

KPMG Corporate Finance LLC Healthcare M&A Newsletter - 2017 04

Overall healthcare deal volume remained consistent in the fourth quarter of 2017, but aggregate deal value witnessed a sharp increase.

Reported healthcare transactions reached 377 in the fourth quarter of 2017, just a slight increase compared to the 373 transactions announced in the previous quarter and 3% fewer than the 389 deals announced in the same period last year. Deal value, on the other hand, rose by 166% and 196% over the previous quarter and the fourth quarter of 2016, driven primarily by the CVS/Aetna transaction (highlighted below). On a calendar year basis, 2017 was a relatively active year in terms of M&A activity with a total of 1,566 healthcare announced transactions.

HEALTHCARE M&A QUARTERLY

Q4:17

Value Up 196.4% from Q4:16

Deal Volume 377 transactions in Q4:17

Deal Value \$114.4 billion in Q4:17



Volume Down 3.1% from Q4:16

The Medical Devices segment recorded significant deal volume gains compared to the fourth quarter of 2016, increasing by 22%. E-Health deal volumes remained flat with 30 deals each for the last quarter of 2016 and 2017, while Biotechnology deals experienced a decline of 13%, recording seven fewer deals than the 56 deals recorded in the fourth quarter of 2016. **Pharmaceutical** deals relatively flat, reporting only one more transaction compared to the fourth quarter of 2016, but a significant increase compared to the third quarter of 2017. With the newly proposed tax reforms, M&A activity is expected to pick-up significantly as pharmaceutical companies repatriate the cash currently abroad.

Healthcare Technology









Mega Deal:



\$77.0 billion

On December 3, 2017, **CVS Health Corporation** (NYSE:CVS) entered definitive agreement to acquire Aetna Inc. (NYSE:AET).

Each outstanding share of Aetna's common stock will be exchanged for \$145 in cash and 0.8378 shares of CVS common stock. CVS plans to use its low-cost clinics to provide medical services to Aetna's ~23 million medical members.

Sponsor Backed M&A Activity

Healthcare, Inc.



Sponsor-backed deals accounted for 19% of the total deal volume in the fourth quarter of 2017, an increase of 3% from the same quarter of 2016. In 2017, there was a trend of private equity firms forming partnerships with strategic companies to make big ticket acquisitions. For example, Humana partnered with a consortium of **TPG** Capital and Welsh, Anderson, and Stowe in the announced \$4.1 billion acquisition





Source: Irving Levin Associates, Inc.

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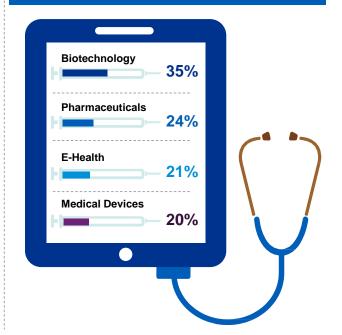
Healthcare Services M&A Volume

Long-Term Care 30% Behavioral Health Care 5% Physician Medical Groups 13% Rehabilitation 5 % Hospitals Managed Care 4%

7%

Other Services

Healthcare Technology M&A Volume



Sub-sector Activity Comparison

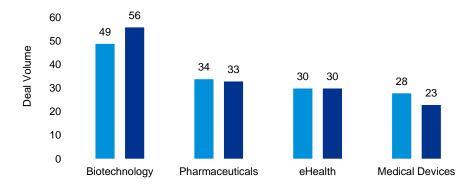
22%

Healthcare Services Q4:17 100 93 90 Q4:16 80 70 60 45 50 40 24 21 23 30 16 20 13 12 10 11 11 10 10 Long-Term Other Physician Hospitals Labs, MRI Home Health Behavioral Rehabilitation Managed Medical Services Care and Dialysis & Hospice Health Care Care Groups

Healthcare Technology

Labs, MRI & Dialysis

Home Health & Hospice



Source: Irving Levin Associates, Inc.



