The Ten Biggest Mistakes Sellers Make

Planning Matters

Thinking of selling your privately held business? Use this checklist to see if you are ready. Correcting these mistakes before you sell will mean higher value received and a smoother, timelier transaction when you sell your business.

Wrong Price

Too high is bad; too low is bad. If the price is too high, buyers don't think you are serious and won't investigate the opportunity. Ultimately the offering becomes shopworn and has to be taken off the market or dumped below the market. If it is too low, you will leave something on the table. Most sellers do not know what the market value of their business is. How does one find out? Get an appraisal. Ask an intermediary that is experienced in selling your type of business.

Inadequate Financial Records

Private businesses' accounting records are kept to minimize taxes whereas public companies' records tend to maximize earnings. If tax records are the only ones you keep, your company is going to show minimum taxes (and minimum earnings). This makes for low valuation. The answer isn't to pay more taxes; it is to keep records so that they can be recast to show the earnings and cash flow attributable to the business.

Unusual expenses should be kept in separate accounts or religiously logged to allow future recasting. This should be done even if you are not contemplating selling now. Buyers typically recast the previous 5 years. Are you positive that your business will not be transferred in the next 5 years.

Lack of a Firm Decision to Sell

If you have not deliberated and come to the firm decision that you are going to sell, don't start the selling process. Why you are selling must be firm in your mind and you must have determined that you are going through with the process. Most sellers are motivated by reasons other than money. For example: retirement, sickness, family pressure, burn-out and the like. Money and the right price are important, but it you are not mentally prepared to sell, don't.

Lack of Proper Qualification of Prospective Buyer

The first two questions a buyer asks are “Why are you selling?” and “What are your financial results?” You should ask prospective buyers the same equivalent questions. “Why are you buying?” and “What is the financial status of the buying entity?” If the buyer doesn’t have the financial wherewithal to buy your business, don't spend your time talking to him/her.

A favorite stratagem of buyers is to say that they
will produce their financial statement when the
time is right - or that they have a partner that
is putting up the money. These excuses mean
that the buyer doesn't have enough money to
buy your business. Make the buyers produce
their financial statements and any information
that you need to run a credit report, D&B or
other checks that might be necessary for your
particular situation. Serious, qualified buyers
are happy to produce the information you need
to check them out.

Selling to the Wrong Buyer

Both the buyer and seller have to be enthusi-
astic about the deal else chances are it won't
go through. Or, if it does go through, chances
are that it will turn sour. If the chemistry is
not right with the person you are dealing with,
terminate the negotiations. Another mistake
sellers make is selling to competitors, em-
ployees, suppliers or customers. Competitors
seldom pay full value for a company. If the
deal falls through, a great deal of confidential
information is lost. It is an unusual case when
an employee has the money to buy the com-
pany. This means that the seller is at extreme risk
in getting paid. Suppliers and customers have
the problem of becoming competitors to their
suppliers and customers when they integrate
backward or forward. This jeopardizes the
customer base of the seller. The best buyer is
a synergistic buyer that fits with your compa-
y. The best transaction for the seller is when
two or more synergistic buyers actively vie to
purchase the company.

Demanding All Cash For The Deal

The issue isn’t “all cash.” The issue is getting
paid. Buyers will pay substantial premiums
for seller financing. Sellers should listen and
evaluate seller financing proposals. Some sell-
ers say that they are not going to sell to anyone
who uses the profits of the business to pay for
the business. They will never sell the business.

Trying to Sell It Yourself

Selling a business is a complex legal, financial,
time consuming process. There are buyers
to be found and qualified; there are prospec-
tuses to be written. There are hundreds of
issues to be resolved in negotiations. e.g., stock
vs. asset sale, allocation of the price, securi-
ty agreements, confidentiality, employment
agreements, covenants not to compete (term,
geography and technical limits included),
definitive agreements, earn outs, royalties,
guarantees, warranties of buyer and warranties
of seller, valuations of equipment, inventories
and accounts receivable, recapture of deprica-
tion, tax responsibilities, bulk sales law, buyout
of minority stockholders, assumption of leases,
removal of seller debt guarantees, seller financ-
ing, default provisions, fraudulent conveyance,
post sale responsibilities of seller and on and
on.

And, while all this is going on, the company
must continue to be run, and confidentiality
about the potential sale must be maintained.
The solution is to get experienced legal, ac-
counting and deal making advice early in the
process.
Negotiating Too Hard

You should negotiate hard, but not to the last dollar. It is better for the seller that the surviving company be successful. A skillful negotiator will work to have a win-win situation where everyone leaves the transaction happy.

Sale Timing Not Right

There can be a substantial variation in selling price depending upon the business cycle, or the profit cycle of the particular business. All things being equal, you should sell on the upside of the business cycle near the top just after a record year of profit.

Lack of a Business Plan

Buyers buy based on their perception of the future earning stream of the company. The buyer, as a part of the evaluation process, will prepare a business plan. The seller is much better positioned to project market and cost information than the buyer. A business plan, with well-reasoned and documented market and operating information will go a long way to convincing a buyer of the long-term future of the company. A business plan is a way of documenting the future. It can mean a selling price based on future expectations rather than past history.