

MANAGED IT SERVICES M&A UPDATE | 2023 Q4 Review

## STRONG QUARTER & HOPEFUL OUTLOOK FOR MSP M&A

As guarded hopefulness for an economic soft landing ensued, United States MSP & IT Services transaction volume increased quarter over quarter with 185 M&A transactions closed in 2023 Q4. Financial / Private Equity buyers acquired / invested at a greater rate this quarter and accounted for 55% of the M&A transactions in the sector with the other 45% of acquisitions being with Strategic buyers.

As MSP / IT Services transaction volume increased in Q4 compared to the previous quarter, we anticipate a continued uptick in MSP / IT Services deal count during Q1 2024 as buyers seek to leverage increased confidence in an economic recovery. Furthermore, as the Federal Reserve considers potential rate cuts as early as Q2 2024, leading to a potential decrease in the cost of capital, buyers are actively pursuing acquisitions of IT Services companies. We anticipate continued consolidation as buyers seek investments for geographical and services expansion, multiple arbitrage plays, and accelerated growth, particularly those that are PE backed and nearing the end of their hold period.

MSPs and MSSPs who offer value-added, specialized services and have weathered the macroeconomic storm are uniquely positioned to capture the interest of active buyers in the sector. These IT Services businesses have proven their scalable, effective business models and are well-placed to capture more market share from their struggling competitors.

### **MSP** INVESTMENT GRADE ASSESSMENT OVERVIEW

Our desire to help owners prepare for an eventual exit has led to the formation of the Investment Grade Assessment. We've curated 90 of the most important questions we've heard buyers and investors ask to help owners benchmark the likelihood their company could receive an institutional investment, and whether they could expect a premium valuation.

This assessment is specifically catered to MSPs and IT Services businesses with questions weighted towards the most relevant industry KPIs and is designed to provide exceptional value in the short 20 minutes it takes to complete.

#### Link: https://app.foundersib.com/auth/sign-up

#### Free Discount Code: ITS2024NL

Here's a brief video discussing it further: https://vimeo.com/647794938



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## PLATFORM OR ADD-ON – WHICH IS MY MSP?

#### By: Chris Weingartner, Managing Director

In the dynamic and ever-evolving landscape of the IT services ecosystem, owners of Managed Services Providers (MSPs) find themselves at a crossroads when considering the future of their businesses. As the demand for managed services continues to grow, owners must strategically position their MSPs to attract the right kind of attention from potential investors. One critical decision is whether to position the business as a standalone platform for investors or as an add-on to an existing platform. In this article, we will explore the qualifications that make an MSP an appealing standalone platform and the advantages it brings to both the owner and the investor.

### SIZE AND PROFITABILITY

Ultimately, the biggest factor for determining whether your MSP or MSSP can be viewed as a platform is its size. The general rule of thumb is that private equity groups are looking for growing MSPs with greater than \$3 million of EBITDA. At that size, there is assurance that many if not all of the other factors that follow are in place and there is a leadership team installed that can drive continued growth. If your MSP has successfully acquired a smaller group and integrated it well into the broader operations, it will give a potential investor even more confidence that they can help you continue to grow both organically and through additional M&A add-ons.

### **PROVEN TRACK RECORD OF PERFORMANCE**

Investors seek MSPs with a strong track record of performance, characterized by consistent growth, client satisfaction, and financial stability. Highlighting key performance metrics, such as customer retention rates, revenue growth, and profitability, can position your MSP as a standalone platform worthy of investment. A history of successfully adapting to industry changes and embracing technological advancements can also contribute to building investor confidence.

