

Killer Acquisitions*

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Abstract

Firms may acquire innovative targets to discontinue the development of the targets' innovation projects in order to preempt future competition. We call such acquisitions “killer acquisitions.” We develop a parsimonious model and provide empirical evidence for this phenomenon in drug development by tracking detailed project-level development histories of more than 35,000 drug projects. We show theoretically and empirically that acquired drug projects are less likely to be continued in the development process, and this result is particularly pronounced when the acquired project overlaps with the acquirer's development pipeline and when the acquirer has strong incentives to protect its market power. We also document that alternative interpretations such as optimal project selection, organizational frictions, and human capital and technology redeployment do not explain our results. Conservative estimates indicate that about 7% of all acquisitions in our sample are killer acquisitions and that eliminating their adverse effect on drug project development would raise the pharmaceutical industry's aggregate drug project continuation rate by more than 5%. These findings have important implications for antitrust policy, startup exit, and the process of creative destruction.

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1. Introduction

This article highlights a novel, and potentially concerning, motive for corporate acquisitions. We argue that an incumbent firm may acquire an innovative target and terminate development of the target’s innovations to pre-empt future competition. We call such acquisitions “killer acquisitions” as they are intended to eliminate potentially promising, yet likely competing, innovation.

A recent case involving the pharmaceutical firm Mallinckrodt and its subsidiary Questcor helps to illustrate this phenomenon. In the early 2000s, Questcor enjoyed a monopoly in the category of adrenocorticotrophic hormone (ACTH) drugs with its product Acthar. Acthar treats rare, serious conditions, including infantile spasms. In the mid-2000s, Synacthen, a synthetic, direct competitor to Acthar was beginning development for the US market. In an effort to pre-empt potential future competition, Questcor acquired the US development rights of Synacthen in 2013. Following the logic of killer acquisitions—that is, stopping competition before there is even a marketable product—Questcor did not develop Synacthen. As the FTC argued in an antitrust complaint, Questcor acquired Synacthen to preempt competition: “With the acquisition of Synacthen, Questcor thwarted a nascent challenge to its Acthar monopoly.”¹ In other words, Questcor was punished for eliminating competition *preemptively*. In January 2017, Mallinckrodt (which acquired Questcor in 2014) settled the anti-competitive acquisition case, agreeing to pay \$100 million.

In this paper, we theoretically model and empirically study killer acquisitions. Our analysis proceeds in two steps. First, to motivate the empirical analysis, we build a parsimonious model that combines endogenous acquisition decisions, innovation, and product market competition. In our model, an incumbent firm that acquires an innovative project has weaker incentives to develop such a project compared to an independent entrepreneur if the new project is a substitute for the incumbent’s existing product. This is because the incumbent acquirer suffers from the replacement (or cannibalization) of his existing product’s profits or, in other words, because of “the monopolist’s disincentive created by his preinvention monopoly profits” (Arrow, 1962). In conjunction with the incentive to protect market power

¹FTC Matter/File Number: 1310172, “Complaint for Injunctive and Other Equitable Relief,” https://www.ftc.gov/system/files/documents/cases/170118mallinckrodt_complaint_public.pdf

this “replacement effect” can be so strong that an incumbent firm may acquire startups simply to shut down the startup’s projects thereby preventing them from developing products that, if successful, would cannibalize the incumbent’s profits.

We show that the replacement effect is present for any degree of acquirer-target product substitutability (overlap), and in such cases acquirers have strictly stronger incentives to discontinue project development than independent entrepreneurs. However, more intense product market competition erodes the incumbents’ profits and thus reduces the negative impact of the replacement effect. As a result, both existing competition as well as future product market competition (e.g., following patent expiry) reduce the difference in project development decisions between independent entrepreneurs and acquirers and thus diminish the prevalence of killer acquisitions.

In the second part of the paper, we provide empirical support for our theoretical arguments. Our key empirical test for killer acquisitions focuses on the development of projects acquired by an acquirer that owns an overlapping product. A lower continuation rate of such projects post-acquisition provides evidence of “killer acquisitions.” Implementing our tests, however, presents some significant empirical challenges. An ideal setting requires first that we observe outcomes at the project level, including, notably, development milestones. Second, we need to observe project-level development both within the target company prior to the acquisition as well as for the same project after acquisition. Further, we need be able to accurately characterize the potential product market overlap between the acquiring firm and the target’s project as well as competition in the related product market.

We overcome these empirical challenges by focusing on the pharmaceutical industry and exploiting the setting of drug development. We collect detailed development information on more than 35,000 drug projects originated by more than 6,700 companies in the past two and half decades, accompanied by the acquisition events collected from comprehensive data sources. We observe the full development cycle for each drug from initiation to the end point of the project (either successfully launched or discontinued). Importantly, we observe project development events independent of acquisition events. For example, we can observe Dom-0800, an anti-CD40 ligand human domain antibody, originated by Domantis in 2005. Domantis was acquired by GlaxoSmithKline in 2006; yet, we track and document the

development of Dom-0800 post-2006, regardless of its change in ownership.

Moreover, we collect information to finely characterize both the market (the intended disease) and the technology (the mechanism of action) of each drug project. We use market-technology measures to finely categorize acquirer overlap with the target's project, and thus identify potentially competing products. Further, we are able to separately characterize competition in both the development pipeline and product market of the project by distinguishing products under development and launched products. Using detailed pharmaceutical categorizations to measure overlap and competition is particularly desirable given the complications associated with coarse industry codes and wide variations in product categorizations often used out of necessity in other settings.

Our key test for killer acquisitions is whether discontinuation of acquired projects is more pervasive when the target's new project could plausibly compete with the acquirer's drugs, i.e. if they are potential substitute or overlapping products. We measure overlap by flagging whether the target's drug project falls in the same therapeutic market and same mechanism of action, in which the acquirer is developing or has launched a drug. We use a drug-year panel to characterize the annual probability of developing a drug project and show that projects that are acquired by an incumbent with an overlapping drug are 22.35% less likely to be continued in the development process compared to drugs that are acquired by other firms. Further, we find that the intensity is more severe if the acquirer's overlapping drug is further from patent expiry in which case the effects of cannibalization are larger.

Our theory predicts that terminations of acquired overlapping projects will be more pervasive when the acquirer has more market power and thus has more to lose if the target's new product successfully launches due to the replacement effect. We test this idea by repeating our baseline analysis across subsamples with different levels of existing competition. We measure both competition in the product market and separately in the development pipeline. We find that killer acquisitions are concentrated in markets with low competition.

In additional analyses, we examine the progression of projects through the phases of clinical trials, replicating our analysis on continuation events. While more limited in terms of the types of development events captured as well as the sample of projects, this analysis mirrors prior work on drug development [Krieger \(2017\)](#); [Guedj and Scharfstein \(2004\)](#), as well

as focusing on projects at the same stage of development. In these supplementary analyses, we find drug projects that start Phase I trials are less likely to enter Phase II if they are acquired and there is an overlap between the target drug and the acquirer. As above, these findings are concentrated in markets with low competition.

We conduct several refinements of the baseline analysis to sharpen the interpretation that acquiring firms intentionally kill targets' projects. One potential alternative explanation for our baseline finding is optimal project selection. In particular, the acquirer could strategically and optimally choose to continue the more promising or complementary projects of the target, but discontinue those that are tangential to the goal of the acquisition. To assess this concern, we repeat our analysis in acquisitions of single-drug companies, where the acquirer cannot be employing an "optimal project selection" strategy. Our results are robust to focusing on only this set of acquisitions, and, moreover, the magnitude actually increases. Hence, "optimal project selection" cannot explain our results.

Economic forces on the acquirer side could also confound our baseline interpretation. Previous research shows that the absence of private benefits in mature firms decreases the tendency to continue development ([Guedj and Scharfstein, 2004](#)) and that complex organization structures in larger firms are detrimental to the development of innovation projects ([Seru, 2014](#)). These forces could be the driving force behind the termination or slow-down of development after a project is acquired. We guard against this concern by including fixed effects at the developing company level (i.e., the acquirer firm after the acquisition), intended to capture acquirer firm-specific development productivity that could affect project development when changing owners. We find that after controlling for the developing ability of the acquirer firm, decreases in continuation become more pronounced.

Another plausible explanation is capital redeployment, i.e., post-acquisition project discontinuation is a by-product of the process of integrating and more efficiently redeploying acquired human capital and technologies to other projects. We collect detailed information on inventor mobility and productivity around the acquisition events, and information on the chemical similarity of drugs. We show that only 22% of inventors from target firms eventually work for the acquiring firm and further show that those inventors do not become more productive post-acquisition. We also find no supporting evidence that acquired technologies

are integrated into acquirers' drug new development projects. These results are inconsistent with explanations regarding human capital or technology redeployment.

The central idea of this article is that incumbents have lower incentives to pursue innovation and may acquire potential future competitors to kill innovation. The first part of this idea dates back to at least [Arrow \(1962\)](#) who noted that the benefits of introducing a new product are smaller for incumbents than entrants, to the extent that old and new goods substitute for each other ("replacement effect").² The second part has its theoretical roots in [Gilbert and Newbery \(1982\)](#) who demonstrate that a monopolist has incentives to acquire the property rights to a new innovation to preempt entry ("efficiency effect"). Our paper combines these two forces and offers a theoretical and empirical analysis in the context of drug development.

Our paper is also related to a large literature in corporate finance and industrial organization which broadly highlights three distinct incentives for acquisition: agency conflicts, synergies, and market power. First, in the absence of appropriate corporate governance mechanisms and incentive design, managerial interests that diverge from shareholder interests can lead to potentially value-destroying acquisitions ([Roll, 1986](#); [Morck et al., 1990](#)). Second, acquisitions are driven by the pursuit of synergies between the acquirer and the target ([Rhodes-Kropf and Robinson, 2008](#)). Mergers have been shown to increase industry-adjusted cash flows ([Healy et al., 1992](#); [Andrade et al., 2001](#)) and productivity ([Maksimovic and Phillips, 2001](#)) and an active acquisition market can also spur innovation ([Phillips and Zhdanov, 2013](#)). The post-merger increases in cash flows, new products, and patents are related to the ex-ante similarity of acquirer and target ([Bena and Li, 2014](#); [Hoberg and Phillips, 2010](#)), but are harder to realize in markets with product integration difficulty ([Hoberg and Phillips, 2017](#)). Third, M&A transactions between *existing* competitors may occur to increase market power. This is the focus of much of US (and foreign) antitrust law.³

²[Igami \(2017\)](#) empirically shows that such cannibalization makes incumbents reluctant to innovate in the hard disk drive manufacturing industry. More broadly, incumbent firms' slow response to new technologies is explored in the large literature on competition and innovation. See [Cohen \(2010\)](#) for a comprehensive survey.

³[Kamien and Zang \(1990\)](#), [Kamien and Zang \(1993\)](#), [Gowrisankaran \(1999\)](#), [Segal \(1999\)](#), and [Gowrisankaran and Holmes \(2004\)](#) theoretically study merger decisions between existing competitors and analyze eventual market structure in a setting without antitrust policy. These papers show that even without the actions of antitrust authorities an industry may not be inevitably monopolized via mergers (i.e., there are competitive forces that push against such a trend). [Segal and Whinston \(2007\)](#) show that more protective antitrust policy may have conflicting effects on innovation incentives, by raising the profits of new entrants, but lowering those of continuing incumbents.

Our analysis suggests another unique reason for acquisitions. Acquisitions of innovative entrants may be driven by the desire to preempt *future* product market competition. This preemption incentive generates the same prediction in terms of acquisition targets as a synergistic strategy, namely that incumbent firms acquire firms with related activities. However, the two have vastly different implications for post-acquisition behavior. While synergy suggests that acquired projects should be more likely to continue in development, preemption predicts the opposite. Our data provides detailed information on post-acquisition development at the project level which allows us to distinguish the two. Our findings on the existence and relative prevalence of killer acquisitions also suggest that earlier research exclusively highlighting the importance of misaligned managerial incentives or synergies in acquisition decisions should be interpreted more cautiously. Further, killer acquisitions may constitute a form of monopolization through preemptive acquisition and their existence and prevalence raises considerable antitrust and innovation policy concerns.