Selected Healt	hcare M&A Transactions - Q4:1	7						
Date Announced	Target	Target Country/Region	Buyer	Sub-sector	Implied Enterprise Value (TEV)	TEV /	TEV / EBITDA ⁽⁴⁾	
12/3/2017	Aetna Inc.	United States	CVS Health Corporation	Managed Healthcare	\$77,000	NA	NA	
12/5/2017	DaVita Medical Group	United States	Optum, Inc.	Healthcare Services	\$4,900	NA	NA	
12/19/2017	Kindred Healthcare, Inc.	United States	TPG Capital, L.P.; Welsh, Carson, Anderson & Stowe; Humana Inc.	Healthcare Facilities	\$4,171	0.6x	9.2x	
10/28/2017	Advanced Accelerator Applications S.A.	France	Novartis Groupe France S.A.	Biotechnology	\$3,729	NM	NM	
10/9/2017	eviCore healthcare, LLC	United States	Express Scripts Holding Company	Health Care Technology	\$3,600	NA	NA	
12/22/2017	Banmédica S.A.	Chile	UnitedHealth Group Incorporated	Healthcare Facilities	\$3,462	1.4x	14.6x	
12/21/2017	Ignyta, Inc.	United States	Roche Holdings, Inc.	Biotechnology	\$1,824	NA	NM	
11/14/2017	Cardinal Health (L) Co., Ltd.	Malaysia	Shanghai Pharma Century Global Limited	Healthcare Distributors	\$1,200	NA	NA	
12/23/2017	Sucampo Pharmaceuticals, Inc.	United States	Mallinckrodt Public Limited Company	Pharmaceuticals	\$1,146	4.6x	10.7x	
10/18/2017	Collaboration on infectious disease programs	United States	Vir Biotechnology, Inc.	Biotechnology	\$1,000	NM	NM	

					Latest Twelve Months (LTM)				Enterprise Value ⁽⁴⁾	
	Market	Enterprise	Share	% of 52-		Revenue		EBITDA	LTM	LTM
Company Name	Сар	Value ⁽¹⁾	Price (2)	Wk High	Revenue	Growth	EBITDA (3)	Margin	Revenue	EBITDA
Assisted / Senior Living										
Brookdale Senior Living Inc.	\$1,808	\$6,785	\$9.70	59.5%	\$3,961	(7.1%)	\$702	17.7%	1.7x	9.7x
Capital Senior Living Corporation	\$411	\$1,406	\$13.49	76.4%	\$464	6.0%	\$80	17.1%	3.0x	17.7x
Five Star Senior Living Inc.	\$75	\$105	\$1.50	52.6%	\$1,130	(0.4%)	\$13	1.1%	0.1x	8.2x
Assisted / Senior Living Mean	\$765	\$2,766		62.8%	\$1,852	(0.5%)	\$265	12.0%	1.6x	11.9x
Assisted / Senior Living Median	\$411	\$1,406		59.5%	\$1,130	(0.4%)	\$80	17.1%	1.7x	9.7x
Behavioral Health										
Acadia Healthcare Company, Inc.	\$2,867	\$6,060	\$32.63	60.0%	\$2,815	8.1%	\$575	20.4%	2.2x	10.5x
The Providence Service Corporation	\$790	\$777	\$59.34	97.4%	\$1,603	2.4%	\$65	4.0%	0.5x	12.0x
Behavioral Health Mean	\$1,828	\$3,418		78.7%	\$2,209	5.3%	\$320	12.2%	1.3x	11.3x
Behavioral Health Median	\$1,828	\$3,418		78.7%	\$2,209	5.3%	\$320	12.2%	1.3x	11.3x
Diagnostic Imaging										
BioTelemetry, Inc.	\$969	\$1,149	\$29.90	76.3%	\$238	23.8%	\$47	19.7%	4.8x	24.6x
Digirad Corporation	\$52	\$69	\$2.58	45.3%	\$119	7.9%	\$11	9.2%	0.6x	6.3x
RadNet, Inc.	\$481	\$1,090	\$10.10	84.9%	\$912	4.1%	\$114	12.5%	1.2x	9.5x
Diagnostic Imaging Mean	\$501	\$770		68.8%	\$423	12.0%	\$57	13.8%	2.2x	13.5x
Diagnostic Imaging Median	\$481	\$1,090		326.6%	\$238	7.9%	\$47	12.5%	1,2x	9.5x