### **SPECIALIZED EXPERTISE AND NICHE FOCUS**

MSPs that have developed specialized expertise and a niche focus in a particular industry or technology sector are often viewed as standalone platforms with unique value propositions. Investors are attracted to businesses that demonstrate indepth knowledge, understanding, and a proven ability to cater to specific market needs. Emphasize your MSP's unique selling points, whether it's expertise in cybersecurity, cloud services, or industry-specific solutions (i.e. healthcare, financial services, manufacturing, etc.), to set yourself apart from competitors

### **SCALABILITY AND GROWTH POTENTIAL**

Position your MSP as a scalable and growth-oriented platform by showcasing a well-defined strategy for expanding market share and revenue streams. Investors are more likely to view your business as a standalone opportunity if they can see a clear path to scalability. This may involve plans for geographic expansion, diversification of service offerings, or targeting new customer segments. Clearly articulate your growth strategy to instill confidence in potential investors.

### **STRONG OPERATIONAL FRAMEWORK AND INFRASTRUCTURE**

Investors are keen on businesses with robust operational frameworks and scalable infrastructure. Demonstrate the efficiency of your processes, the scalability of your operations, and the strength of your technology stack. A well-structured and efficient MSP is more likely to be perceived as a standalone platform that can operate independently, minimizing the need for extensive integration efforts on the part of the investor.



# PLATFORM OR ADD-ON - WHICH IS MY MSP? (CONT.)

By: Chris Weingartner, Managing Director

### **DIVERSE AND LOYAL CLIENT BASE**

A diverse and loyal client base adds significant value to an MSP seeking investment as a standalone platform. Showcase longterm client relationships, a high client retention rate, and testimonials highlighting the value your services bring to clients. A broad and loyal client base not only demonstrates the quality of your services but also mitigates risks associated with overdependence on a small number of clients.

### **STRATEGIC PARTNERSHIPS AND ALLIANCES**

Highlight strategic partnerships and alliances that your MSP has cultivated within the industry. Strong relationships with technology vendors, software providers, and other key players can position your business as a valuable standalone platform with a network that contributes to its success. These partnerships not only enhance your service offerings but also signal to investors that your MSP has the potential for collaborative growth.

### **CONCLUSION**

In the end, there are plenty of options for MSPs and MSSPs smaller than \$3M of EBITDA to be acquired, but they'll generally be viewed as an add-on to an existing platform that already has private equity backing. If you're not looking to continue running day-to-day operations or want to be a part of a larger team that has more service and solutions offerings, joining as an add-on could be an excellent opportunity to diversify wealth, de-risk your personal balance sheet, and still retain some upside via rolled equity.

If you are an IT Services business or MSP thinking about undertaking a transaction, we're happy to hop on a call to discuss the unique components of your business and whether you'll likely be viewed as a platform opportunity, an add-on, or potentially both. Please don't hesitate to reach out to Chris Weingartner (<u>cweingartner@foundersib.com</u>), Founders' Managing Director who covers the MSP sector if you have any additional questions or a conversation would be helpful.

## FOUNDERS' SELECT 2023 IT SERVICES TRANSACTIONS



IT Consulting and Software Development

Press Release



RevaComm and Western Computer were exclusively advised by principals of Founders Advisors LLC in 2023.

- RevaComm ("RVCM"), a mission-driven digital transformation firm with robust technology products and deep agile DevSecOps expertise that serves federal civilian and defense agencies was acquired by IntelliBridge, an Enlightenment Capital backed company.
- Western Computer, a leading Microsoft Gold Cloud partner and reseller of Microsoft Dynamics 365, CRM, and ERP systems, was acquired by Evergreen Services Group.



Microsoft Dynamics System Integrator

Press Release

## PROS AND CONS OF SELLING TO A PEER GROUP MEMBER

#### By: Chris Weingartner, Managing Director

Peer Groups serve an incredibly valuable role for MSPs and their owners/management teams that participate in them. From benchmarking to sharing best practices, MSPs who participate in peer groups often are better run and operate with scalable processes and procedures that potential investors find very attractive. They also can highlight areas where your MSP may have a services or product gap to close and help facilitate trusted relationships between the group members. As a result, a natural fit for an acquisition or merger can arise between members of peer groups, which brings both pros and cons to the selling or merging owners. From our experience observing M&A taking place between peer group members, the pros and cons of doing so are important to understand before exploring that option in depth.