Similar to the M&A literature, the markets for technology literature ([Gans and Stern, 2003](#); [Arora and Gambardella, 2010](#); [Arora et al., 2014](#)) typically assumes that innovation-related transactions are synergistic, and thus experience related to the technology (i.e., owning a related technology) enables evaluation and absorption, and therefore increases the likelihood of successful acquisition and innovation. However, relevant to our arguments, some have suggested that acquisitions of small, innovative target firms may also serve to preempt competition by enabling vital technology access ([Hall, 1990](#); [Lerner and Merces, 1998](#); [Blonigen and Taylor, 2000](#); [Lehto and Lehtoranta, 2006](#); [Grimpe and Hussinger, 2008](#)).⁴ This literature also investigates the conditions under which a startup firm would want to sell its technology to incumbents instead of competing with them in the product market ([Gans and Stern, 2003](#); [Gans et al., 2002](#)). Both the presence of patents (which reduce hazard of expropriation) and incumbent ownership of development assets (which increase potential gains from trade and hence joint surplus) increase the likelihood that startups will want to (and be able to) sell their idea ([Gans et al., 2002](#)). The pharmaceutical industry is characterized by both of these features which explains why acquisition of startups are

⁴[Gans and Stern \(2000\)](#) theoretically analyze R&D competition between entrants and incumbents in the shadow of acquisition and show how the acquisition price depends on the possibility of the entrant to enter the product market.

frequent and why killer acquisitions would be particularly prevalent.

In summary, our paper highlights why and when firms conduct killer acquisitions to prevent future competition. The remainder of the paper proceeds as follows. Section 2 outlines our theoretical framework and develops testable hypotheses. Section 3 describes data and institutional background. Section 4 presents our main empirical results. Section 5 rules out a number of alternative explanations and provides robustness checks. Section 6 discusses implications for antitrust and social welfare and quantifies the industry-wide impact of killer acquisitions. Section 7 offers concluding remarks.

2. Theoretical Framework

We propose a simple theoretical model of acquisition, innovation, and product market competition to investigate the project development of entrepreneurial companies and incumbent firms.

2.1. Setup

The model has the following time line. In $t = 0$, an entrepreneurial company E with a single project is born. E is the originating company of the project. There are $n \geq 1$ incumbent firms denoted by I which each already possess an existing (and potentially overlapping) product. One of these n incumbents which we call the (potential) acquirer A , can acquire the new firm at an endogenously determined takeover price P . We use the subscript acq if the entrepreneur was acquired in $t = 0$ and $\neg acq$ otherwise.

In $t = 1$, the owner of the project—the acquirer A if the project has been acquired, or the entrepreneur E if it remains independent in $t = 0$ —decides whether to continue developing the project. Let ρ be the probability that the project will ultimately be successful, k be the cost of continuing development of the project, and L the liquidation value of the project if development does not continue.

Finally, in $t = 2$, uncertainty about the success of the project is resolved and all the firms engage in product market competition with imperfect substitutes.⁵ We assume that if

⁵We choose to model competition using differentiated Bertrand competition because price-setting behavior by firms captures the form of competition in the branded drug market. However, our results are not sensitive

the project is successfully developed in $t = 2$, the drug has a product market payoff which depends on the degree of competition (i.e., the number of active firms in the market) and product differentiation in the market. If the project is unsuccessful, the payoff is zero. There are no informational asymmetries or agency problems in this model as we assume that the values of ρ , k , and L are commonly known and identical for all the involved parties.

2.2. Product Market Competition ($t = 2$)

Consider first the product market choices of the entrepreneur when her project is not acquired ($\neg acq$). If the project is successful (S), the resulting newly developed product competes against n other single-product incumbent firms. Thus, the entrepreneur maximizes $p_E q_E$. Given that all $n + 1$ single-product firms are symmetric we solve for the symmetric equilibrium which yields profits $\pi_{\neg acq, S}^E = \pi_{\neg acq, S}^A > 0$. Note that the product market profits for the entrepreneur and the acquirer (as well as the other $n - 1$ incumbent firms) are identical.

If the new project fails (F), the entrepreneur does not have any product to sell in $t = 2$ and thus her profit is equal to $\pi_{\neg acq, F}^E = 0$. The n incumbent firms each have a single existing product to sell and thus the acquirer's profit is equal to $\pi_{\neg acq, F}^A$. Profits are higher $\pi_{\neg acq, F}^A > \pi_{\neg acq, S}^A$ because competition now only involves n single-product firms.

Next consider the product market choices of an acquirer in case of an acquisition (acq). If the project is successful he becomes a 2-product oligopolist which optimally chooses quantities for its new and its old product and competes against $n - 1$ other single-product incumbents. The acquirer's objective function is maximize the profits from both of his products $p_1 q_1 + p_2 q_2$ whereas the remaining $n - 1$ other single-product incumbent firms maximize single-product profits.⁶ The profit of the multi-product incumbent acquirer is $\pi_{acq, S}^A$. This profit is higher than when he sells only a single product, hence $\pi_{acq, S}^A > \pi_{\neg acq, F}^A$.

If the project is unsuccessful, the acquirer can still sell his existing product in $t = 2$ and only has to compete against $n - 1$ other single-product incumbents. In this case the resulting profit for the acquirer is $\pi_{acq, F}^A$. This is the same as when no acquisition occurs and the entrepreneurs fails, hence $\pi_{acq, F}^A = \pi_{\neg acq, F}^A$.

to this particular form of competition. They also hold for Cournot competition as we show in Appendix A.2.

⁶Given our symmetry assumptions, in equilibrium, the resulting prices are $p_1^* = p_2^* = p^A$ and $p_i^* = p^I$ for any $i \neq 1, 2$.

As a result, we obtain the following profit ranking

$$(1) \quad \pi_{acq,S}^A > \pi_{acq,F}^A = \pi_{-acq,F}^A > \pi_{-acq,S}^A = \pi_{-acq,S}^E > \pi_{-acq,F}^E = 0.$$

The profits gained by the acquirer are always at least as large as those of the entrepreneur. This is because the acquirer can sell two products rather than just one if the newly acquired project is successful and it can mitigate the amount of substitution between its two products by pricing less aggressively. Even if development is not successful the incumbent can fall back on selling its existing product for which it faces only $n - 1$ competitors whereas a successful entrepreneur would face n competitors.

2.3. Continuation Decision ($t = 1$)

2.3.1. Product Market Overlap. We now investigate the development continuation decision in $t = 1$. What matters for the development decision in $t = 1$ are the difference between $\pi_{acq,S}^A$ and $\pi_{acq,F}^A$ for the incumbent and the difference between $\pi_{-acq,S}^E$ and $\pi_{-acq,F}^E$ for the entrepreneur. It is straightforward to show that for all imperfect substitutes we have

$$(2) \quad \Delta^E \equiv \pi_{-acq,S}^E - \pi_{-acq,F}^E > \pi_{acq,S}^A - \pi_{acq,F}^A \equiv \Delta^A$$

This is a very general result with a simple, well-known intuition. As long as products are imperfect substitutes the acquirer gains strictly less from developing a new product than an entrepreneur would. This is because the new product cannibalizes some of the profits of the acquirer's existing product. In contrast, an entrepreneur has no product to sell and hence no profit if she does not successfully develop the project. This is Arrow's famous "replacement effect" (Arrow, 1962). Thus, the entrepreneur and the acquirer obtain different benefits from continuing development.⁷

The continuation decision of the entrepreneur ($d^E = \{0, 1\}$) and the acquirer ($d^A = \{0, 1\}$)

⁷If products are independent, the incentives to innovate are identical for the incumbent and the entrepreneur because in that case bringing a new product to market does not cannibalize the profits of any existing product the incumbent already owns.

are determined by

$$(3) \quad \rho\Delta^E - k \geq L, \quad \rho\Delta^A - k \geq L$$

Rewriting these two inequalities yields the development cost thresholds used by the entrepreneur and the acquirer

$$(4) \quad k^E = \rho\Delta^E - L, \quad k^A = \rho\Delta^A - L$$

Comparison of these thresholds shows that $k^E > k^A$ for any imperfect substitutes because in that case $\Delta^E > \Delta^A$. This immediately yields our first prediction. Any form of product market overlap with the existing drug in the acquirer's portfolio reduces the acquirer's propensity to continue development of the acquired project relative to the case in which the project remains independent.

Proposition 1 (Project Killing and Market Overlap). *An incumbent firm that acquires a project continues development if $k \leq k^A$ while an independent entrepreneur continues if $k \leq k^E$. For any positive product market overlap, we have $k^E > k^A$.*

The difference in continuation behavior between incumbent acquirer and entrepreneur occurs when k is in the intermediate range between k^A and k^E . This region exists for any positive degree of product substitutability and its size depends on the difference between the entrepreneur's and the acquirer's development gains Δ^E and Δ^A . If Δ^E is much larger than Δ^A then the entrepreneur's continuation incentives are much larger than the acquirer's. But when Δ^E is only a slightly larger than Δ^A —e.g., when the two products are close to independent goods—then the two continuation policies are quite similar.

2.3.2. Existing Competition. The degree of existing competition as measured by the number of incumbents n plays an important role in determining the relative size of Δ^E and Δ^A . In particular, the difference between k^E and k^A is decreasing in n .

Proposition 2 (Project Killing and Competition). *For any positive product market overlap, the difference $k^E - k^A$ is positive and strictly decreasing in n .*

Successfully developing a new product equally draws consumer demand away from existing products and hurts the profits of all incumbent firms. When the acquiring incumbent is a monopolist he is particularly hesitant to develop an overlapping product because the demand for this new product is being drawn away entirely from his own existing product. But when he already faces many other existing competitors introducing a new product draws demand away from all existing products, only one of which is his own. In other words, when there are many existing competitors the cannibalization losses from the successful development of a new product are spread over a large number of firms. Figure 1 illustrates this point by plotting the continuation thresholds as a function of the number of incumbents.

[Insert FIGURE 1 Here.]

2.3.3. Patent Life and Future Competition. Until now, we have only considered the impact of competition with imperfect substitutes which captures the competition between branded drugs. However, another important aspect is competition from undifferentiated generic drugs that enter the market when a branded product's patent expires. Denote the number of years of remaining patent life of the entrepreneur's new project by T^E and those of the acquiring incumbent's existing product by T^A where $T^E > T^A \geq 0$. Assume, for simplicity, that the firms earn their static game profits every year.

As soon as a product's patent expires an identical, undifferentiated product (e.g., a generic drug) enters the market. Bertrand competition between undifferentiated products then implies that prices and profits for the acquirer's existing product drop to zero. Thus, for the T^A years in which the existing product's patent is still valid the acquirer either earns $\pi_{acq,S}^A$ (successful development of new project) or $\pi_{acq,F}^A$ (unsuccessful development) each year. This yields the same development gain Δ^A as before multiplied by the number of years T^A . Similarly, the entrepreneur's development gain over that time span is $T^A \Delta^E$. Thereafter, the profits for the acquirer's existing product drop to 0 and hence his incentives to develop coincide with those of the entrepreneur. Denote the development gains for the entrepreneur and the acquirer in the presence of undifferentiated generic competition after the expiry of the acquirer's existing product's patent in T^A years by $\Delta_{gen} = \Delta_{gen}^E = \Delta_{gen}^A$.⁸ The reason why

⁸Note that these (equal) development gains are different from the previous expressions Δ^E and Δ^A . This

these development gains after generic entry are the same for the acquirer and the entrepreneur is that when the incumbent's patent on his existing product expires he no longer has to be concerned about a new product cannibalizing the profits of his existing product: generic competition has already destroyed all those profits. As a result, after T^A years it is as if the acquiring incumbent did not have any existing overlapping product.