		l a	test Twelve	Enterprise Value ⁽⁴⁾						
	Market Enterprise Share % of 52				La	Revenue	LTM LTN			
Company Name	Сар	Value ⁽¹⁾			Revenue	Growth	EBITDA (3)	EBITDA Margin	Revenue	EBITDA
Dialysis										
American Renal Associates Holdings, Inc.	\$547	\$1,040	\$17.40	74.7%	\$750	3.4%	\$78	10.3%	1.4x	13.4
DaVita Inc.	\$13,246	\$21,366	\$72.25	99.1%	\$10,884	(26.1%)	\$2,232	20.5%	2.0x	9.6
Fresenius Medical Care AG & Co. KGAA	\$32,331	\$40,677	\$105.40	98.4%	\$19,761	3.8%	\$3,284	16.6%	2.1x	12.4
Dialysis Mean	\$15,375	\$21,028		90.7%	\$10,465	(6.3%)	\$1,864	15.8%	1.8x	11.8
Dialysis Median	\$13,246	\$21,366		98.4%	\$10,884	3.4%	\$2,232	16.6%	2.0x	12.4
Distribution									•	
AmerisourceBergen Corporation	\$20,024	\$21,383	\$91.82	93.8%	\$155,441	4.8%	\$2,460	1.6%	0.1x	8.7
Cardinal Health, Inc.	\$19,276	\$28,094	\$61.27	72.2%	. ,	4.2%	\$3,152	2.4%	0.2x	8.9
Henry Schein, Inc.	\$10,968	\$12,445	\$69.88	74.7%	\$12,264	8.5%	\$983	8.0%	1.0x	12.7
McKesson Corporation	\$32,512	\$38,371	\$155.95	92.1%		4.6%	\$3,562	1.7%	0.2x	10.8
Ow ens & Minor, Inc.	\$1,157	\$1,975	\$18.88	51.0%	\$9,318	(4.2%)	\$209	2.2%	0.2x	9.4
Patterson Companies, Inc.	\$3,347	\$4,344	\$36.13	74.8%	\$5,532	(1.3%)	\$391	7.1%	0.8x	11.1:
Distribution Mean	\$14,547	\$17,769	ŢJ	76.4%	\$86,769	2.8%	\$1,793	3.8%	0.4x	10.3
Distribution Median	\$15,122	\$16,914		74.8%	\$72,439	4.4%	\$1,722	2.3%	0.4x	10.1
General Acute Care	· · · · · ·									
Community Health Systems, Inc.	\$477	\$13,861	\$4.26	40.5%	\$16,764	(10.7%)	\$1,577	9.4%	0.8x	8.8
Envision Healthcare Corporation	\$4,127	\$10,172	\$34.56	47.3%	\$7,207	139.5%	\$837	11.6%	1.4x	12.2
HCA Healthcare, Inc.	\$31,100	\$63,188	\$87.84	96.5%	\$43,614	5.1%	\$7,661	17.6%	1.4x	8.2
LifePoint Health. Inc.	\$1,963	\$4,701	\$49.80	70.2%	\$6,406	4.5%	\$736	11.5%	0.7x	6.4
Tenet Healthcare Corporation	\$1,530	\$15,982	\$15.16	66.7%	\$19,061	(3.7%)	\$1,639	8.6%	0.8x	9.8
Universal Health Services, Inc.	\$10,758	\$14,733	\$113.35	87.4%	\$10,243	6.6%	\$1,679	16.4%	1.4x	8.8
General Acute Care Mean	\$8,326	\$20,440	ψ110.00	68.1%		23.6%	\$2,355	12.5%	1.1x	9.0
General Acute Care Median	\$3,045	\$14,297		68.5%	\$13,503	4.8%	\$1,608	11.6%	1.1x	8.8
Healthcare IT	\$0,0.10	V. 1,201		00.070	\$10,000		\$1,000	111070		0.07
Allscripts Healthcare Solutions, Inc.	\$2,629	\$3,941	\$14.55	95.7%	\$1,714	16.6%	\$130	7.6%	2.3x	N
athenahealth, Inc.	\$5,324	\$5,478	\$133.04	83.9%	\$1,714	12.7%	\$165	13.5%	4.5x	NN