### Pros

**Familiarity** – in any acquisition or merger, the buyer is always looking to understand the unique attributes of a business and the value an acquisition would bring to the table. When you've worked with someone in a peer group, many times for years, a rapport is already in place, and you often can avoid the steps required to get an unfamiliar group up to speed. You've likely already shared and processed strengths and weaknesses and built a high degree of trust in your business with the acquiring peer group.

**Speed** – in selling to a peer group member, an MSP owner often deals directly with just them to explore the M&A opportunity. Because you're only having dialogue with that one group, attention can be focused and the determination of whether a transaction makes sense for both sides can be assessed more quickly.

**Trust** – just as you've shared about your business in the peer group, you've also heard from the potential acquirer what their strengths, goals, weaknesses, and strategies are. You will know if the group member has a strong reputation and operates with integrity, and if they are a partner you can trust to take care of both your employees and customers going forward. Many MSP owners are worried about their legacy, and transacting with a peer group member can bring confidence that their legacy will be in good hands and maintained well.

### CONS

**Competitiveness** – in considering an acquisition by or merger with a peer group member, you may not be dealing with the buyer who would pay the top valuation and yield the friendliest structure available. Many owners struggle to know whether they got the best deal available in the market when selling to a peer group member. Indeed, given the proliferation of buyers and interest in the MSP sector, a competitive process is likely to reveal a higher price and more favorable terms than working directly with a peer group member.

**Control** – a well-designed sell-side process is focused on maintaining as much control over the information shared and timeline to close a transaction as possible. Without the competitiveness of a process with clearly defined timelines and milestones, transacting with a peer group member may lack the focus required to close a deal efficiently, leading to a more drawn-out and distracting transaction.

**Positioning** – while a peer group member will have familiarity with a fellow member's business, that familiarity may also include transparency into the warts and issues that exist. One goal of running a competitive process is to position a MSP's weaknesses as opportunities and challenges as areas where a potential buyer can add value. Telling the story of your business well not only mitigates concerns with perceived issues, but also can get buyers even more excited about areas where they see "low hanging fruit" to tackle that will result in better performance operationally and financially.



## PROS AND CONS OF SELLING TO A PEER GROUP MEMBER (CONT.)

#### By: Chris Weingartner, Managing Director

**Financing Risk** – with MSPs trading at extremely strong valuations, a peer group interested in acquiring may not have the capability from a capital perspective to pay a fair market value for the business. That could result in having to close the transaction at a lower valuation/multiple than what a process would result in, or timing risk associated with the peer group buyer having to raise capital and source debt to effectuate the deal.

We are big fans of peer groups and the purpose they serve, but caution MSP owners who are only including fellow peer group members as potential buyers of their business. In order to ensure that you're achieving the highest valuation, optimal structure, and smoothest path to close, we'd highly encourage an owner to consider running a competitive process.

If you are an IT Services business or MSP thinking about undertaking a transaction, we're happy to hop on a call to discuss the pros and cons of selling to a peer group member further and answer any questions you have. Please don't hesitate to reach out to Chris Weingartner (<a href="mailto:cweingartner@foundersib.com">cweingartner@foundersib.com</a>), Founders' Managing Director who covers the MSP sector.

### **INVESTMENT GRADE COACHING & ADVISORY BOARD PROGRAM**

Born out of the Silicon Y'all community of entrepreneurs, Founders established an exclusive value creation program that is a collaboration of Investment Banking and Value Creation Consulting. We are partnering with former entrepreneurs, advisors, and investors to develop a peer group program to serve MSPs and IT Services company owners and operators who are seeking to create investment grade companies.

The program was officially announced at Silicon Y'all 2023, and we've already filled our first cohort for the inaugural 12-month program. Based on interest, we are already working with our value creation consultants to fill the second cohort of CEOs. Each group is curated to ensure companies have similar attributes, and the selection process targets CEOs that have a giver orientation, offer an area of expertise to the group, commit to regular attendance and contribution to peers, and have a relentless commitment to growth. If you're interested in discussing the program and our 2024 cohorts, please reach out to Zane Tarence and Rachael Fairchild.

