Parent-Subsidiary (Upstream Merger)
> Subsidiary entity merges into parent entity using "short form" merger procedures
> Parent is required to own a certain statutory percentage (in most states it’s 90%)
> Shareholder vote unnecessary to approve merger
> Avoids costly proxy solicitations and meetings of publicly traded companies
> Amendment of the parent’s formation document is restricted
> LLC/LP laws may or may not authorize short form procedure

Parent-Subsidiary (Downstream Merger)
> Parent entity merges into a subsidiary entity using "short form" procedures
> Can use to change the parent’s home state
> Some corporation laws permit short form merger of parent into subsidiary
> Parent must own a certain percentage of subsidiary
> Amendment of the survivor’s formation document is restricted
> Use the general merger statute if short form provision is unavailable

Regardless of type, each merger has unique elements and challenges. CT’s team of experts can help you avoid common compliance pitfalls throughout the deal lifecycle. To learn more, contact us at 855.316.8948 or visit CT Corporation.