Thus, the continuation decisions of the entrepreneur d_{gen}^E and the acquiring incumbent d_{gen}^A are now determined by

$$(5) \quad \rho[T^A \Delta^E + (T^E - T^A) \Delta_{gen}] - k \geq L$$

$$(6) \quad \rho[T^A \Delta^A + (T^E - T^A) \Delta_{gen}] - k \geq L$$

where Δ_{gen} is the development gain for the entrepreneur and the incumbent in the presence of undifferentiated generic competition after the expiry of the acquirer's existing product's patent in T^A years.

Proposition 3 (Project Killing and Patent Life). *For any positive product market overlap, the difference $k^E - k^A$ is weakly positive and strictly increasing in T^A .*

The longer the patent life T^A of the acquirer's existing product the weaker are his incentives to continue development relative to those of the entrepreneur. When the acquirer's existing overlapping product has only little remaining patent life (T^A close to 0), his continuation policy for the new project is quite similar to that of the entrepreneur.⁹

2.4. Acquisition Decision ($t = 0$)

We now show that “killer acquisitions” are possible. Although the acquirer has weaker development incentives than an entrepreneur, he may nonetheless want to acquire the entrepreneur. This is because acquiring the project prevents (or softens) the destruction of the acquirer's existing profits, a benefit which the acquiring incumbent must weigh against

is because when a generic product (that is undifferentiated from the acquirer's existing product) enters it not only drives profits of that product to zero, but due to its low price it also reduces the profits of the other products that are differentiated from it.

⁹The intuition for this result is essentially the same as that of Proposition 2. Generic entry is just a particularly intense form of competition that already destroys any profits of the acquirer's existing product and thus turns self-cannibalization from the development of a new product into an entirely moot point.

paying the purchase price P .¹⁰ Furthermore, our analysis shows that even when acquirers selectively choose which projects to acquire, our theoretical predictions about differential project development decisions between acquired and non-acquired projects still apply.

We assume that to compensate the entrepreneur for selling the project the acquirer must pay an endogenously determined takeover price P that is equal to (or greater than) the expected payoff of the project when the entrepreneur remains independent.¹¹ Because both the acquisition decision as well as the takeover price depend on the entrepreneur's and the acquirer's continuation decisions there are three cases to consider.

First, if $k > k^E$, neither the entrepreneur nor the acquirer chooses to continue the project. Therefore, both parties also have the same (liquidation) value L for the project and are indifferent as to who owns it.

Second, for $k^E \geq k > k^A$, the acquirer terminates the project, but the entrepreneur continues. Thus, such an acquisition is a “killer acquisition” which occurs if

$$(7) \quad \underbrace{\rho(\pi_{acq,F}^A - \pi_{-acq,S}^A)}_{\text{efficiency effect}} \geq \underbrace{\rho\Delta^E - k - L}_{\text{replacement effect}}$$

If the acquirer acquires the entrepreneur's project and shuts it down, he only competes against $n - 1$ other firms and earns a profit equal to $\pi_{acq,F}^A$. However, if the incumbent does not acquire the entrepreneur's project, the incumbent has to compete against n other firms. This yields a lower profit $\pi_{-acq,S}^A$. The difference between these (multiplied by the probability ρ with which the entrepreneur successfully develops the project) is the “efficiency effect”, first discussed by [Gilbert and Newbery \(1982\)](#) in the context of monopoly persistence due to preemption incentives. However, the expected marginal profit for the entrepreneur from continuing development ($d^E = 1$) given by $\rho\Delta^E - k$ is larger than the liquidation value L that the acquiring incumbent ($d^A = 0$) would obtain. This difference is the “replacement

¹⁰It is straightforward to include acquirer-specific synergy components in our analysis such that acquisitions can also occur for synergistic reasons. Doing so does not change our theoretical predictions.

¹¹Note that this price is the same as that of an acquiring incumbent making a take-it-or-leave-it to the entrepreneur in a bilateral bargaining game. It is also the same price as that resulting from a bidding contest between the acquiring incumbent and an outside bidder without an overlapping existing product. Such an outside bidder would face exactly the same continuation decision as the entrepreneur in $t = 1$ and have the same valuation. Furthermore, the specific split of the surplus does not affect whether the acquisition takes place or not.

effect”. It decreases the incentive to acquire because when paying P the acquirer still needs to compensate the entrepreneur for her higher valuation.

Third, for $k \leq k^A$, both acquired and non-acquired firms continue the project. The acquisition occurs if

$$(8) \quad \underbrace{\pi_{acq,F}^A - \pi_{-acq,S}^A}_{\text{efficiency effect}} \geq \underbrace{\Delta_E - \Delta_A}_{\text{replacement effect}}$$

Here, the “replacement effect” is the difference in marginal project development gains because both parties continue the project.¹²

Proposition 4 (Acquisition Decisions). *In $t = 0$, the acquirer acquires the entrepreneur if*

- $k^E \geq k > k^A$: $\rho(\pi_{acq,F}^A - \pi_{-acq,S}^A) \geq \rho\Delta^E - k - L$
- $k \leq k^A$: $\pi_{acq,F}^A - \pi_{-acq,S}^A \geq \Delta^E - \Delta^A$

Ownership is indeterminate if $k > k^E$.

Figure 2 plots the acquirer’s payoffs from different acquisition choices for specific parameter values for which the efficiency effect is always stronger than the replacement effect. If k is above k^E the acquirer is indifferent between “Don’t Acquire” and “Acquire to Kill” and thus the two lines overlap. In the intermediate region where k is between k^E and k^A , it is optimal for the acquirer to “Acquire to Kill” whereas for particularly promising projects for which $k \leq k^A$ he will choose “Acquire to Continue”.

[Insert FIGURE 2 Here.]

To summarize, in our model acquisitions take place when the “efficiency effect” is sufficiently large relative to the “replacement effect.” Even though the entrepreneur generally has a higher propensity for continuing development of a project (due to the “replacement effect”) acquisitions occur because they prevent the entrepreneur from reducing the existing profits of the acquirer (“efficiency effect”). Note further that even though the acquirer only has a

¹²Under Bertrand competition the efficiency effect is always larger than the replacement effect in this region, but this is not necessarily true under Cournot competition. In the latter case, the acquirer can have a lower valuation than the entrepreneur and therefore the entrepreneur retains the project.

strictly positive incentive to acquire the entrepreneur when project development is sufficiently profitable ($k \leq k^E$), it is still true that the acquirer has a weaker incentive to develop the projects he acquires than the entrepreneur does with the projects she retains. This is because whenever the acquirer has a strictly positive incentive to acquire, the entrepreneur always develops any project she retains whereas the acquirer only ends up developing a subset of his acquired projects ($k \leq k^A$).

3. Empirical Setup: Background and Data

To empirically document the phenomenon of killer acquisitions, we use the setting of drug development. Adequately testing our hypotheses requires comprehensive data on project level outcomes, for both acquired and non-acquired projects. We also need to finely measure overlap between acquirer and target firms, and capture market and technological competition. As described in detail below, pharmaceutical project development offers all of these features.

3.1. Drug Development Background

New pharmaceutical products, or drugs, are developed following a set of structured milestones en-route to commercialization. First, firms identify potential drug compounds through routinized discovery processes. Then, for any promising molecules, firms run preliminary screening in vitro and/or in vivo to explore both efficacy and toxicity prior to any in human clinical trials. Following these pre-clinical evaluations, for promising drug projects, firms undergo three phases of clinical trials in human subjects (Phase I, II, and III).¹³ In tandem with these regimented clinical tests, firms engage in additional commercialization activities, including patent applications, regulatory filings in the U.S. and abroad, applications for coverage to various public and private insurance agencies, and, finally, launching of the product in various countries around the world.

Each component of drug development represents significant expenditure; for example, clinical trials cost in the tens of millions (\$USD) (Morgan et al., 2011). Post-approval, patented drugs usually only have a few years to earn monopoly profits before patent expiration and

¹³Drug developers must submit a Investigation New Drug (IND) application to the FDA prior to starting clinical trials which must include: animal study and toxicity data; manufacturing information; clinical protocols (i.e., study plans); data from any prior human research; and, information about the investigator.

generic entry (Scherer, 1993). Along with the routinized nature of drug development which allows us to both observe continuation and discontinuation events, these features—significant cost of development milestones with a short window to recoup said costs—allows us to be able to credibly interpret continuation events as significant markers of project-level development. Observing key development milestones—or lack thereof—at the project level is crucial to identifying killer acquisitions.

3.2. Drug Development Data

To build our analytical dataset at the drug project level, we use Pharmaprojects from Pharma intelligence, which has been used by other economists studying drug development (Branstetter et al., 2014). Pharmaprojects is a comprehensive dataset that tracks drug projects from a very early stage through to launch or discontinuation. Pharmaprojects provides nearly universal coverage of all candidate drugs developed or under development for eventual sale in the U.S. market, along with the originating firm associated with each drug project.¹⁴

Importantly for our purposes, the dataset also includes information about each drug’s intended therapeutic market (e.g., “osteoporosis”) and mechanism of action (e.g., “calcium channel antagonist”), which we use to identify competing projects and products. Pharmaprojects also documents the occurrence and timing of key product development milestones (e.g., “new patent applications” or “target identified”, or “first launch”, or “additional registrations” (for clinical trials)), including drug discontinuations. As detailed in Table A2, we code all of the 28 types of events tracked by Pharmaprojects into three categories: continuation events, discontinuation events, and neutral events that impart little information regarding the progress (or termination) of drug development. Continuation events reflect both research and development milestones and important steps in the commercialization process for the underlying drug project. Pharmaprojects therefore allows us to identify and capture milestones that signify development of a drug, including, but not limited to, progress through clinical trials.

¹⁴In the raw dataset, Pharmaprojects typically updates the “originator” firm name associated with each project when and if it is acquired. We therefore re-constructed the historical originator firm using text descriptions included in the dataset. More details are provided in Appendix B.

Pharmaprojects provides complete development information for 55,894 projects initiated between 1989 and 2017 inclusive. We exclude from our sample projects initiated in 2011 or later so that we are able to observe project continuation events, discontinuations, and any acquisitions for at least 5 full years from initiation for each project on our sample. Our analytical sample therefore covers projects initiated between 1989 and 2010, or 35,712 drug projects, originated by 6,709 firms. Table A1 provides a by-year tabulation of project initiation by year for our sample. Throughout our sample period, Pharmaprojects provides consistent coverage, with around 1,000 new drug projects per year in the 1990s increasing to around 2,000 projects per year after 2007.

Figure 3 plots the distribution of the number of new drugs originated by a company between 1989 and 2010. We find 43% of companies originate only one drug over this period (and 60% originate two projects or fewer). These patterns align with general perceptions of drug development, whereby small, innovator firms initiate innovative drug projects which are subsequently bought by large, commercialization-focused incumbent firms.

[Insert FIGURE 3 Here.]

We supplement Pharmaprojects data with Pharma intelligence’s Trialtrove data on clinical trials, linked at the project level. Drug clinical trials comprise three main phases: Phase I trials, which are small (20 and 100 healthy volunteers), short, and are intended to test safety; Phase II trials, which are larger (100s of affected patients), typically randomized control trials lasting up to 2 years, and are intended to test efficacy; and, Phase III trials, which are expanded versions of Phase II trials, involving hundreds or thousands of participants, and typically lasting 1 to 4 years ([US Food and Drug Administration, 2017](#)). Following successful trials, firms may submit a New Drug Application (NDA) to the FDA, who then determines if, and under what conditions, the drug can be marketed to U.S. patients. We use Trialtrove data to identify the initiation of clinical trials by Phase, including the timing of trial initiation.

Notably, clinical trial data is widely available only from 1997 onwards, when the U.S. Federal government first mandated National Institutes of Health (NIH) to collect and

make publicly available a comprehensive, clinical trials database.¹⁵ Therefore, we have comprehensive trial data only for a limited subset of all projects in our sample, specifically those initiated after 1997. Within this limited sample, we identify projects for which we observe the start date of Phase I trials and track their progression, following prior studies that use progression through Phases of clinical trials as a measure of project development (Krieger, 2017; Guedj and Scharfstein, 2004).