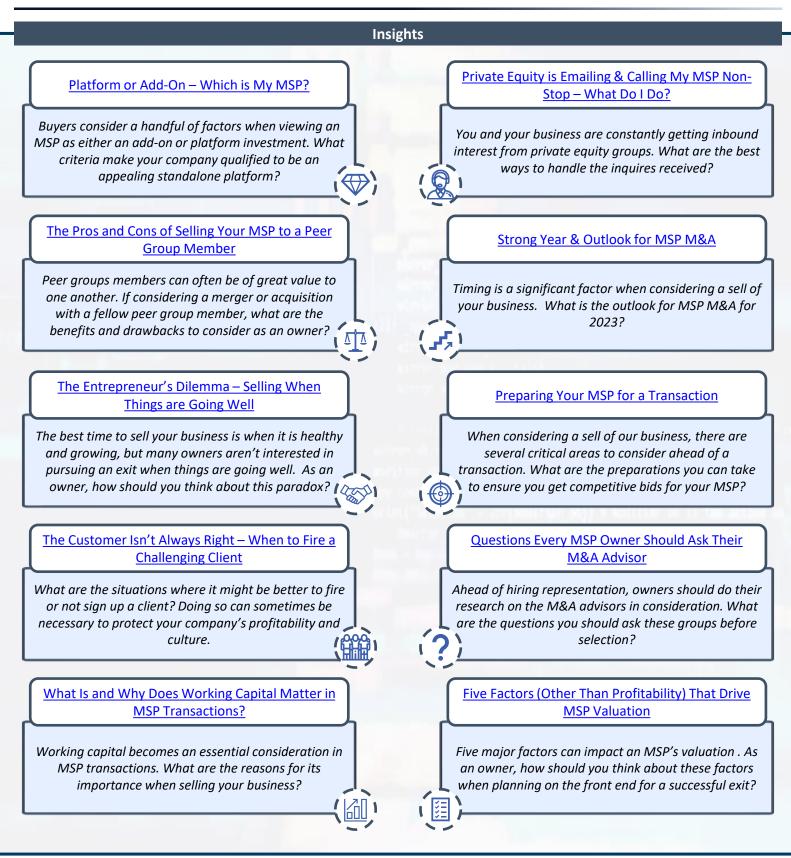
#### Objectives Accelerate enterprise value creation, yielding a better business Provide owners and operators with a peer group of other to hold & operate while also generating more exit optionality growth-oriented CEOs Create investment grade companies that are attractive and Offer private equity portfolio company-like services with no sellable to both private equity firms and strategic buyers equity dilution Close the knowledge and skill gap compared to institutionally-Benchmark your business against other high performing peers backed peers by helping founders move to more of a while also understanding your company's current valuation, "professional" CEO role including key needle movers How We Do This? Monthly classes on strategies and operations led by software-Highly curated referral network of functional area specialists focused private equity groups and market experts Monthly group meetings to process key issues and decisions KPI benchmarking reviews and peer accountability with peer CEOs and advisory group leader Sample Program Topics Creating an M&A landscape and execution playbook What to do before establishing a board of directors and how How to assess pricing and charge higher rates to work with these advisors Common problems in unit economics and how to fix them Hiring a sales team that can scale and why 90% of companies How to use customer segmentation to unlock meaningful growth initially hire the wrong people for this role and outsized margins What to expect from a CFO and what a well-run finance •

- Identifying structural barriers to becoming investment grade
  Best practices for establishing scalable business processes
- Best practices for establishing scalable busiliess processes

