MERGERS AND ACQUISITIONS PROSPECTS FOR MARKETING SERVICES, MEDIA AND RELATED TECHNOLOGY FIRMS

# 21<sup>st</sup> ANNUAL MARKET SURVEY 2015



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### **Executive Summary**

In late 2014, AdMedia Partners, Inc. conducted its 21st annual survey of senior executives at leading marketing services, media and related technology companies for their take on industry mergers and acquisitions prospects in the coming year.

Respondents generally had a positive outlook for M&A in these sectors, driven in particular by digital and data. Expectations for M&A activity in 2015 were overall up, with similar to slightly higher valuation levels. However, many viewed valuations as fair for both sides: a good time for sellers to achieve liquidity, and a good time for buyers to acquire strategic and growing assets in a favorable financial environment. Key findings include:

#### 2014: A Busy Year for M&A

- There was a notable increase over last year in the number of respondents who made acquisitions (35% versus 25%), were involved with a merger (11% versus 7%), or were acquired by a strategic buyer (11% versus 7%).
- However, the percentage of respondents reporting being approached by buyers or receiving offers declined year over year. One explanation for this seeming contradiction is that 2014 M&A included some backlog from 2013.

#### 2015: Positive Outlook for M&A

- The vast majority (81%) of respondents believe that M&A by strategic buyers will increase in 2015; for financial buyers this number is 55%, up from 49% last year.
- Likewise, 82% of respondents would advise buyers to act now, and 65% would advise sellers to act now, the highest percentage in 14 years. The differential between advising buyers and sellers to act now is much smaller than in prior years—an indication that the current M&A market is not skewed heavily towards buyers or sellers, but represents interesting opportunities for both.

#### **Growth Expectations**

- The median expected growth rate in 2015 for respondents' own businesses increased to 18%, up from 13% for the previous four years.
- In contrast, respondents expect overall ad growth to be 3%, the same response as for the prior five years.
- However, expected growth is much higher for digital media channels. For example, nearly three-quarters of respondents expect mobile ad spending to grow at least 15% next year.
- There was a significant increase in growth expectations for custom content/native advertising, with over half (57%) expecting growth of at least 15%, perhaps not surprising given the increased media attention on this segment. Indeed, content creation and its deliverability via alternative channels was mentioned by numerous respondents as the most disruptive industry trend.
- This was the first year that we asked about programmatic, another hot media topic; 49% of respondents expect programmatic to grow over 15%.

#### Optimism on Valuations

Business	% Interest	Weighted Average Multiple
Analytics	64%	8.5
Digital Agencies	53%	8.0
Mobile Marketing	50%	8.5
Social Marketing	47%	8.0
CRM/Database Marketing	46%	7.5
Custom Content/Native Advertising	44%	7.0
Marketing/Strategic Consulting	38%	7.0
Design/User Experience	37%	7.0
Ad Tech	29%	8.5
Experiential Marketing	29%	7.0
Integrated Ad Agencies	28%	6.5
Corporate Communications	28%	6.0
Shopper Marketing	24%	7.5
Market Research	18%	6.5
Ad Networks	14%	7.5

- Similar to last year, the areas in which respondents were most interested expanding or acquiring were in the digital/data sector, and these areas tended to command the highest valuation expectations. In four of the five areas of highest interest—analytics, digital agencies, mobile and CRM/database—the interest level increased over the prior year.
- Interest in expanding or acquiring in the social marketing sector declined year-over-year; one possible explanation is that because social is becoming so intertwined with mobile, there is less interest in social as a stand-alone category.
- Expected multiples increased slightly in 7 of the 15 categories, and were constant in the others.
- Please note that the multiples above are averages that reflect expectations. There are factors in any specific situation that can move actual deal multiples significantly up or down, such as company size, growth rate, client list, revenue concentration, profit margins and the presence or absence of differentiating skills or proprietary technology.