3.3. Acquisition Data

We collected acquisition data from three sources. The first source is the Merger and Acquisition data from the Thomson Reuters SDC platinum, from which we extract all announced and completed M&As with complete information on acquirer and target firms, and announced and effective dates. To supplement the SDC M&A data, the second data source of acquisition information we used is Thomson Reuters RecapIQ (now Cortellis Deals Intelligence). RecapIQ focuses on deals in the biotechnology industry, collecting detailed information from company press releases, SEC filings, and company voluntary disclosures. Our third source of acquisition data is the SDC VentureXpert database, which covers mainly VC-backed early stage startups. Using VentureXpert we identified entrepreneurial companies that exited via an acquisition. However, since VentureXpert does not provide details on the acquirer and dates of the acquisition, we manually collected that information.

Armed with the original acquisition events compiled from multiple data sources, we then conducted a multi-step cleaning process. We first standardize company (both acquirers and targets) names and collect demographic information for each company. Second, since a same firm could appear in different databases with slightly different names, we create a unique firm identifier by linking firms with close standardized names and demographic marks (such as location). Third, based on cleaned names of acquirers and targets and the deal dates, we drop duplicated acquisition events possibly due to overlapping of the datasets. To the best of our knowledge, this is the most comprehensive database on acquisitions in the pharmaceutical industry.¹⁶

¹⁵More details on the timeline of publicly available clinical trials database can be found at www.clinicaltrials.gov

¹⁶Each of the three data sources, SDC M&A Database, RecapIQ, and VentureXpert, contributes at least

We combine the acquisition database with the Pharmaprojects drug development data through a fuzzy matching algorithm and a large scale, manual check. We consider a drug project acquired if the originator firm is acquired. In the end, for each drug in our database, we are able to identify whether it went through any acquisition event during its development life cycle; and, if yes, the acquirer, the timing of acquisition, and development events pre- and post-acquisition.

The merged drug development and acquisition data show an active acquisition market in the pharmaceutical industry, with 25% of drug projects acquired at some point during development. As tabulated in Table A1 the rate of acquisition is lower for drugs originated more recently, which is likely a result of right truncation. That is, acquisitions typically occur at least a few years into development and some acquisitions might have not been realized by the time of data construction for more recent projects.

4. Main Analysis

4.1. Development of Drug Projects

Our theory in Section 2 provides several implications for when projects will be less likely to be developed post-acquisition. The first main implication of the theoretical framework, building from Proposition 1, is that if the target project overlaps with projects and/or drugs marketed by acquirer, the acquirer is motivated to stop development. To test our theory, we therefore need to first construct a measure of overlap between a target’s projects and the acquirer and then compare continuation rates across non-acquired, and acquired non-overlapping and acquired-overlapping projects post-acquisition.

We measure overlap between a drug project and the acquiring firm based on a combination of the market and technology categorizations of the focal product. To categorize a drug project’s “market” we use its therapeutic class, which is the disease or condition the therapy targets (e.g., antihypertensive). To categorize a drug project’s “technology” we use its mechanism of action, which describes the biological interaction involved in the drug achieving its desired end, and which usually describes both the molecular target (e.g., beta adrenoreceptor,

10% of cases in the final database.

angiotensin I converting enzyme) and the intended effect (e.g., agonist, antagonist, reducer, inhibitor). If the acquiring firm has an active project in the same market using the same technology as that of the acquired drug project, we categorize the project as overlapping with the acquirer.

For our main empirical analyses, we use a panel data of drug development events. We compare overlapping acquired, non-overlapping acquired and non-acquired projects. A project is included in a sample from the origination year, and is removed after termination or successful U.S. launch. The empirical specification is as follows,

$$\begin{aligned}
 (9) \quad \text{Continuation}_{i,t} &= \beta \cdot I(\text{Acquired})_i \times I(\text{Post})_{i,t} \times I(\text{Overlap})_i + \gamma_1 \cdot I(\text{Acquired})_i \times I(\text{Post})_{i,t} \\
 &\quad + \gamma_2 \cdot I(\text{Acquired})_i \times I(\text{Overlap})_i + \gamma_3 \cdot I(\text{Acquired})_i \\
 &\quad + \alpha_{age} + \alpha_{vintage} + \varepsilon_{i,t},
 \end{aligned}$$

where the dependent variable $\text{Continuation}_{i,t}$ is a dummy variable indicating whether drug i has an active continuation event in year t . $I(\text{Acquired})_i$ indicates whether drug i undergoes an acquisition event, $I(\text{Post})_{i,t}$ indicates whether the drug-year (i, t) observation is after the drug is acquired. $I(\text{Overlap})_i$ indicates whether drug i overlaps with any project in the acquirer firm. We control for the potential effects of age and vintage (the year of origination) using fixed effects, and cluster standard errors at the drug project level.

In this specification, the interaction term $I(\text{Acquired})_i \times I(\text{Post})_{i,t}$ captures the change of development progress for all acquired drug projects in the years post the acquisition. The term $I(\text{Acquired})_i \times I(\text{Overlap})_i$ captures the overall development conditions for drugs acquired by overlapping buyers in years before the acquisition. The key term for this test is the triple interaction term $I(\text{Acquired})_i \times I(\text{Post})_{i,t} \times I(\text{Overlap})_i$, which captures the additional change in continuation probability for acquisition cases when the target and the acquirer overlap. Our model predicts a negative coefficient, which will be consistent with the interpretation that acquired projects that overlap with the acquirer's portfolio are more likely to be terminated.

[Insert TABLE 1 Here.]

Table 1 presents the regression results. We separately report three subsamples: pre-2011

drugs in columns (1) and (2), pre-2006 drugs in columns (3) and (4), and pre-2000 drugs in columns (5) and (6). In column (1), β estimate of -0.019 is statistically significant, and this means that acquired drug projects that overlap with the acquirers pipelines are 1.9% less likely to have an continuation event during the years post-acquisition. The unconditional probability of having a continuation event in the sample is 8.5%, leading the economic magnitude to be roughly $1.9\%/8/5\% = 22.35\%$, that is being acquired by a firm with an overlapping project is associated with a 22.35% lower continuation rate. In column (2) we incorporate drug-level fixed effects in the regression analysis which absorbs variation due to unobservable drug-project-specific characteristics via fixed effects. We find that the estimate of β is statistically significant and of similar economic magnitude to column (1). Columns (3) to (6) suggest that the result is similar using earlier subsamples, guarding against spurious results from right truncation.

Beyond our main finding on overlap, Table 1 also includes several other results that worthy of some discussion. The γ_1 coefficient associated with $I(Acquired)_i \times I(Post)_{i,t}$ is -0.017, meaning a lower probability of continuation events or milestones post-acquisition. This is surprising if we were to assume, as is plausible, that typically higher-quality projects are acquired, and that large development synergies could be materialized post-acquisition. This is, however, consistent with an interpretation that different characteristics of acquirers, which are typically larger firms, and targets, which are typically smaller, may affect the development. Following that logic, [Guedj and Scharfstein \(2004\)](#) show that larger firms can more efficiently terminate projects because the manager has lower private benefit from continuing their development. Alternatively, this finding could be the result agency problems rooted in the organizational forms of big firms. One additional explanation could be because our measure of overlap is quite narrow (same therapeutic class and same mechanism of action) and therefore some of the non-overlapping acquisitions are in fact “killer.” However, to be clear, our main test and clearest result comes from the triple interaction term, and the fact that projects acquired by buyers that have an overlapping project are more than twice as likely to be discontinued in the development process ($(0.017+0.019)/0.017 = 212\%$).

The coefficient associated with $I(Acquired)_i \times I(Overlap)_i$ is positive and significant. One explanation for this is that incumbent firms are more likely to acquire those companies that

show more positive promise (continuation), and they appear to have the ability to identify such targets. Reassuringly, the dummy variable $I(\textit{Acquired})$ does not carry any load in the regressions, meaning that the acquired drugs do not appear to have a different unconditional continuation probability.

Overall, Table 1 suggests that on average acquired drug development projects are less likely to be continued under the possession of the acquirer that has potentially competitive project, consistent with the “killer acquisition” logic. Table 1 has an additional important implication. If we were to simply compare continuation events for acquired and non-acquired drugs, one valid concern would be that the “killer acquisition” result could be due to buyer’s inability to identify profitable projects and to integrate them internally, or some form of informational asymmetry. However, if this were the case, then we would expect the “killing” intensity to mitigate, rather than intensify, in the overlapping acquisition cases. This is because overlapping knowledge should at least partially resolve information asymmetries between the acquirer and the target. In fact, we see overlapping projects are less likely to be developed post-acquisition vis-a-vis non-overlapping projects, which is inconsistent with informational asymmetry based explanations.

4.2. Market Competition

To test Proposition 2, we examine how our results change across different levels of competition. We measure competition as the count of firms who currently market a drug or are developing a drug that overlaps with the target product. Specifically, we count firms who have launched a product in the same market using the same technology as of the focal project (our measure of “existing product” competition), or firms with projects under development in the same market using the same technology (our measure of “pipeline” competition).¹⁷

[Insert TABLE 2 Here.]

¹⁷Note that each drug product can fall into multiple technologies (mechanisms of action) and multiple intended markets (therapeutic classes). In the PP dataset, drug projects have on average 1.3 mechanisms of action (median 1; 81% have 1) and on average 1.9 therapeutic classes (median 2; 46% have 1). In constructing our aggregate counts of competitors, we count each project in all possible technology-markets in which it falls. For our measures of competition for the focal projects, we use the market-technology with the most competition. That is, if a project falls into two market-technologies, one with 0 pipeline competitors and one with 5, we use 5.

Table 2 presents the regression results which examine whether the post-acquisition development pattern of acquired projects varies under different competition environments. Drug development projects are categorized into high and low competition by the sample median of competition measures described above. In columns (1) to (4), the competition measure is calculated using existing launched products while in columns (5) to (8) the measure is calculated using projects in the development pipeline.

The results suggest that the decreased continuation probability during the post-acquisition period for overlapping projects concentrates in product markets with relatively low competition. Comparing columns (1) and (3), the rate of continuation for an overlapping acquired drug in the low competition environment decreases by -2.1%, while under high competition, the coefficient is -0.002, which is both insignificant and economically negligible. Similar patterns arise when comparing the parallel regressions with project fixed effects (columns (2) and (4)). The results in columns (5) to (8), which measure competition in the drug development pipeline convey a similar message, although the economic significance is slightly weaker in the setting with project-level fixed effects.

4.3. Patent Expiry

To further explore how overlap relates to project continuation, and provide a test of Proposition 3 we tested how the time remaining on acquirer patents conditions the results we see in Table 1. This analysis focuses only on projects acquired by firms with overlapping projects. For each of those projects, we identified the patents associated with the relevant (overlapping) approved drugs of the acquiring firm (from FDA Orange Book data which is linked into Pharmaprojects) and then merged in United States Patent and Trademark Office (USPTO) data on patent filing dates and timelines. Proposition 3 predicts that the likelihood of termination declines (or likelihood of continuation increases) as the acquirer's patent nears expiry, i.e. when the expected remaining profits are comparatively small. Following that logic, we expect the negative relationship between overlap and continuation events to be most pronounced among acquirers with overlapping drug patents that have a long remaining life, and will be mitigated when acquirer's relevant patent is near expiry.

[Insert TABLE 3 Here.]

Table 3 presents the results on continuation event outcomes among acquisitions with overlapping acquirers. The key result is $I(Post) \times I(NearPatentExpiry)$ which contrasts those with patents near expiry (i.e., within 5 years) to those with longer remaining patent life. Consistent with our predictions, we find that if the relevant acquirer patents are near expiry, the decrease in continuation appears to be mitigated. That is, for projects that overlap with acquirer drugs, those for which the acquirer patents are near expiry are more likely to have continuation events post acquisition compared to projects that overlap with acquirer drugs with patents relatively far from expiration. In other words, the decrease in continuation rates post-acquisition is concentrated among overlapping projects acquired by firms with relatively long life left on the overlapping patents.