**UNDERS** 

- department looks like
- How to design and execute a product/service road map

# **MSP / IT SERVICES INSIGHTS**



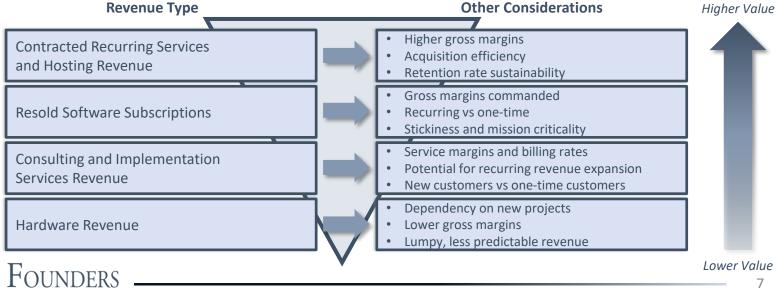


## VALUATION DRIVERS IN MANAGED IT SERVICES

		Founders Managed	I IT Service	s Valuatio	n Scorec	ard				
Founders' MSP \	aluation Scoreca	rd isolates the most cr	ritical quan	titative an	d qualita	tive factors	driving valuation multiples			
Enterprise Value / EBITDA Ranges Observed										
2019 & Prior	4x	5x 6x		7x			Elevated M&A activity has driven valuation multiples to			
2020 – 2023+	4x 5x	6x 7x 8x	9х	10x	11x	12x+	show considerable expansion over the last 36 months for MSPs exhibiting strong metrics			
Quantitative Factors Financial Preparedness	Consistent reporting;	ability to analyze at the custo	mer level; GAA	P; proof of cas	$h \rightarrow quality$	v of earnings + fu	II audit is likely with investors			
Growth	< 10%	> 30%	It is importa	nt to monitor	recurring gr	owth separately	from total revenue growth			
Size (Total Revenue)	< \$15M	> \$15M	>\$15M is rai	e, and that sc	ale would b	e highly differen	tiated in the fragmented sector			
EBITDA Margin	< 10%	> 20%	If <10%, sho	ould exhibit ex	traordinary	marketing-drive	en investment and growth			
Recurring Revenue	< 50%	> 80%	80%+ of rev	enue should c	ome from n	nanaged custom	ers rather than project / one-time			
Retention	< 85%	> 95%	85%+ Custor	ner Retention	& 90%+ Ne	t Retention are	key benchmarks to track to			
Gross Margins	<35%	>50%	Fully burder	ed gross marg	gins for emp	loyee costs; me	asure margin by revenue stream			
Agreements	< 12 Months	> 24 Months	What is the	average lengt	n of manage	ed services terms	s and do clients auto-renew?			
Customer Concentration	> 20% for Top Custome	er < 50% for Top 5 Customers	Mitigate the	risk of one cu	istomer leav	ving and materia	lly impacting business			
Qualitative Factors										
Process Efficiencies	Does the company ha extremely efficient	ave efficient customer onboard	ding and strate	gy for managir	ng their SLA	s? Make onboar	ding and managing customers			
Data Integrity	Quality and quantity	of non-financial data tracked,	including pipeli	ne, backlog, s	ales & mark	eting efficiency,	delivery and operational metrics			
True Managed Solution	0	Extending services beyond a base-level reseller of solutions. Investors place premium on expertise such as an internally managed SOC or NOC, industry knowledge that enables customer success within a sector, and other sticky managed service capabilities								
Geography Considerations	Room to run in prima	ary and secondary geographies	served; ability	to remotely se	erve custom	ners				
Other Considerations	· · · · · · · · · · · · · · · · · · ·	r trustworthiness, pricing, ope ; quality of internal records an			y of MRR, al	oility to do M&A	, end markets served, EBITDA to free			

#### **Revenue Stream Impact on Valuation for Managed IT Services**

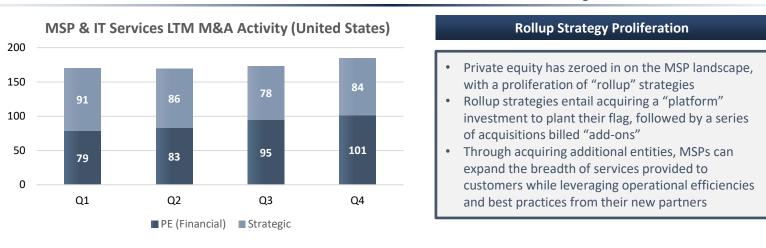
Revenue composition remains a critical driver of valuation for managed IT service providers; the below visual displays how the investor community views varying streams of revenue in terms of value and considerations influencing ultimate viewpoints