#### Digital and Data Dominate

- When asked about drivers of M&A, one respondent replied "data-driven everything," mirroring the opinions of many other respondents. Indeed, analytics remained the strongest area of interest for expansion or acquisition, and CRM/database marketing showed the greatest increase in interest.
- Numerous respondents mentioned the data controlled by media and technology companies as a competitive advantage and an arena in which agency businesses will need to catch up.
- Mobile payment systems and the corresponding potential for data capture also emerged as a new topic amongst respondents this year.
- Another data-driven tool—programmatic—also was a popular topic this year, mentioned more than any other factor as the most disruptive industry issue.

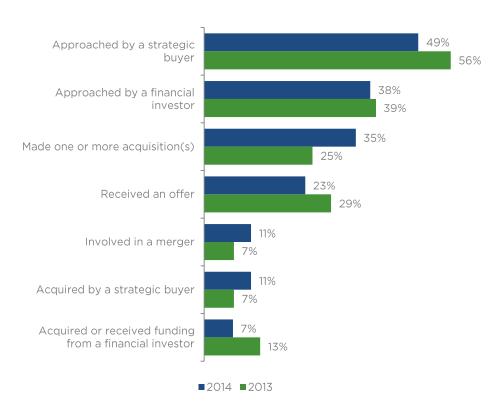
## Detailed Findings

### M&A Activities in 2014

### Q. In the past year, which of the following M&A-related activities has your company been involved in?

- Nearly two-thirds (63%) of respondents have been approached by a buyer.
- Half (49%) were approached by a strategic buyer. This represents a decrease over 2013 when 56% of respondents reported this activity.
- Nearly four in ten (38%) were approached by a financial investor, a level in line with the prior year.
- There was a notable increase in companies that made one or more acquisitions. Over one-third (35%) of respondents reported making an acquisition in 2014 compared to 25% in 2013.
- In 2014, 11% of respondents were involved in a merger. This result is an increase over the 7% reported last year.
- Respondents showed an increase in acquisitions by a strategic buyer—11% compared to 7% in 2013.
  However, the opposite was true for respondents who were acquired by or received funding from a financial investor; this response garnered 7% for 2014, down from 13% in 2013.
- It is interesting to note that approaches were down in 2014 versus 2013, but actual closed transactions were generally up, in particular with strategic buyers.

Fig. 1 - 2014 vs. 2013 M&A Activities



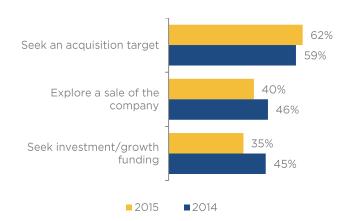
Note: numbers exclude mentions of "None"

## M&A Expectations for 2015

## Q. For those who have M&A expectations for 2015, which of the following M&A-related activities do you expect your company to pursue?

- Respondents continue to be optimistic, with nearly two-thirds (62%) expecting to seek an acquisition target in 2015. This is consistent with the 59% reported in 2014.
- The attitudes of sellers have changed slightly. Overall, 40% anticipate that they will **explore a sale of their company** in 2015, compared to 46% in 2014.
- Approximately one-third (35%) plan to seek investment funding in 2015—a sizable decrease over the 45% in 2014.
- Sellers appear to be less eager than they were last year, although buyer interest is increasing. It is also possible that due to the heightened deal activity in 2014, there are simply less sellers in the market.

Fig. 2 - 2015 vs. 2014 M&A Expectations



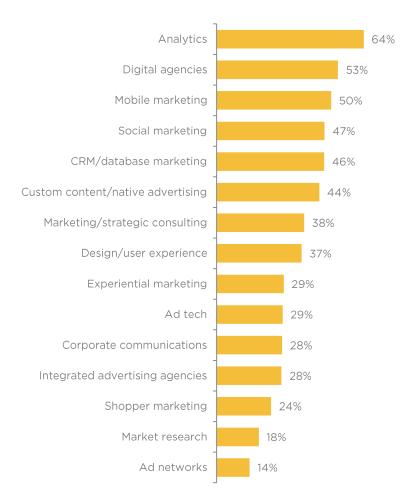
Note: numbers exclude mentions of "None"