4.4. Clinical Trials

To supplement the preceding analyses of continuation events, we also examined the likelihood that a project continues in the clinical trials process. In addition to providing robustness, analyzing progression through the stages of clinical trials is useful because it ties closely with related research on drug development (Guedj and Scharfstein, 2004; Krieger, 2017), and because it allows us to focus, albeit narrowly, on drugs at the same stage of development, i.e. moving forward from one particular phase to another. Focusing in this way helps to alleviate concerns that our main results are driven by differences in stage of development across projects that might remain after controlling for age and vintage. Because our main analysis includes a much larger sample of projects and also includes many additional key development events besides trial starts (e.g. patent applications, launches), we use the clinical trial analysis as supplementary.

In this analysis, we focus on whether drugs that start Phase I clinical trials and are acquired by firms with overlapping projects are less likely to subsequently start Phase II trials, by examining the following specification,

$$(10) \quad PhaseII_i = \beta \cdot I(Acquired\ PI)_i + \gamma \cdot I(Acquired\ PI)_i \times I(Overlap)_i + \alpha_{vintage} + \varepsilon_i.$$

In this analysis, each observation is a drug project which we observed initiate Phase I clinical

trials. The key variables are $I(\textit{Acquired PI})$, which indicates whether the drug is acquired during Phase I trials, and $I(\textit{Acquired PI}) \times I(\textit{Overlap})$, which, as before, indicates if the acquisition was made by an acquirer with overlapping projects (same therapeutic market and same mechanism of action). The analysis is performed on the subsample for which information about Phase I start dates is available. As in our previous analyses, we limit the sample to those projects started before 2011 to ensure sufficient time to observe an acquisition, and, specific to this analysis, to give the analyzed projects sufficient time to enter Phase II trials.

[Insert TABLE 4 Here.]

Table 4 presents the clinical trial based regression results. Compared to projects that aren't acquired in Phase I, those that are acquired are less likely to move forward into Phase II trials. Further, this relationship is stronger when the acquirer has overlapping projects. In terms of economic magnitude, in column (2), the decreased probability of -0.254 (or 25%) is 48.7% of the base rate of entering Phase II of 52.1%. Further, being acquired by an acquirer with overlapping products decreases the likelihood of starting Phase II trials by an additional 14%. Corresponding to the analysis on competition in Table 2, columns (3) through (6) examine how competition conditions the results. Similar to continuation events, we find that our results for clinical trials are concentrated in markets with low competition.

5. Alternative Explanations

Results thus far, though consistent with the killer acquisition interpretation, raise the concern that they could be mechanical or subject to alternative interpretations due to the simple empirical design and/or sample selection. In this section we attempt to sharpen the empirical analysis and investigate potential alternative explanations for our results.

5.1. Optimal Project Selection

One concern when trying to interpret the results as that acquirers terminate acquired products for preemptive intentions is that the discontinuation of certain drug products may result from (optimal) selection criteria—for example, the acquirer firms could be targeting

one of the several projects in the target firm and choose to continue only the one(s) that could generate the most value for the combined firm. This alternative story is difficult to test directly as we do not observe the potential strategic value that each of the target’s projects could generate for the acquirer.

Our approach to investigating this concern is to examine only the deals with single-drug targets—that is, we try to identify the post-acquisition continuation probability only for the cases in which the target owns one and only one drug at the time of acquisition. If optimal project selection is driving our results, we should expect that our focal patterns are much less prevalent among single-project acquisitions.

[Insert TABLE 5 Here.]

We report the analysis in Table 5 column (1). We find the post-acquisition discontinuation probability is much higher in cases involving single-drug targets. The estimate, -0.035, almost doubles that for the full sample. This means that those targets are 3.5% less likely to receive a continuation event.

5.2. Organizational Frictions in Acquirers

Recent literature documents the effect of acquisition on the productivity of the combined firm (and the target as a division), and finds acquired divisions could be of lower productivity after the event due to the inefficient functioning of the internal organization of the larger acquirer (Seru, 2014). Relatedly, larger firms may be less willing to continue drug development than smaller firms (Guedj and Scharfstein, 2004). Under this line of economic reasoning, the post-acquisition discontinuation, or slow development in general of target technologies could be driven by the fact that an acquired entrepreneurial project (as compared to a non-acquired one) is now being managed by a more slow-moving organization facing organizational frictions in making investment decisions.

We assess the validity of this alternative interpretation by introducing fixed effects at the developer level (equivalently, the owner or acquirer level). To be clear, the acquired drug will be assigned to the acquirer after the acquisition event. Any productivity change or investment patterns that can be attributed to the organizational environment should be

absorbed by these fixed effects, and the estimate of β can be interpreted net of the average influence from the developer.

Column (2) of Table 5 reports the results. We find that the point estimate, -0.108, is statistically significant and economically large. The size is much larger than in other specifications, meaning that after netting out the effect of the developer, the post-acquisition continuation becomes even less likely. This directional move of the point estimate means that fixed effects of the acquirers (typically larger firms) are typically positive, suggesting that larger pharmaceutical companies are in general better at developing than the smaller ones. This is not surprising given previous studies documenting the advantages of bigger drug firms in research, regulation, and commercialization-related resources. The bottom line is that the interpretation of our main finding does not seem to be affected by the organizational frictions in the acquiring firm.

5.3. Discontinuation Decision

In column (3) of Table 5, we conduct an additional test to investigate the discontinuation decision for a given drug. The rationale behind this check is to make sure that the results reported thus far are not driven by any reporting bias regarding drug development progress. For the dependent variables, we use a dummy variable indicating whether the drug is discontinued (see Table A2 for detailed definitions of such event). We find that the likelihood of termination is significantly higher in years post-acquisition.

5.4. Redeployment of Technologies

In order to more convincingly show that those innovative projects are terminated for competition preemption purposes, now we turn to address the possibility that technologies of terminated projects are redeployed by the acquirer firm.

When an acquired project is killed from the development process, there could be three different scenarios that follow: the technology could be shelved (in other words, hibernated), the technology could be redeployed in projects that are less competitive with the firm's other product, or the technology could be redeployed in a potentially better project in the original market. If it is the last case, then the termination of acquired product should not be

interpreted as killing.

We assess whether and how the technologies of terminated projects are redeployed by exploiting molecule-level information for each project. Specifically, we collect information of the chemical structure underlying each drug project, and track whether acquirer firms initiate projects that incorporate acquired technologies using chemical similarities post-acquisition. If acquired drugs are indeed likely to be redeployed, one would expect new projects in acquirer firms to become more similar to the acquired project.

To measure chemical similarity, we follow the literature on the chemical informatics literature, in which the Tanimoto distance is the most commonly used method (Nikolova and Jaworska, 2003; Krieger, Li and Papanikolaou, 2017). The idea behind the calculation is to compute the proportion of chemical features shared by any two chemicals when divided by the union of the two. This similarity measure is bounded between 0 and 1, with 0 indicating the pair share no common chemical fragments.

[Insert TABLE 6 Here.]

In Table 6 Panel A, we examine whether drugs initiated in the acquirer post-acquisition become more chemically similar to the acquired drug. If post-acquisition technology integration is pronounced, one would expect that drugs in acquirer firms to incorporate chemical components from the acquired technology and become similar to the acquired project. However, in our simple framework, we find that if anything, drugs developed in acquirer firms post the acquisition of a drug become less similar. The economic magnitude of -0.001 is indeed negligible compared to the global similarity mean of 13.3%. Overall, this does not support the view that technology redeployment is a prominent phenomenon which explains killer acquisitions.

5.5. Redeployment of Human Capital

By now, our analyses and interpretations have been focusing on the project or technology side of the acquisition. However, it could be the case that the key motivation behind these acquisitions are human capital such as the research team or other key individuals (Ouimet and Zarutskie, 2011). Under this view, the termination of acquired projects could be simply

a by-product of acquiring and efficiently redeploying valuable human capital within the acquired company.

Before empirically addressing this concern below, it is worth highlighting that the acquiring “for-team” motivation might not be as pervasive in the pharmaceutical industry as in other industries. The pharmaceutical industry is typically project-driven, and technological expertise may not be easily transferable to other projects (Gompers, Gornall, Kaplan and Strebulaev, 2016). As a result, acquiring a company solely for its human capital without continuing the project itself may not be a viably profitable strategy.

To measure the reallocation of human capital subsequent to acquisition events and any changes in inventor productivity associated with acquisition, we track inventor mobility using the Harvard Business School patent and inventor database. This database provides the names of the inventors (the individuals credited with producing a patent) and their affiliations with the assignees, enabling us to track their mobility and patenting over time (see Lai, D’Amour and Fleming (2009) for details). We follow a similar approach to Bernstein (2015); Brav et al. (2017). Specifically, we construct a list of pre-acquisition inventors by identifying those who filed at one patent within the five-year window prior to the acquisition event. We then track the mobility and productivity of those inventors, analyzing how many of the inventors are retained in the acquiring firm and whether they are efficiently redeployed in the new firm.

Under the human capital acquisition view, a significant proportion of pre-acquisition inventors in the target firm should be retained and redeployed even after the projects are terminated. Moreover, since the acquirer firms intend to put the acquired human capital to use on more valuable projects, we should expect the inventors to become more productive in their new roles.

We show the analysis results in Table 6 Panel B. Only 22% of pre-acquisition inventors move to the acquirer after the acquisition while 78% for move to other firms. Those two sets of inventors are statistically comparable before the acquisition event, patenting for roughly 4.35 to 4.57 times for the target within the five years leading up to the acquisition. Post-acquisition, we find little evidence that the retained inventors became more productive in the combined firm. In fact, their average patenting quantity drops by 30% from 4.57 to 3.16 patents in five years. In contrast, regarding inventors who move to other firms, the

productivity drop is milder ($< 10\%$).

One limitation of this analysis is that it is difficult to link each patent to a specific drug project for those early-stage projects.¹⁸ As a result, it is difficult to accurately assign each inventor to the specific drug project that she or he is involved in. As a result, we are not able to identify whether the leaving or staying inventors are from projects that are eventually killed. In untabulated results where we focus on cases with a single-drug target, we find that a even larger proportion of investors leave the combined firm after the acquisition.

6. Discussion

6.1. Antitrust and FTC Review Thresholds

In principle, the killer acquisition phenomenon is detrimental to market competition and should be scrutinized by the Federal Trade Commission (FTC). However, as shown in our paper, many such acquisitions are made when the technology or project is still at a nascent stage and thus are exempted from the pre-merger review rule of the FTC under the “Hart-Scott-Rodino (HSR) Antitrust Improvements Act.” Under HSR, deals under \$50 million (annually adjusted) do not need to submit filings for pre-acquisition review. For deals between \$50 million and \$200 million (annually adjusted), the size-of-the-person test is conducted, and if the larger party has lower than \$100 million in assets or sales and the smaller party has lower than \$10 million in assets, the deal does not need to be reviewed by the FTC. Since the size-of-the-person test is typically not satisfied for smaller pharmaceutical companies, effectively acquisitions below \$200 million will typically not be investigated. [Wollmann \(2018\)](#) shows that these review exemptions can result in stealth consolidation: anticompetitive acquisitions whose small size enables them to escape regulatory scrutiny but whose cumulative effect is large.

Do acquirers conducting killer acquisitions attempt to avoid FTC review by making acquisition deals that do not trigger FTC reporting requirements under HSR? We answer this question by examining acquisitions around the HSR threshold and comparing the project development decisions of the above and below-threshold deals. If firms perform

¹⁸That information is typically disclosed late in drug development stage when FDA requires systematic reporting.

killer acquisitions intentionally under the radar of the FTC, we should expect to see, first, a bunching of acquisition deals just below the threshold and second, a higher killing rate (and lower launching rate) in the below-threshold deals.