## **IT SERVICES BUYER LANDSCAPE**

Colt     kyndryl.     Cloud Services     PROACT     WIGRESOFT     Consulting       Atos     claranet     #0-     atmosera.     Image: Trianz     Deloitte.     KPMG	
HEAD CONSULTING Capgemini accenture Soft	
HEXAWARE	
	en aludu 🚺 🏠
Managed Services	
	Hardware and Resellers
GROUP	_
	Softcat NETSCOUT
Communications S speedcast MILESTINE nexustek 1t. magna <sup>5</sup> S Synoptek CHECK POINT	Cybersecurity Services
	OneSpan <b>∛Gov⊂lo</b>
AT&T Viapath @ Consolidated Communications Communic	
Gamma Odiversified COMTECH NODE4 nlighten	Quest @ OMEGA POINT
BEACÓN BEACÓN VERITAS II:II SYSTEM	S FUTUREPROOF
	RECOVERYPOINT
Data Contar and Colocation Rackup and Disaster	ëdient Agiity Recovery
E EVOCATIVE Data Center and Colocation Services Structure VEEAM Recovery	corsica technologies CMIT/Solutions*
Active Private Equity Investors in IT Services Ecosystem	
	WARBURG PINCUS IK Partners
Partners Partners PainCapit	tal
	RINERS Advert International AQUILINE
	NE Hellman&Friedman
	NE Helmanik Predman Najo Nor Norman Corna.
	IPITAL Sector Rosewood Riverside
	PTTAL & ROSEWOOD Riverside
	Kiverside
	Kiverside
	AM TOWERBROOK AKKR

## **KEY BUYER ACTIVITY**

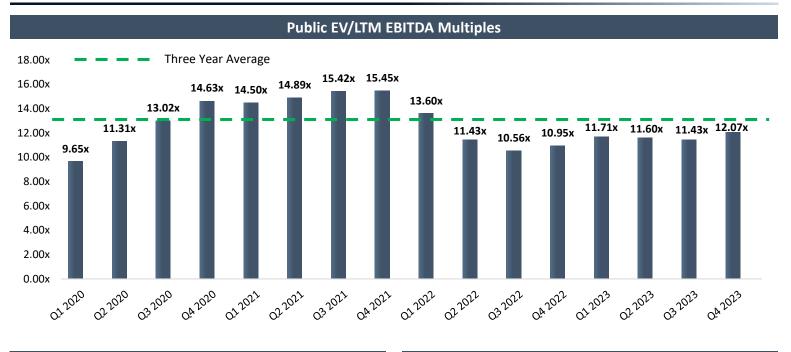


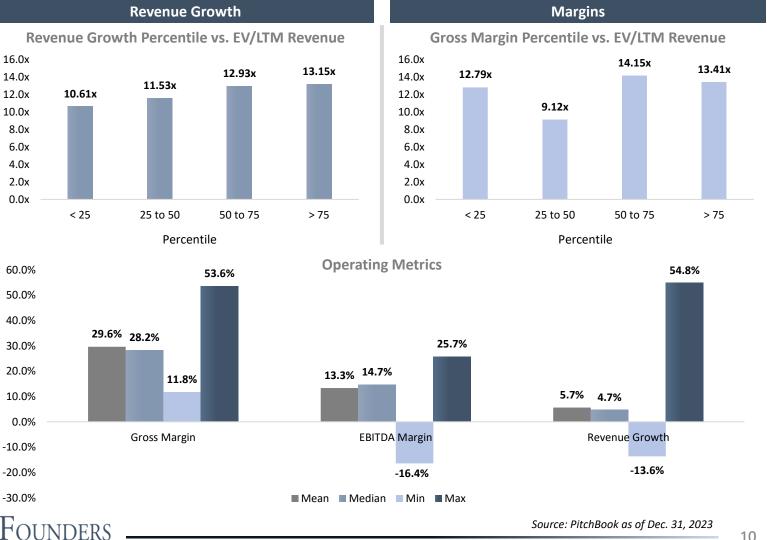
#### Steadiness in MSP & IT Services M&A with Balance Between Financial and Strategic Transactions





