

## 3 Things to Remember About Third-Party Sales

As a business owner, you're likely used to having as much control over how the business functions as possible. You're the go-to person for big decisions and you own the consequences of those decisions, whether they're good or bad. This attitude is often good and sometimes necessary for the business' success. But when you begin to consider how you will plan for your business' future, you might be positioning your business poorly, especially if you have any intentions to one day sell your business to a third party.

In this article, we'll outline three facts about third-party sales and present a few consequences you might face if you aren't aware of these facts.

### 1. Buyers Want to Buy the Business, Not the Owner

A mistake many owners make as they consider a third-party sale is that they should remain heavily involved in business operations. However, staying too heavily involved in how the business runs is the last thing a buyer wants to see. Buyers prefer businesses that run smoothly without the owner because they usually don't want to commit the time and capital necessary to replace the owner after the owner sells the business. This is even true of financial buyers and private equity groups: They may be more likely to support continued owner involvement, but too much owner involvement can have a negative impact on the overall value of the business.

When planning for your business' future, it's important to position your business to function well whether you are present or not. If the business' performance relies directly on you, you can negatively affect your business' transferable value, which is what the business is worth *without* you. If you ever plan to sell your business to a third party but are also crucial to the business' success, you will likely need to work for the buyer for a few years until they've found or trained people to replace you. If you do some of that work before the sale, it gives you more options and potentially more value.

If the idea of selling your business only to work for the buyer is unpalatable, you aren't alone. Many owners



**Peter Racen, CLU®, ChFC®, CASL®,  
CFP®, AEP®**  
[peter.racen@nm.com](mailto:peter.racen@nm.com)

**Northwestern Mutual Wealth  
Management Company®**  
[www.peterracen.com](http://www.peterracen.com)  
424 S. Woods Mill Road  
Suite 110  
Chesterfield, MO 63017  
[314-744-5270](tel:314-744-5270)

share this distaste. However, this brings up another consequence of being too consequential to your business. If you put your business on the market, find that buyers require you to stay for a few years because you're too important to leave, and you then take the business off the market, you can permanently damage your business' value. In third-party sales, there's no such thing as "testing the waters." Buyers want to buy businesses that other buyers want to buy. If a business comes off the market without being bought, it's called *tainting the marketplace*, and it can damage your prospects.

## **2. Buyers Want Your Key Employees**

Key employees tangibly contribute to the success of the business in ways that go above and beyond expectations. Given this definition, it's obvious why buyers want them to stay with the company after you sell it. However, it's your responsibility to incentivize those employees to stay with the business as and after you leave.

If key employees feel that you haven't properly recognized their contributions to the business' success, they can negatively affect your plans for a sale to a third party. In a best-case scenario, they'll simply leave for greener pastures, which can negatively affect business operations and value. In the worst cases, they'll work for a competitor, take clients with them, or demand a cut of your final sale price at the 11<sup>th</sup> hour.

Formal incentive plans can keep key employees tied to your company as you complete the sale process. However, formal incentive plans must do four things to be effective:

1. Be tied to performance standards.
2. Be clear, consistent, specific, and in writing.
3. Create substantial bonuses (in the eyes of the employee).
4. "Handcuff" the employee to the business.

## **3. Buyers Want a Documented, Proven Growth Strategy**

Providing a documented, proven growth strategy to buyers can make the sale process easier for you in two ways. First, having a documented growth strategy positions you to grow your company more effectively than owners who don't have documented growth strategies, possibly making your company more valuable. Second, having a documented growth plan eases the transition between your exit and your next-level management team's entrance as the decision-making body for the business. Getting them involved in setting business strategy and action plans to implement the strategy brings in new ideas, enthusiasm, and commitment to seeing the processes through to success. This can make the business more valuable to buyers because they will have to put minimal effort into absorbing the new business. It also positions you to move toward only doing things that you want to do within the business, rather than acting as the decision maker for every little issue.

If you'd like to discuss how you can prepare yourself for a third-party sale or do any of the things buyers tend to look for when buying a business, please contact us today.

*The information contained in this article is general in nature and is not legal, tax or financial advice. For information regarding your particular situation, contact an attorney or a tax or financial advisor. The information in this newsletter is*

*provided with the understanding that it does not render legal, accounting, tax or financial advice. In specific cases, clients should consult their legal, accounting, tax or financial advisor. This article is not intended to give advice or to represent our firm as being qualified to give advice in all areas of professional services. Exit Planning is a discipline that typically requires the collaboration of multiple professional advisors. To the extent that our firm does not have the expertise required on a particular matter, we will always work closely with you to help you gain access to the resources and professional advice that you need.*

*This is an opt-in newsletter published by Business Enterprise Institute, Inc., and presented to you by our firm. We appreciate your interest.*

*Any examples provided are hypothetical and for illustrative purposes only. Examples include fictitious names and do not represent any particular person or entity.*

---

Northwestern Mutual is the marketing name for The Northwestern Mutual Life Insurance Company, Milwaukee, WI (NM) (life and disability insurance, annuities, and life insurance with long-term care benefits) and its subsidiaries. Peter Andrew Racen is a Representative of Northwestern Mutual Wealth Management Company® (NMWMC), Milwaukee, WI (fiduciary and fee-based financial planning services), a subsidiary of NM, and federal savings bank. All NMWMC products and services are offered only by properly credentialed Representatives who operate from agency offices of NMWMC. Representative is an Insurance Agent of NM and Northwestern Long Term Care Insurance Company, Milwaukee, WI, (long-term care insurance) a subsidiary of NM, and a Registered Representative of **Northwestern Mutual Investment Services, LLC** (NMIS) (securities), a subsidiary of NM, broker-dealer, registered investment adviser and member FINRA ([www.finra.org](http://www.finra.org)) and SIPC ([www.sipc.org](http://www.sipc.org)).

The products and services referenced are offered and sold only by appropriately appointed and licensed entities and Financial Representatives. Financial Representatives and their staff might not represent all entities shown or provide all the services discussed on this Web site. Not all products and services are available in all states.

Peter Andrew Racen is primarily licensed in Missouri and may be licensed in other states.

CA License: #0D29950

AR License: #3201464

Certified Financial Planner Board of Standards Inc. owns the certification marks CFP®, CERTIFIED FINANCIAL PLANNER™ CFP® (with plaque design) and CFP® (with flame design) in the U.S., which it awards to individuals who successfully complete CFP Board's initial and ongoing certification requirements.

The Chartered Advisor for Senior Living (CASL®) designation is conferred by The American College of Financial Services.

©2019 Business Enterprise Institute, Inc. All rights reserved.