[Insert TABLE 7 Here.]

In Table 7 we implement this analysis. We collect the acquisitions that are right below the FTC review threshold $[-10\%, 0]$ and those just above that $[0, 10\%]$. First, we find higher number of deals just below the threshold than just above the threshold (70% higher). Second, the survival rate of below-threshold deals is lower than those right above the threshold. Similarly, we find the launching rate is much lower (1.8% versus 9.1%) and the discontinuation rate is much higher (94.6% versus 83.3%). While this analysis is simple and purely descriptive, overall these patterns are consistent with acquirers conducting more killer acquisitions when they can expect to avoid FTC review.

6.2. Ex-ante Innovation Incentives and Welfare

Our theoretical and empirical analysis focuses on the acquisition and project development incentives of incumbents and entrepreneurs. In our setting, killer acquisitions have an unambiguously negative effect on welfare even though the entrepreneur is indifferent (due to his lack of bargaining power) and the acquiring incumbent (and other incumbents) are strictly better off when acquisitions are allowed. Consumers are hurt both by the lack of competition and the elimination of innovative new products. Killer acquisitions benefit incumbents, leave entrepreneurs indifferent, but disproportionately hurt consumers.

A comprehensive welfare analysis of the impact of killer acquisitions is, however, more difficult given the many different forces involved in the innovation process. It is possible that the presence of an acquisition channel also has a positive effect on welfare that is not accounted for in our analysis. In particular, the prospect of entrepreneurial exit through acquisition (by an incumbent) may spur ex-ante innovation as in Phillips and Zhdanov (2013). Whereas in our model entrepreneurs are born with a project and thus do not have to exert effort to come up with an idea, it is plausible that the prospect of later acquisition may motivate the origination of entrepreneurial ideas in the first place. However, it is important to note that

killer acquisitions will only spur such idea origination if the entrepreneur receives some of the surplus that accrues to the incumbent through the acquisition.¹⁹ If the entrepreneur is left with no surplus relative to standalone value of his project he will be unaffected by acquisitions and hence will not respond by increasing his innovation efforts. If killer acquisitions do increase ex-ante innovation, this potential welfare gain will have to be weighed against the ex-post efficiency loss due to reduced competition. Whether the former positive or the latter negative effect dominates will depend on the elasticity of the entrepreneur's innovation response.

Furthermore, acquisitions may not only influence the intensity of entrepreneurial project generation, but they may also affect its direction. If entrepreneurs can choose between originating projects that overlap with existing products or those that do not, increased takeover activity and killer acquisitions by incumbents may spur innovation of very similar 'me-too' drugs at the expense of the origination of truly novel products (Arcidiacono et al., 2013). This response to the prospect of acquisitions would add to the negative welfare impact of killer acquisitions.²⁰

6.3. Frequency and Importance of Killer Acquisitions

Our empirical estimates document large and significant effects of acquisitions that overlap with acquirers' existing product portfolios on project continuation rates. Our findings on differential project continuation rates also allow us to roughly calculate the pervasiveness of killer acquisitions as well as their impact on industry-wide development decisions.

In particular, we documented that when an acquired project overlaps with a product in the acquirer's existing product portfolio the project is less likely to be continued: acquired projects with overlap (25.5% of acquired projects) continue at a rate of 5.8% while acquired projects without overlap (74.5% of acquired projects) continue development at a rate of 6.8%. Given the reduction in continuation rate, it is natural to ask how many of these acquisitions of overlapping projects are purely killer acquisitions. To roughly calculate this

¹⁹For a model along these lines see Phillips and Zhdanov (2013) who show that increased takeover activity spurs innovation by small firms because this allows them to capture a larger share of the benefits of innovation.

²⁰Rasmusen (1988) considers a theoretical model in this vein in which entrants can blackmail the incumbent by threatening to keep prices low, and buyout can make entry profitable which otherwise would not be.

number assume that there are two types of acquisitions that fall into the acquired with overlap category: killer acquisitions which are purely intended to shut down future competitors (and thus have a continuation rate of 0%) and acquisitions that have the same continuation rate as acquisitions without overlap (6.8%). Based on these numbers we estimate that 7.1% ($= (1 - \frac{0.058}{0.076}) \times 0.255$) of all acquisitions or about 54 ($= 0.071 \times 758$) acquisitions every year are killer acquisitions. Given that our back-of-the-envelope calculation assumes that killer acquisitions lead to immediate termination and that there are no additional synergies in the development of overlapping drugs this is a lower bound on the actual number of killer acquisitions.

Having quantified the approximate frequency of killer acquisitions it is natural to ask what this means in terms of innovation and antitrust policy (i.e., how overall development rates in the pharmaceutical industry would be affected if antitrust policy directly targeted such killer acquisitions). The average continuation rate in our sample is 7.5%. Consider first the case in which acquisitions of overlapping projects are no longer allowed and that all such projects instead have the same continuation rate (8.5%) as non-acquired projects (56% of all projects). In that case, the number of total drug projects for which development continues, would increase by 5.3% ($= \frac{0.085 - 0.049}{0.0754} \times (1 - 0.561) \times 0.255$) or by about 7 ($= 0.0754 \times 0.0534 \times 1727$) drug projects per year.

To put these results in context, we can compare them to policies that have attempted to encourage innovation in the pharmaceutical industry. One such policy—which is considered highly successful, but also involved high costs—is the Orphan Drug Act (ODA). The ODA gives firms substantial tax incentives to undertake clinical trials (up to 30 million USD per trial), grants, and extended market exclusivity for drugs targeted at conditions with relatively small patient pools (i.e., “orphan” diseases). There are several hundred such diseases, including many cancers. Economic analysis by Yin (2008, 2009) suggests that the ODA accounted for roughly 25 additional clinical trials per year over the period 1981 to 1994, with the effect attenuating over time. Roughly, then, eliminating killer acquisitions would result in innovation effects that are, at a lower bound, larger than a quarter of the size of the Orphan Drug Act.

7. Conclusion

This article demonstrates that incumbent firms have incentives to acquire innovative targets and terminate their innovative projects in order to preempt future competition. Empirically, we exploit the setting of drug development, in which we are able to track project development independent of acquisition deals. We show that acquired drug projects are less likely to be continued in the development process, particularly when the acquired project overlaps with the acquirer’s pipeline and when the acquirer has stronger incentives to protect his market power. We also show that alternative interpretations such as optimal project selection, organizational frictions, and the intent to redeploy human capital or technologies do not explain our results.

We want to add a few concluding remarks to link our findings to broader economic phenomena and trends. First, while acquisitions are the major outlet of startup exit and are becoming even more popular as an exit strategy over time,²¹ and even though technology acquisitions can offer opportunities for synergy and gains from trade, acquisitions may also have potentially destructive consequences. In other words, as opposed to interpreting the acquisition of nascent technologies as incumbents’ effort to incorporate entrepreneurial innovation and maximize joint surplus, a significant driver fueling this trend may be killer acquisitions and creator destruction (i.e., killing the threat of creative destruction).

Second, we broaden antitrust research beyond focusing on existing market competition to include acquisitions aimed at eliminating future competition by preempting the development of future innovations. If incumbent firms use killer acquisitions to preempt competitive entrants before they enter the market, market competition will be harmed. Our results on the killer acquisition phenomenon around the FTC review thresholds, which highlights the fact that the phenomenon is more prevalent for acquisitions that are too small to scrutinize, exacerbates this concern.

Third, our findings suggest that the Schumpeterian creative destruction process—whereby startups inventions can topple entrenched and less innovative incumbents—may be smaller

²¹For example, TechCrunch documents that more than 95% of VC-backed startup exits are through acquisitions rather than IPOs: <https://techcrunch.com/2017/01/31/cb-insights-3358-tech-exits-in-2016-unicorn-births-down-68/>.

than previously documented. That is, we see lower rates of innovation not only because incumbents hesitate to innovate, but also because incumbent firms with market power acquire innovators to terminate competition and as a consequence inhibit technological progress.

References

- Andrade, Gregor, Mark Mitchell, and Erik Stafford**, “New Evidence and Perspectives on Mergers,” *Journal of Economic Perspectives*, June 2001, 15 (2), 103–120.
- Arcidiacono, Peter, Paul B. Ellickson, Peter Landry, and David B. Ridley**, “Pharmaceutical followers,” *International Journal of Industrial Organization*, 2013, 31 (5), 538 – 553.
- Arora, Ashish and Alfonso Gambardella**, “Chapter 15 - The Market for Technology,” in “Handbook of The Economics of Innovation, Vol. 1,” Vol. Volume 1, North-Holland, 2010, pp. 641–678.
- , **Wesley M. Cohen, and John P. Walsh**, “The Acquisition and Commercialization of Invention in American Manufacturing: Incidence and Impact,” Working Paper 20264, National Bureau of Economic Research June 2014. DOI: 10.3386/w20264.
- Arrow, Kenneth**, “Economic welfare and the allocation of resources for invention,” in “The rate and direction of inventive activity: Economic and social factors,” Princeton University Press: Princeton, NJ, 1962, pp. 609–626.
- Bena, Jan and Kai Li**, “Corporate Innovations and Mergers and Acquisitions,” *Journal of Finance*, 2014, 69 (5), 1923–1960.
- Bernstein, Shai**, “Does going public affect innovation?,” *Journal of Finance*, 2015, 70 (4), 1365–1403.
- Blonigen, Bruce A and Christopher T Taylor**, “R&D intensity and acquisitions in high-technology industries: evidence from the US electronic and electrical equipment industries,” *The Journal of Industrial Economics*, 2000, 48 (1), 47–70.
- Branstetter, Lee, Chirantan Chatterjee, and Matthew J. Higgins**, “Starving (or Fattening) the Golden Goose?: Generic Entry and the Incentives for Early-Stage Pharmaceutical Innovation,” Working Paper 20532, National Bureau of Economic Research September 2014.
- Brav, Alon, Wei Jiang, Song Ma, and Xuan Tian**, “How Does Hedge Fund Activism Reshape Corporate Innovation,” *Journal of Financial Economics*, 2017, *Forthcoming*.
- Cohen, Wesley M.**, “Fifty years of empirical studies of innovative activity and performance,” *Handbook of the Economics of Innovation*, 2010, 1, 129–213.
- Gans, Joshua S and Scott Stern**, “Incumbency and R&D incentives: Licensing the gale of creative destruction,” *Journal of Economics & Management Strategy*, 2000, 9 (4), 485–511.
- Gans, Joshua S. and Scott Stern**, “The product market and the market for ideas: commercialization strategies for technology entrepreneurs,” *Research Policy*, February 2003, 32 (2), 333–350.

- , **David H. Hsu, and Scott Stern**, “When does start-up innovation spur the gale of creative destruction?,” *RAND Journal of Economics (RAND Journal of Economics)*, 2002, 33 (4), 571–586.
- Gilbert, Richard J and David M G Newbery**, “Preemptive Patenting and the Persistence of Monopoly,” *American Economic Review*, June 1982, 72 (3), 514–526.
- Gompers, Paul, William Gornall, Steven N Kaplan, and Ilya A Strebulaev**, “How Do Venture Capitalists Make Decisions?,” Technical Report, National Bureau of Economic Research 2016.
- Gowrisankaran, Gautam**, “A dynamic model of endogenous horizontal mergers,” *RAND Journal of Economics*, 1999, 30, 56–83.
- **and Thomas J. Holmes**, “Mergers and the Evolution of Industry Concentration: Results from the Dominant-Firm Model,” *RAND Journal of Economics*, 2004, 35 (3), 561–582.
- Grimpe, Christoph and Katrin Hussinger**, “Pre-empting technology competition through firm acquisitions,” *Economics Letters*, 2008, 100 (2), 189 – 191.
- Guedj, Ilan and David Scharfstein**, “Organizational Scope and Investment: Evidence from the Drug Development Strategies and Performance of Biopharmaceutical Firms,” *NBER Working Paper*, 2004.
- Häckner, Jonas**, “A Note on Price and Quantity Competition in Differentiated Oligopolies,” *Journal of Economic Theory*, 2000, 93 (2), 233 – 239.
- Hall, Bronwyn H**, “The Impact of Corporate Restructuring on Industrial Research and Development,” *Brookings Papers on Economic Activity. Microeconomics*, 1990, 1990, 85–124.
- Healy, Paul M., Krishna G. Palepu, and Richard S. Ruback**, “Does corporate performance improve after mergers?,” *Journal of Financial Economics*, 1992, 31 (2), 135–175.
- Hoberg, Gerard and Gordon M Phillips**, “Product market synergies and competition in mergers and acquisitions: A text-based analysis,” *Review of Financial Studies*, 2010, 23 (10), 3773–3811.
- **and** – , “Product Integration and Merger Success,” *SSRN Working Paper*, 2017.
- Igami, Mitsuru**, “Estimating the Innovators Dilemma: Structural Analysis of Creative Destruction in the Hard Disk Drive Industry, 1981–1998,” *Journal of Political Economy*, 2017, 125 (3), 798–847.
- Kamien, Morton I and Israel Zang**, “The limits of monopolization through acquisition,” *Quarterly Journal of Economics*, 1990, 105 (2), 465–499.
- **and** – , “Monopolization by sequential acquisition,” *Journal of Law, Economics, & Organization*, 1993, 9 (2), 205–229.