## Areas of Expansion Interest

#### Q. Is your company considering expanding or acquiring any of the following businesses?

- The most sought after areas of interest for expansion or acquisition remained consistent with prior years: analytics (64%), digital (53%), mobile (50%) and social (47%).
- Compared to 2014, interest in many of the hottest areas has grown. There is a significant increase in interest in digital (+8%), mobile (+6%) and analytics (+3%).
- Unexpectedly, interest in social has dropped from 56% last year to 47% for 2015. One theory is that social is increasingly tied to mobile (interest in which has increased). In addition, there has been growth in analytics, mobile and CRM/database marketing that may have reduced the importance of social for acquirers.
- In fact, one of the attractive properties of social media marketing is the ability to capture large amounts of highly targeted data, and indeed, interest in CRM/database marketing showed a sharp uptick in interest from 35% to 46%. The emphasis on data and analytics is probably what has lead to the significant increase in CRM/database marketing.
- Interest in most other categories was similar to last year.

Fig. 3 - 2015 Areas of Expansion Interest



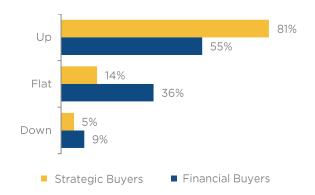
## M&A Expectations for 2015 - Strategic vs. Financial Buyers

Q. Compared to 2014, do you think M&A in your industry—driven by either strategic or financial buyers—will be up, flat or down in 2015?

- The vast majority (81%) expect that M&A by **strategic buyers** will be up in 2015. This figure is consistent with 2014, when 80% of respondents held this belief.
- More than half (55%) of respondents anticipate an upward shift in M&A by financial buyers. This figure is higher than was reported in 2014 (49%).

"Rush to catch up to media/technology companies providing data-driven insight to their clients."

Fig. 4 - M&A Expectations for Strategic or Financial Buyers



"More acquisitions as traditional marketing merges with digital."

"A new breed of integrated agency models is forming."

"Challenge to find attractive companies at reasonable multiples."

"We aren't yet at the peak but we are close."

"Data-driven everything."

"Entrance into Marketing Technology SaaS plays by Enterprise SaaS players."

"The holding groups are becoming more aggressive as they increasingly look outside their portfolio for innovation and growth, and the strategic/financial buyers recognize the opportunity in this space and are becoming more sophisticated in their understanding of where the opportunities do (and do not) lie."

## Disruptive Industry Trends

#### Q. What trends and technologies are most disruptive to your industry?

- The big new trend emerging in this year's survey is programmatic, which is mentioned more than any other single factor as a disruptive industry issue.
- Trends similar to last year include:
  - Mobile, social and data/analytics are mentioned by multiple respondents as disruptive.
  - Content creation and its deliverability via alternative channels is often mentioned, with new media companies like Facebook and Google perceived as threats to traditional agencies by some respondents.
  - Government regulations and data privacy are frequently mentioned.
- With the recent news around Apple Pay, mobile payment and the related potential to capture purchase level data are also new trends mentioned by respondents.

"Programmatic buying will change the face of most large networks."

"There is a desire to automate marketing, but you cannot automate creativity."

"The unbundling of cable TV will drive the continued growth of alternative delivery routes."

"Digital payment and the commoditization/proliferation of purchase level data."

"Increased use of technology in market research."

"Media companies who 'own' the customer/consumer relationship and the behavioral data are in a strong position."

"It is the SPEED of transformation in this industry that is most disruptive."

## Advice to Prospective Buyers and Sellers

Q. Given the M&A environment that you foresee for 2015, would you advise prospective buyers to act now or wait? Would you advise prospective sellers to act now or wait?

- A significant majority (82%) of respondents would advise buyers to act now.
- Nearly two-thirds (65%) of respondents would advise sellers to act now, the highest response rate in fourteen years.
- The differential between advising buyers and sellers to act now has averaged 16.5 over the last two years versus an average of 39.1 over the preceding 12 years—a sign that the market may be poised for activity.