## **2023 Q4 PUBLIC METRICS OVERVIEW**





## **PUBLIC VALUATION & GROWTH METRICS**

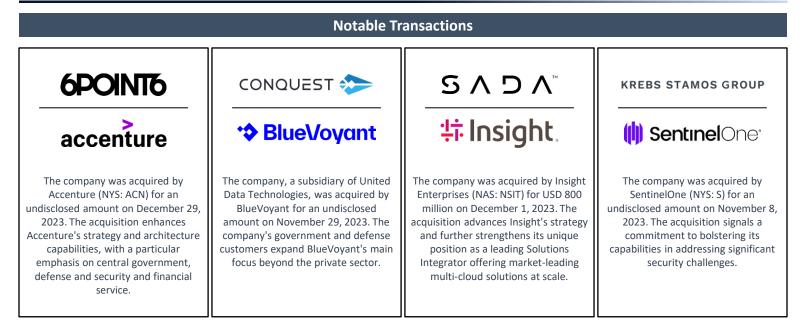
					Enterprise Value Multiples				
Name	% of 52 Week High	EV	Revenue	EBITDA	Revenue Growth	Gross Margin	EBITDA Margin	LTM Revenue	LTM EBITDA (An. Norm.)
Accenture	99%	216,761	64,588	10,010	4%	33%	15%	3.4x	19.8x
Capgemini	97%	39,314	23,787	3,289	13%	27%	14%	1.7x	10.3x
CGI Group	98%	26,474	10,590	1,996	11%	16%	19%	2.5x	12.7x
Cognizant Technology Solutions	98%	36,949	19,434	3,231	0%	34%	17%	1.9x	10.8x
Consolidated Communications	91%	2,930	1,131	166	-7%	54%	15%	2.6x	9.9x
DXC Technology	76%	8,666	14,039	703	-9%	22%	5%	0.6x	3.9x
ePlus	98%	2,290	2,277	209	20%	24%	9%	1.0x	10.6x
Fujitsu General	55%	1,815	2,449	172	2%	24%	7%	0.7x	10.5x
Gamma Communication	92%	1,258	609	116	9%	51%	19%	2.1x	9.2x
Genpact	71%	7,296	4,433	724	2%	35%	16%	1.6x	8.8x
HCL Technologies	97%	45,342	12,916	3,032	14%	22%	23%	3.5x	14.7x
Infosys	94%	74,669	18,548	4,748	6%	31%	26%	4.0x	16.3x
Insight Enterprises	95%	6,201	9,442	460	-10%	18%	5%	0.7x	12.5x
Leidos	97%	19,403	15,155	857	7%	14%	6%	1.3x	12.0x
Nomura Research Institute	98%	17,603	5,149	1,168	9%	35%	23%	3.4x	15.0x
NTT Data	87%	38,595	30,218	4,329	55%	27%	14%	1.3x	8.9x
Rackspace Technology	56%	3,796	3,024	(495)	-3%	22%	-16%	1.3x	7.3x
Science Applications Int.	91%	8,556	7,675	932	2%	12%	12%	1.1x	12.0x
Softcat	86%	3,311	1,192	178	-9%	38%	15%	2.8x	18.2x
Softchoice	77%	795	827	91	-14%	39%	11%	1.0x	8.5x
Tata Consultancy Services	96%	158,818	28,738	7,394	14%	45%	26%	5.5x	21.2x
Wipro	99%	27,579	11,153	N/A	8%	30%	N/A	2.5x	12.3x

#### Statistics

Min	795	609	(495)	-14%	12%	-16%	0.6x	3.9x
Median	13,134	10,016	857	5%	28%	15%	1.8x	11.4x
Mean	34,019	13,062	2,062	6%	30%	13%	2.1x	12.1x
Max	216,761	64,588	10,010	55%	54%	26%	5.5x	21.2x