Cerner Corporation	\$22,401	\$22,084	\$67.39	91.2%	\$5,041	7.1%	\$1,368	27.1%	4.5x 4.4x	16.1
Computer Programs and Systems, Inc.	\$404	\$548	\$30.05	83.1%	\$277	3.6%	\$36	13.0%	2.0x	15.2
HMS Holdings Corp.	\$1,425	\$1,586	\$16.95	81.1%	\$498	1.1%	\$95	19.1%	3.2x	16.7
Inovalon Holdings, Inc.	\$2,188	\$1,906	\$15.00	84.3%	\$431	(4.7%)	\$73	17.0%	4.4x	26.0
Quality Systems, Inc.	\$865	\$893	\$13.58	76.6%	\$528	4.1%)	\$73 \$51	9.7%	1.7x	17.5
Healthcare IT Mean	\$5,034	\$5,205	φ13.56	85.1%	-	5.8%	\$274	15.3%	3.2x	18.3
Healthcare IT Median	\$2,188	\$1,906		83.9%	\$528	4.4%	\$95	13.5%	3.2x	16.7
	Ψ2,100	ψ1,300		03.370	ψ320	4.470	Ψ33	13.370	J.2X	10.77
Home Health and Hospice	\$400	\$200	\$24.90	9E 49/	¢416	10.59/	¢24	0 20/	1 Ov	11 7
Addus HomeCare Corporation	\$400	\$398	\$34.80	85.4%		10.5%	\$34	8.2%	1.0x	11.7
Almost Family, Inc.	\$773 \$1,789	\$887	\$55.35	83.7%	\$750 \$1,472	21.8%	\$41	5.4%	1.2x	21.8
Amedisys, Inc.	1 1	\$1,813	\$52.71	80.0%		5.8%	\$115 \$140	7.8%	1.2x	15.7
Chemed Corporation	\$3,880 \$1,120	\$3,944	\$243.02	96.8%	\$1,667	5.7%	\$149	8.9%	2.4x	26.5
LHC Group, Inc.		\$1,222	\$61.25	80.4%	\$1,004	13.8%	\$84	8.4%	1.2x	14.5
Home Health and Hospice Mean	\$1,592	\$1,653		85.3%	\$1,062	11.5%	\$85	7.7%	1.4x	18.1
Home Health and Hospice Median	\$1,120	\$1,222		83.7%	\$1,004	10.5%	\$84	8.2%	1.2x	15.7
Laboratory	015	A	04====		046:		00	0		
Laboratory Corporation of America Holdings	\$16,238	\$23,053	\$159.51	96.6%	\$10,206	8.1%	\$2,042	20.0%	2.3x	11.3
Quest Diagnostics Incorporated	\$13,424 \$14,924	\$16,912 \$10,082	\$98.49	87.2%	\$7,709	2.6%	\$1,500 \$4,774	19.5%	2.2x	11.3
Laboratory Median	\$14,831 \$14,831	\$19,983 \$10,083		91.9%	\$8,957	5.4%	\$1,771 \$1,771	19.7%	2.2x	11.3
,	\$14,831	\$19,983		91.9%	\$8,957	5.4%	\$1,771	19.7%	2.2x	11.3
LTC/SNF	60 F	0.1.0	#40.04	04 701	# F05	45.001	600	F 40/	2.0	
Diversicare Healthcare Services, Inc.	\$65 \$72	\$149	\$10.01	81.7%	\$565 \$5.350	45.3%	\$29 \$715	5.1%	0.3x	5.2
Genesis Healthcare, Inc. Kindred Healthcare, Inc.	\$72 \$887	\$5,069 \$3,981	\$0.76 \$9.70	16.1% 81.5%	\$5,350 \$6,996	(5.4%) 6.7%	\$715 \$394	13.4% 5.6%	0.9x 0.6x	7.1
National HealthCare Corporation	\$887 \$926	\$3,981	\$9.70 \$60.94	79.1%	\$959	3.9%	\$394 \$102	10.7%	0.6x 0.9x	8.4
The Ensign Group, Inc.	\$1,136	\$1,382	\$22.20	89.6%	\$1,849	11.8%	\$102	7.5%	0.9x 0.7x	10.0
LTC/SNF Mean	\$617	\$2,288	Ψ22.20	69.6%	\$3,144	12.5%	\$276	8.5%	0.7x	8.1
LTC/SNF Median	\$887	\$1,382		81.5%	\$1,849	6.7%	\$139	7.5%	0.7x	8.4