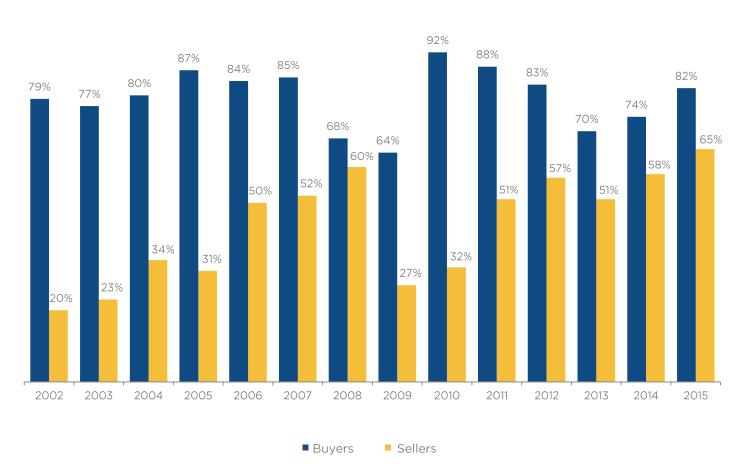


Fig. 5 - Advice to Prospective Buyers & Sellers - Act Now

## Reasoning Behind Advice to Prospective Buyers and Sellers

#### Q. Why would you give such advice to prospective buyers and sellers?

- No one reason dominated the list, but the top explanation (30%) given by those offering advice to prospective buyers and sellers is that strategic, economic and financial market interests are currently aligned for favorable conditions.
- Anecdotally, many respondents feel that there are interesting opportunities in the current market for both buyers and sellers (i.e., not lopsided).

"There will be lots of demand for acquiring innovation, so it is a good time to get prospective buyers to bid against each other."



"There are a lot of companies that have survived the past 5 years. Snapping one of them up now is probably a good bet—they have proved they can weather the storm and can prosper if the market grows."

"Those who scale up now have the best chance of identifying and capitalizing on the changes and trends that are happening at an increasingly faster pace."

"There is a higher volume of investment from brands into a broader range of digital service offerings that is supporting the growth of a longer tail of specialist digital shops."

"Buyers who do not have the capabilities to take advantage of US economic growth need to acquire the tools now."

"The overall market for marketing communications services is growing. There is an opportunity for both buyers and sellers to capitalize on this . . . have reasonable, but accommodating, expectations.

There is room for everyone to win in 2015 M&A deals."

"The market is ripe for both buyers and sellers. A balanced market for both parties."

"It is a perfect storm of positive macroeconomic conditions which increases available cash for acquisitions . . ."

## Growth Expectations for 2015

#### Q. What revenue growth rate do you anticipate in 2015 for your own businesses?

- The median expected growth rate for respondents' own businesses has increased to 18%, a seven-year high.
- However, in a sentiment similar to last year, the split between those who believe their business will grow more than 15% versus less than 15% is approximately 50/50.
- Over one quarter (27%) of respondents are very bullish and believe their business will grow at least 20% in 2015.

Fig. 7 - 2015 Business Growth Expectations

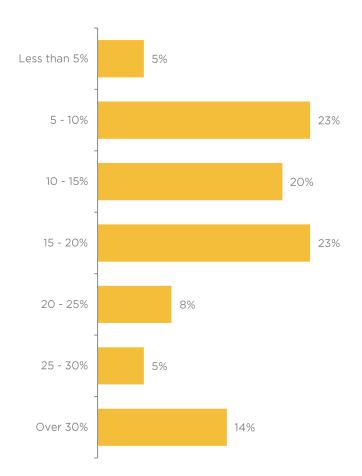
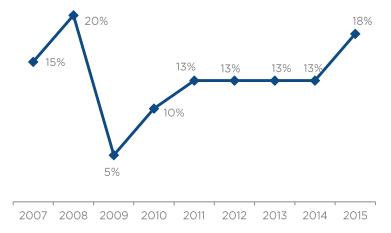


Fig. 8 - Overall Median Business Growth Expectations



## Advertising Growth Expectations for 2015

#### Q. What growth rate do you anticipate in 2015 for overall advertising spending?

- Sentiment has been steady regarding respondents' expectations for overall ad spending. The median expected growth rate for ad spending in 2015 is 3%, a result consistent with the previous five years.
- Almost half (47%) of respondents expect overall ad spending to grow 2 to 4% in 2015; last year this group represented 39%.