## **SELECT MSP & IT SERVICES Q4 TRANSACTIONS**



Date	Target	Buyer	Purchase Price	Revenue	EBITDA	EV / Revenue	EV / EBITDA
28-Dec-23	🜔 iteris	Globant	N/A	N/A	N/A	N/A	N/A
19-Dec-23	intY	GIACOM	N/A	N/A	N/A	N/A	N/A
13-Dec-23	ខ THIRDERA	Cognizant	N/A	N/A	N/A	N/A	N/A
11-Dec-23	CITUS	atturra	\$38.4	\$75.4	\$3.0	0.5x	12.9x
16-Nov-23	SOLUTIONS	SONIC	N/A	N/A	N/A	N/A	N/A
03-Nov-23	nomios	KEENSIGHT	\$750.8	N/A	N/A	N/A	N/A
01-Nov-23	O codero	n patmos	N/A	N/A	N/A	N/A	N/A
01-Nov-23	₿₽EI		N/A	N/A	N/A	N/A	N/A
11-Oct-23	VERSENT	Telstra	\$171.5	\$150.0	N/A	1.1x	N/A
04-Oct-23	💎 tesserent	THALES	\$102.1	\$87.6	\$4.9	1.3x	23.2x



## **GLOBAL & NORTH AMERICAN M&A ACTIVITY**

2019

Deal value (\$B)

2018

ADVISORS



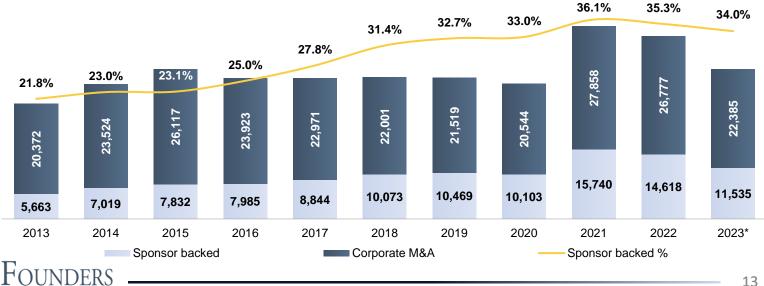
Deal count Global M&A By Type

2021

2022

Estimated Deal Count

2020



Source: PitchBook as of Dec. 31, 2023

2023\*

## SELECT FOUNDERS TECHNOLOGY TRANSACTIONS



IT Consulting and Software Development

#### **Press Release**



**Managed IT Services** and Cloud Security



**Microsoft Dynamics** System Integrator

#### **Press Release**

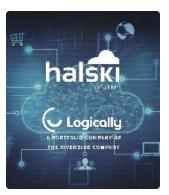
Data Masons

NASDAQ: SPSC

API Platform as a

Service

**Press Release** 



Managed Security and **IT Services** 

**Case Study** 



Transactional Email **Delivery Platform** 

#### **Press Release**



Cybersecurity and **Technology Risk** Management

**Press Release** 



Data and Software to Law Enforcement Agencies

**Press Release** 



**Business Process** Management and Workflow Platform

**Press Release** 





Workflow and **Management Platform** 

**Press Release** 



**Tech-Enabled Digital** Marketing and Lead **Generation Services** 

Press Release



**Financial Workflow** Platform

**Press Release** 

## FOUNDERS ADVISORS OVERVIEW

Order

SERVICE GROWTH

EXCELLENCE

HEALTH C

COMMUNITY

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**FOUNDERS ADVISORS** is a merger, acquisition & strategic advisory firm serving middle-market companies. Founders' focus is on IT Services, SaaS, software, internet, digital media, industrials, oil and gas, business services, consumer, and healthcare companies located nationwide. Founders' skilled professionals, proven expertise and process-based solutions help companies access growth capital, make acquisitions, and/or prepare for and execute liquidity events to achieve specific financial goals.



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