more challenges, and state premerger notification laws are spreading.



→ WATCH

Risks & Preparedness

Rates, oil and credit spreads will set the financing window. Most Federal Reserve officials project a further increase this year. Committed financing and early regulatory planning reward prepared bidders and prepared targets.

SELECTED REPRESENTATIONS

White & Case roles on publicly announced US public company transactions in 2026

EchoStar Corporation ~\$40 billion

Advising EchoStar (NASDAQ: SATS) on its ~\$23 billion spectrum sale to AT&T and ~\$17 billion sale to SpaceX.

DigitalBridge Group ~\$4.0 billion

Advised the transaction committee of the DigitalBridge (NYSE: DBRG) board on the sale to SoftBank, closed September 30.

Expand Energy \$1.25 billion

Advised Expand Energy (NASDAQ: EXE) on its acquisition of Twin Eagle Holdings.

Fertitta Entertainment \$17.6 billion

Advising on its all-cash acquisition of Caesars Entertainment (NASDAQ: CZR).

Talen Energy \$3.45 billion

Advised Talen (NASDAQ: TLN) on the financing of its acquisition of three gas plants from Energy Capital Partners.

Bold Eagle Acquisition Corp. \$1.25 billion

Advised Bold Eagle (NASDAQ: BEAG) on its business combination with REDLattice.

Sun Pharma \$11.75 billion

Advising on its all-cash acquisition of Organon (NYSE: OGN).

Serra Verde Group ~\$2.8 billion

Advised Serra Verde on its combination with USA Rare Earth (NASDAQ: USAR).

Forager Capital \$5.25/share

Advised Forager on its unsolicited proposal to acquire Repay Holdings (NASDAQ: RPAY).

WHITE & CASE IN THE MARKET

Recognized across the leading M&A league tables and award programs

TOP 10

Global M&A Adviser by Deal Value & Volume
Mergermarket

ELITE

Ranked in Corporate/M&A: The Elite, USA, Nationwide
Chambers USA

#1

M&A legal adviser for power-sector deals by value
GlobalData, Q1-Q3 2025

TOP 5

Global law firm for shareholder activism, by stake value
Bloomberg League Tables, H1 2026

2026

A Dealmaker of the Year, Michael Deyong
The American Lawyer

30+

Lateral partners joining the global M&A practice over the past year
Continued investment in the platform

GET IN TOUCH

To discuss what these trends mean for your business, contact your White & Case relationship partner or a member of our US Public M&A team. Receive future editions of this Market Update from our US Public M&A team. [Register](#)

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