Fig. 9 - 2015 Advertising Growth Expectations

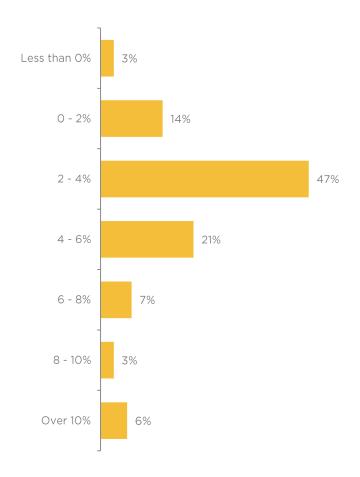
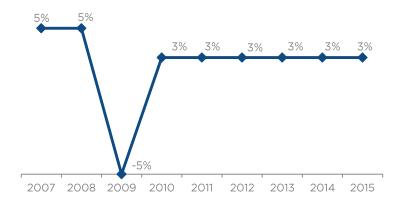


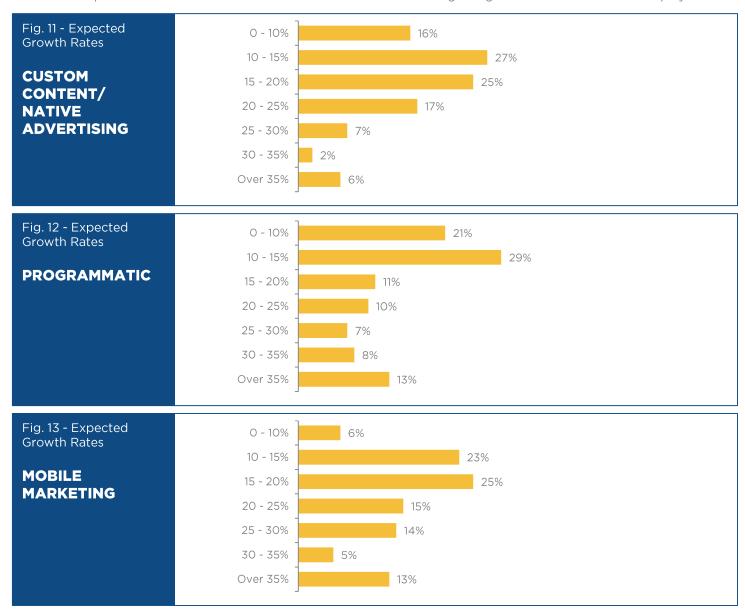
Fig. 10 - Overall Median Advertising Growth Expectations



## Advertising Growth Expectations - by Category

## Q. What growth rate do you anticipate in 2015 for custom content/native advertising, programmatic, mobile, video, search and online display ad spending and buying?

- The most significant change in growth expectations versus last year is for custom content/native advertising. Last year, 42% of respondents thought this category would grow at a slower pace of **0 to 10%**; this year, only 16% foresee this lower growth rate, with over two-thirds (69%) anticipating growth of **10 to 25%**.
- Programmatic is new to this year's survey, with nearly three in ten (29%) respondents believing this category will grow by 10 to 15% in 2015.
- Mobile ad spending is expected to grow substantially in the coming year: nearly half of respondents (47%) say they expect to see an increase of at least 20% and three quarters (72%) expect this category to grow over 15%.
- More than half of respondents (53%) expect video ad spending to grow between 10 and 20%.
- Growth expectations are lower for more mature interactive advertising categories such as search and display.



## Advertising Growth Expectations - by Category, Continued

Q. What growth rate do you anticipate in 2015 for custom content/native advertising, programmatic, mobile, video, search and online display ad spending and buying?