- Krieger, Joshua, Danielle Li, and Dimitris Papanikolaou**, “Developing Novel Drugs,” *HBS Working Paper*, 2017.
- Krieger, Joshua L**, “Trials and Terminations: Learning from Competitors’ R&D Failures,” *HBS Working Paper*, 2017.
- Lai, Ronald, Alexander D’Amour, and Lee Fleming**, “The careers and co-authorship networks of US patent-holders since 1975,” *Working paper, Harvard University*, 2009.
- Lehto, Eero and Olavi Lehtoranta**, “How Do Innovations Affect Mergers and Acquisitions Evidence from Finland?,” *Journal of Industry, Competition and Trade*, 2006, 6 (1), 5–25.
- Lerner, Josh and Robert P. Merges**, “The Control of Technology Alliances: An Empirical Analysis of the Biotechnology Industry,” *The Journal of Industrial Economics*, 1998, 46 (2), 125–156.
- Maksimovic, Vojislav and Gordon M Phillips**, “The Market for Corporate Assets: Who Engages in Mergers and Asset Sales and Are There Efficiency Gains?,” *The Journal of Finance*, 2001, 56 (6), 2019–2065.
- Morck, Randall, Andrei Shleifer, and Robert W. Vishny**, “Do Managerial Objectives Drive Bad Acquisitions?,” *Journal of Finance*, 1990, 45 (1), 31–48.
- Morgan, Steve, Paul Grootendorst, Joel Lexchin, Colleen Cunningham, and Devon Greyson**, “The cost of drug development: A systematic review,” *Health Policy*, April 2011, 100 (1), 4–17.
- Nikolova, Nina and Joanna Jaworska**, “Approaches to measure chemical similarity—a review,” *Molecular Informatics*, 2003, 22 (9-10), 1006–1026.
- Ouimet, Paige Parker and Rebecca Zarutskie**, “Acquiring labor,” *Working Paper*, 2011.
- Phillips, Gordon M and Alexei Zhdanov**, “R&D and the Incentives from Merger and Acquisition Activity,” *Review of Financial Studies*, 2013, pp. 34–78.
- Rasmusen, Eric**, “Entry for Buyout,” *Journal of Industrial Economics*, 1988, 36, 281–299.
- Rhodes-Kropf, Matthew and David T. Robinson**, “The Market for Mergers and the Boundaries of the Firm,” *The Journal of Finance*, 2008, 63 (3), 1169–1211.
- Roll, Richard**, “The Hubris Hypothesis of Corporate Takeovers,” *The Journal of Business*, 1986, 59 (2), 197–216.
- Scherer, F. M.**, “Pricing, Profits, and Technological Progress in the Pharmaceutical Industry,” *The Journal of Economic Perspectives*, 1993, 7 (3), 97–115.
- Segal, Ilya**, “Contracting with externalities,” *The Quarterly Journal of Economics*, 1999, 114 (2), 337–388.

- **and Michael D. Whinston**, “Antitrust in Innovative Industries,” *American Economic Review*, December 2007, *97* (5), 1703–1730.
- Seru, Amit**, “Firm boundaries matter: Evidence from conglomerates and R&D activity,” *Journal of Financial Economics*, 2014, *111* (2), 381–405.
- US Food and Drug Administration**, “The Drug Development Process,” 2017.
- Vives, Xavier**, *Oligopoly Pricing: Old Ideas and New Tools*, MIT Press, 2000.
- Wollmann, Thomas**, “Stealth Consolidation: Evidence from the Hart-Scott-Rondino Act Amendment,” *Chicago Booth Working Paper*, 2018.
- Yin, Wesley**, “Market incentives and pharmaceutical innovation,” *Journal of Health Economics*, July 2008, *27* (4), 1060–1077.
- , “R&D policy, agency costs and innovation in personalized medicine,” *Journal of Health Economics*, September 2009, *28* (5), 950–962.

Figure 1. Continuation Thresholds and Competition

This graph plots the optimal continuation thresholds of the entrepreneur (k^E , light gray) and the acquirer (k^A , dark gray) as a function of the number of incumbents n . Other parameter values are held constant ($\alpha = 100$, $\beta = 4$, $\gamma = 1.5$, $\rho = 0.75$, and $L = 20$).

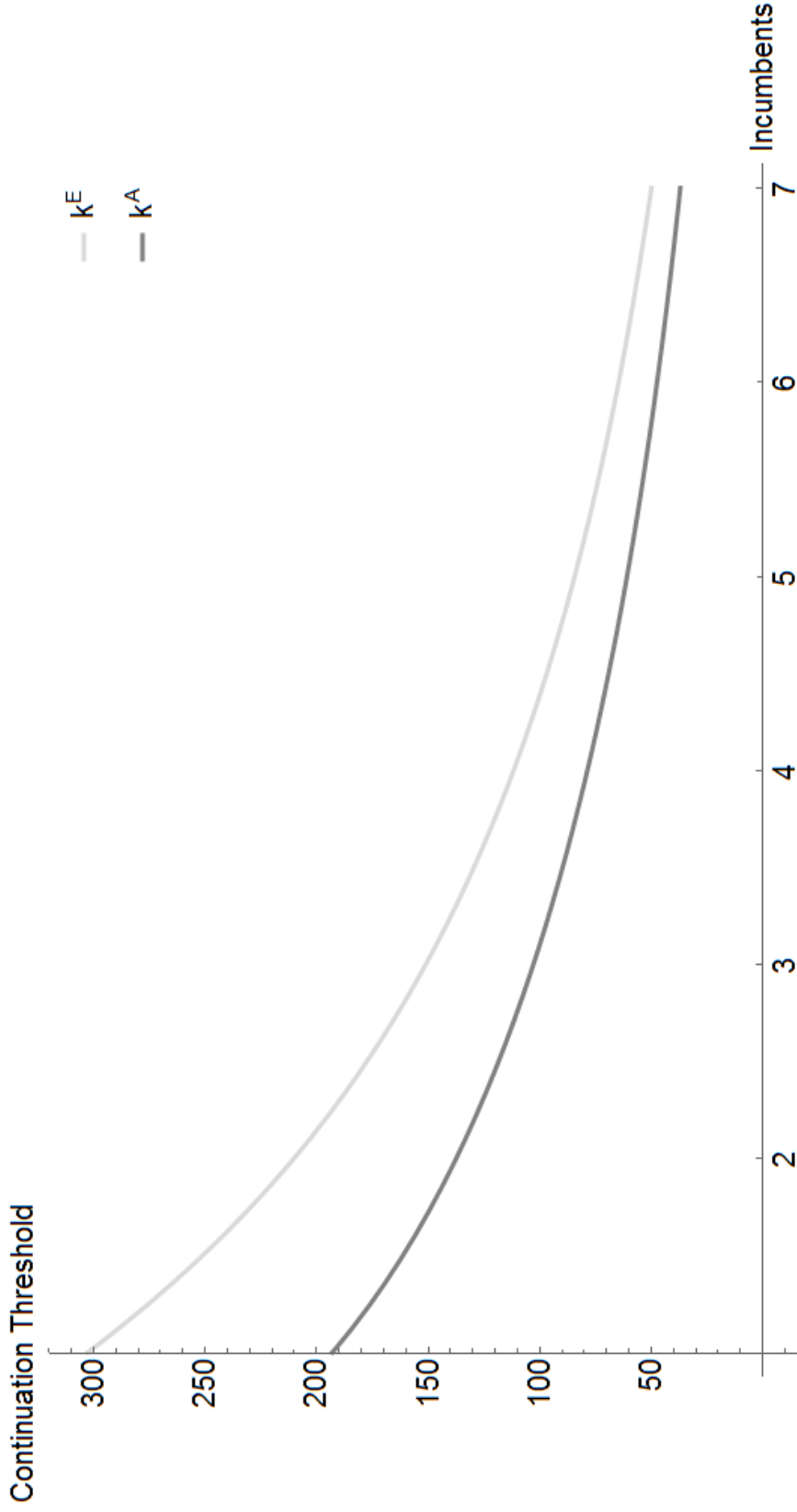


Figure 2. Strategy Payoffs

This graph plots the incumbent's payoff from pursuing one of the three acquisition strategies "Don't Acquire" (light gray), "Acquire to Kill" (black), and "Acquire to Continue" (dark gray) as a function of k . Other parameter values are held constant ($\alpha = 100$, $\beta = 4$, $\gamma = 1.5$, $\rho = 0.75$, $L = 20$, and $n = 2$).