(US\$ in millions, except per share amo	ounts)									- (4)
					La	test Twelve	Enterprise Value ⁽⁴⁾			
	Market	Enterprise	Share	% of 52-	_	Revenue	(3)	EBITDA	LTM	LTN
Company Name	Сар	Value ⁽¹⁾	Price (2)	Wk High	Revenue	Growth	EBITDA (3)	Margin	Revenue	EBITDA
Managed Care										
Aetna Inc.	\$58,838	\$63,047	\$180.39	93.8%	\$60,535	(4.1%)	\$5,684	9.4%	1.0x	11.1
Anthem, Inc.	\$57,774	\$68,814	\$225.01	95.2%	\$90,039	6.1%	\$5,876	6.5%	0.8x	11.7
Magellan Health, Inc.	\$2,319	\$2,604	\$96.55	96.7%	\$5,408	11.7%	\$247	4.6%	0.5x	10.6
UnitedHealth Group Incorporated	\$213,641	\$228,627	\$220.46	95.1%	\$201,159	8.8%	\$17,189	8.5%	1.1x	13.3
WellCare Health Plans, Inc.	\$8,954	\$5,256	\$201.11	94.0%	\$16,887	18.6%	\$695	4.1%	0.3x	7.6
Managed Care Mean	\$68,305	\$73,669		95.0%	\$74,806	8.2%	\$5,938	6.6%	0.7x	10.8
Managed Care Median	\$57,774	\$63,047		95.1%	\$60,535	8.8%	\$5,684	6.5%	0.8x	11.13
PBM / Specialty Pharmacy		•	•				•		•	
BioScrip, Inc.	\$371	\$896	\$2.91	85.8%	\$875	(6.9%)	\$35	4.0%	1.0x	25.3
CVS Health Corporation	\$73,449	\$96,679	\$72.50	85.6%	\$184,765	4.1%	\$12,425	6.7%	0.5x	7.8
Express Scripts Holding Company	\$42,274	\$53,786	\$74.64	98.7%	\$99,549	(2.0%)	\$7,117	7.1%	0.5x	7.6
PBM / Specialty Pharmacy Mean	\$38,698	\$50,454		90.0%	\$95,063	(1.6%)	\$6,526	6.0%	0.7x	13.6
PBM / Specialty Pharmacy Median	\$42,274	\$53,786		85.8%	\$99,549	(2.0%)	\$7,117	6.7%	0.5x	7.8
Physical Rehab							·			
Encompass Health Corporation	\$4,858	\$7,412	\$49.41	98.0%	\$3,844	7.5%	\$751	19.5%	1.9x	9.9
Select Medical Holdings Corporation	\$2,362	\$5,064	\$17.65	89.3%	\$4,299	2.1%	\$469	10.9%	1.2x	10.8
U.S. Physical Therapy, Inc.	\$908	\$954	\$72.20	92.6%	\$392	12.5%	\$56	14.4%	2.4x	16.9
Physical Rehab Mean	\$2,709	\$4,477		93.3%	\$2,845	7.4%	\$425	14.9%	1.8x	12.5
Physical Rehab Median	\$2,362	\$5,064		92.6%	\$3,844	7.5%	\$469	14.4%	1.9x	10.8
Physician Practice Mgmt.		,					•			
Civitas Solutions, Inc.	\$640	\$1,265	\$17.10	84.2%	\$1,511	6.3%	\$149	9.9%	0.8x	8.5
MEDNAX, Inc.	\$4,954	\$6,721	\$53.44	74.1%	\$3,458	8.6%	\$582	16.8%	1.9x	11.5>
Physician Practice Mgmt. Mean	\$2,797	\$3,993		79.2%	\$2,484	7.5%	\$365	13.3%	1.4x	10.0
Physician Practice Mgmt. Median	\$2,797	\$3,993		79.2%	\$2,484	7.5%	\$365	13.3%	1.4x	10.0
Staffing							·			
AMN Healthcare Services, Inc.	\$2,353	\$2,653	\$49.25	95.2%	\$1,967	8.3%	\$240	12.2%	1.3x	11.0
Cross Country Healthcare, Inc.	\$465	\$550	\$12.76	77.9%	\$868	7.9%	\$38	4.4%	0.6x	14.5
On Assignment, Inc.	\$3,343	\$3,925	\$64.27	97.8%	\$2,626	7.6%	\$283	10.8%	1.5x	13.9
Staffing Mean	\$2,054	\$2,376		90.3%	\$1,820	7.9%	\$187	9.1%	1.2x	13.1
Staffing Median	\$2,353	\$2,653		95.2%	\$1,967	7.9%	\$240	10.8%	1.3x	13.9

Source: Capital IQ

All figures in US\$; where applicable, converted at rates as of December 31, 2017

- (1) As shown, Enterprise Value defined as Market Capitalization plus Preferred Stock and Net Debt
- (2) Closing share prices as of December 31, 2017
- (3) EBITDA reduced to account for minority interest expense
- (4) EV/Revenue and EV/EBITDA multiples of >7.0x and >30.0x respectively are considered as "NM"



Selected Recent Transactions



















Global Coverage. Industry Knowledge. Middle-Market Focus.

The global Corporate Finance practices of KPMG International's network of independent member firms was ranked #1 as the top M&A middle-market adviser globally by Thomson Reuters SDC based on number of completed transactions, and has been named the #1 Global Mid-Market firm and Global Private Equity Mid-Market firm, by Bloomberg M&A Advisory League Tables, for 2016.

KPMG Corporate Finance LLC

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