Methodology

## Background & Methodology

- In Q4 2014, AdMedia Partners conducted its 21st annual survey on the outlook for M&A for marketing services, media and related technology firms in the coming year. Over 9,000 domestic and international executives in advertising, marketing services, digital marketing, marketing technology, media technology, media or digital media were invited to take part in a 5-minute online survey.
- Respondents were asked to describe the nature of their businesses and were classified into one of three groups. Below is a summary of the makeup of the respondents.

Nature of Business	% of Total
Businesses involved solely in Services	33%
Businesses involved in Content and related work	41%
Other businesses related to Marketing or Media Technology	26%
Total	100%

- Respondents were asked to choose a range which described their company's annual revenue. Below is a summary of the makeup of the responses.

Annual Revenue	% of Total
\$50 Million or less	73%
\$51 - \$500 Million	14%
Over \$500 Million	5%
Don't know/refused	8%
Total	100%

## **Analytical Summary**

- Throughout this report, results are reported in the aggregate.
- Data from all respondents was analyzed regardless of whether they completed the survey in its entirety.
- Participants were asked several open-ended questions to aid in understanding the "whys" behind the numbers. Where possible, responses to these questions have been coded and tabulated.
- Where historical data is available and the comparison worthy, comparisons between years have been made.
- All percentages were rounded up or down to the nearest whole number. As such, percentages may not add to 100%.

## About AdMedia Partners

### About AdMedia Partners, Inc.

AdMedia Partners is a leading M&A advisor that provides middle-market mergers and acquisition advisory services to marketing, media and related technology businesses. Founded in 1990 and located in New York City, the firm has completed over 220 transactions worth over \$9 Billion.

AdMedia was founded by former advertising, media and financial executives who recognized the market need for an M&A advisory firm focused specifically on the rapidly changing marketing and media industries. AdMedia has provided transactional services and strategic and financial advice to the world's leading advertising and media companies. The firm's industry knowledge and strong transactional skills provide the best outcomes for both sellers and buyers—the strategic value that AdMedia Partners brings to every assignment.

AdMedia's group of managing directors is among the most experienced financial advisors in the marketing services, media and related technology industries. Their diverse backgrounds as former operating and financial executives and entrepreneurs provide unique insights into both the strategic and operating issues that surface during mergers, acquisitions and divestitures. Clients benefit from the managing directors' keen and unique perspectives into the current themes and trends within the sectors that AdMedia covers. Most importantly, the managing directors speak the same language and have shared backgrounds with the clients they serve.

The combination of AdMedia's industry expertise and financial advisory experience provides clients with a unique offering of industry-focused deal strategy and strong transactional experience. Unlike other financial advisory firms that provide more junior staff as the day-to-day contact, AdMedia assigns two managing directors to every assignment with a lead MD as the main point of contact. A team of experienced professionals supports the managing directors, allowing them to dedicate 100% of their time to working on behalf of clients.

#### **Marketing & Business Services**

- Advertising
- BPO
- Brand Identity/Design
- Consulting
- Corporate Communications
- CRM/Loyalty
- Direct/Database Marketing
- Entertainment Marketing
- Experiential Marketing
- Government Affairs
- Healthcare Marketing
- Market Research
- Media Buying & Planning
- Promotional/Shopper Marketing

#### **Digital Marketing & Technology**

- Advertising Technology
- Interactive TV
- Mobile Marketing, Content & Applications
- Online Advertising & Measurement
- Online Market Research
- Performance Marketing & Lead
- Programmatic Buying
- Search Marketing
- Social Media Marketing
- UX/User Experience Design
- Web & Application Development

#### Media & Digital Media

- Affiliate & Ad Networks
- B2B Publishing
- Consumer Magazines
- Content Agencies
- Information Publishing
- Online Communities
- Online Media
- User-Generated Content

## Select AdMedia Partners, Inc. Transactions

























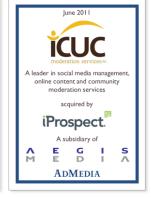
















## Select AdMedia Partners, Inc. Transactions, Continued







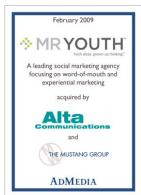


































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