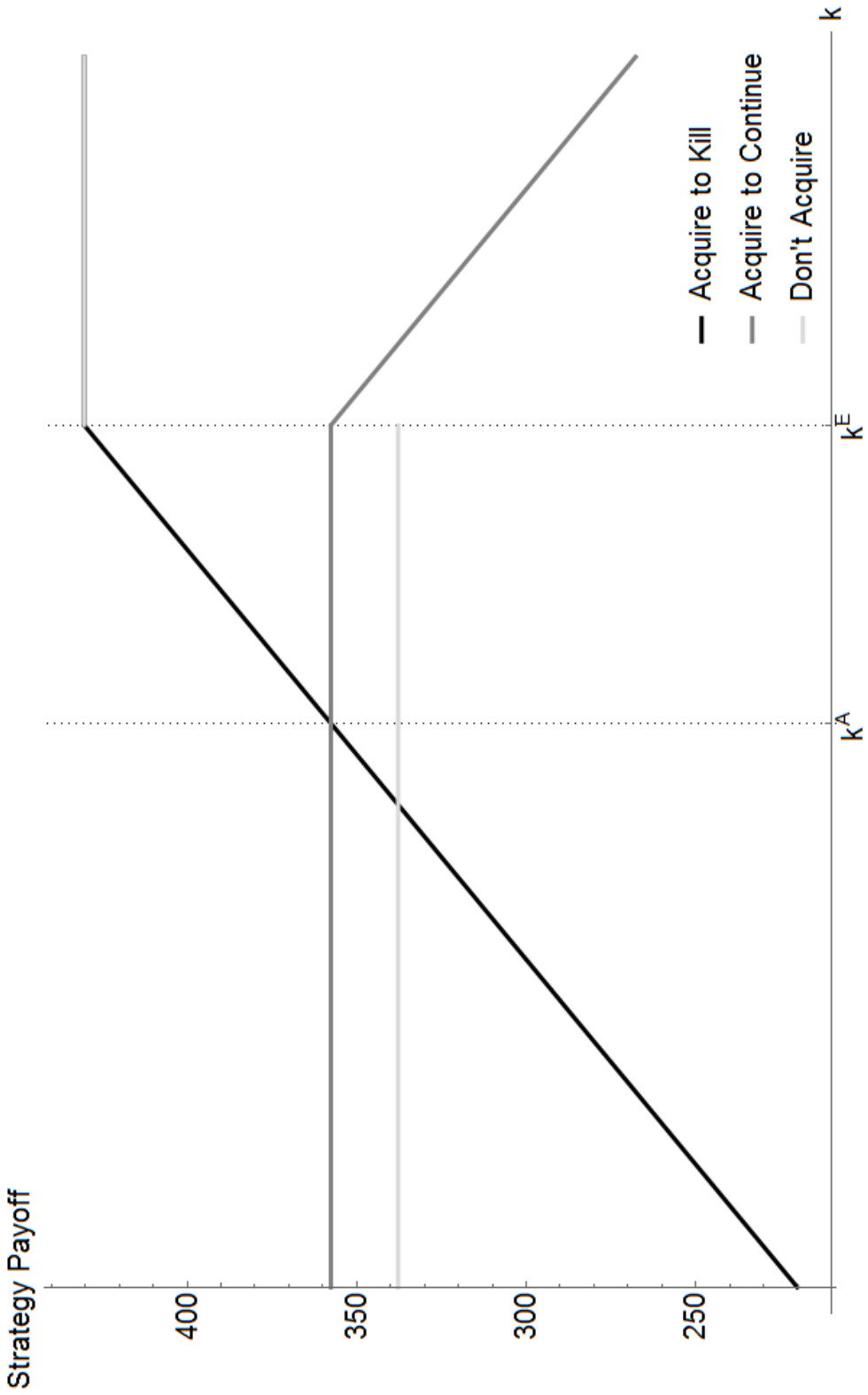


Figure 3. Firm Size (No. of New Drugs Originated) Distribution

This graph plots the distribution of the number of new drugs originated by a company between 1989 and 2011. We assign a drug to a company if the company was the first to own the drug development project, but not the ones that are obtained through acquisitions. The drug origination data are from the Pharmaprojects database.

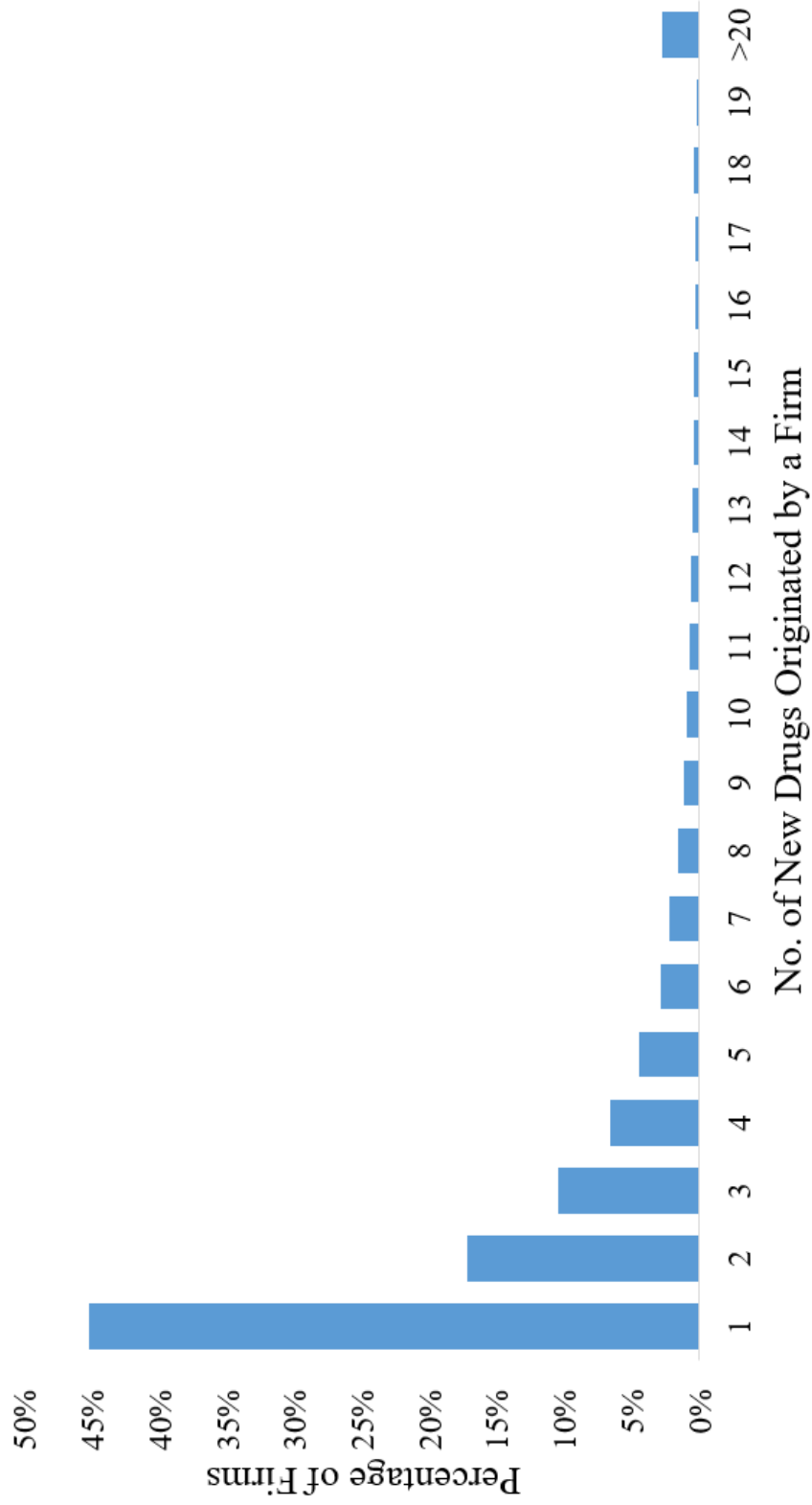


Table 1
Acquisitions, Product Overlap, and Project Continuation

This table presents the post-acquisition continuation rates of drug projects using a drug-year panel sample. The empirical specification uses the following model,

$$\begin{aligned} Continuation_{i,t} = & \beta \cdot I(Acquired)_i \times I(Post)_{i,t} \times I(Overlap)_i + \gamma_1 \cdot I(Acquired)_i \times I(Post)_{i,t} \\ & + \gamma_2 \cdot I(Acquired)_i \times I(Overlap)_i + \gamma_3 \cdot I(Acquired)_i \\ & + \alpha_{age} + \alpha_{vintage} + \varepsilon_{i,t}, \end{aligned}$$

where the dependent variable $Continuation_{i,t}$ is a dummy variable indicating whether drug i has an active continuation event in year t . $I(Acquired)_i$ indicates whether drug i undergoes an acquisition event, $I(Post)_{i,t}$ indicates whether the drug-year (i, t) observation is after the drug is acquired. $I(Overlap)$ is a dummy variable indicating whether the acquired drug overlaps with the pipeline of the acquirer. In columns (1), (3), and (5), we control for age and vintage (the year of origination) fixed effects; in columns (2), (4), and (6), we control for age and drug fixed effects. The t-statistics based on standard errors clustered at the drug project level are displayed in parentheses. ***, **, and * indicate significance at the 1%, 5%, and 10% levels, respectively.

	Continuation Event = 1					
	(1) Originated before 2011	(2) Originated before 2011	(3) Originated before 2006	(4) Originated before 2006	(5) Originated before 2000	(6) Originated before 2000
I(Acquired) × I(Post) × Overlap	-0.019*** (-2.894)	-0.013* (-1.747)	-0.019*** (-2.652)	-0.007 (-0.929)	-0.030*** (-3.508)	-0.017* (-1.791)
I(Acquired) × I(Post)	-0.017*** (-5.239)	-0.013*** (-3.684)	-0.020*** (-5.845)	-0.016*** (-4.165)	-0.013*** (-3.050)	-0.016*** (-3.471)
I(Acquired) × Overlap	-0.001 (-0.178)		-0.000 (-0.078)		-0.000 (-0.061)	
I(Acquired)	-0.002 (-0.720)		-0.004 (-1.373)		-0.003 (-0.955)	
Observations	311,501	311,501	211,444	211,444	127,910	127,910
R-squared	0.018	0.243	0.016	0.244	0.009	0.237
Project FE	No	Yes	No	Yes	No	Yes
Age FE	Yes	Yes	Yes	Yes	Yes	Yes
Vintage FE	Yes	No	Yes	No	Yes	No

Table 2
Acquisitions and Project Continuation: Market Competition

This table presents the post-acquisition continuation rates of drug projects using a drug-year panel sample. The empirical specification uses the following model,

$$\begin{aligned} \text{Continuation}_{i,t} = & \beta \cdot I(\text{Acquired})_i \times I(\text{Post})_{i,t} \times I(\text{Overlap})_i + \gamma_1 \cdot I(\text{Acquired})_i \times I(\text{Post})_{i,t} \\ & + \gamma_2 \cdot I(\text{Acquired})_i \times I(\text{Overlap})_i + \gamma_3 \cdot I(\text{Acquired})_i \\ & + \alpha_{\text{age}} + \alpha_{\text{vintage}} + \varepsilon_{i,t}, \end{aligned}$$

where the dependent variable $\text{Continuation}_{i,t}$ is a dummy variable indicating whether drug i has an active continuation event in year t . $I(\text{Acquired})_i$ indicates whether drug i undergoes an acquisition event, $I(\text{Post})_{i,t}$ indicates whether the drug-year (i, t) observation is after the drug is acquired. Drug development projects are categorized into terciles—high, medium, and low competition—by the competition measures described above. We count the number of firms with a drug or drug project that is in the same technology-market as the focal product. In columns (1) to (4) the competition measure is calculated using existing launched products while in columns (5) to (8) the measure is calculated using the pipeline. In columns (1), (3), (5) and (7), we control for age and vintage (the year of origination) fixed effects; in columns (2), (4), (6) and (8), we control for age and drug fixed effects. The t-statistics based on standard errors clustered at the drug project level are displayed in parentheses. ***, **, and * indicate significance at the 1%, 5%, and 10% levels, respectively.

	(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
	Low Competition		High Competition		Continuation Event = 1		High Competition	
$I(\text{Acquired}) \times I(\text{Post}) \times \text{Overlap}$	-0.021*** (-3.156)	-0.018** (-2.288)	-0.002 (-0.118)	0.027 (1.254)	-0.030*** (-3.082)	-0.016 (-1.396)	-0.013 (-1.549)	-0.012 (-1.257)
$I(\text{Acquired}) \times I(\text{Post})$	-0.016*** (-5.349)	-0.013*** (-3.557)	-0.023* (-1.826)	-0.014 (-0.892)	-0.016*** (-3.853)	-0.016*** (-3.405)	-0.017*** (-3.760)	-0.004 (-0.717)
Competition Measure	Existing Product		Product		Pipeline		Pipeline	
Project FE	No	Yes	No	Yes	No	Yes	No	Yes
Age FE	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Originating Year FE	Yes	No	Yes	No	Yes	No	Yes	No

Table 3
Acquisitions and Project Continuation: Patent Life Among Overlaps

This table presents the differing post-acquisition continuation rates of drug projects using a drug-year panel sample. The sample for this analysis is acquired projects where the acquirer has overlap with the target firm. The analysis looks at how remaining patent term length conditions effect of acquisition on continuation rates. The empirical specification uses the following model,

$$\begin{aligned}
 Continuation_{i,t} = & \beta_O \cdot I(Post)_{i,t} + \beta \cdot I(NearPatExpiry)_i \\
 & + \gamma_O \cdot I(NearPatExpiry)_i \times I(Post)_{i,t} \\
 & + \alpha_{age} + \alpha_{vintage} + \varepsilon_{i,t}.
 \end{aligned}$$

where the dependent variable $Continuation_{i,t}$ is a dummy variable indicating whether drug i has an active continuation event in year t . $I(Post)_{i,t}$ indicates whether the drug-year (i,t) observation is after the drug is acquired. $I(NearPatExpiry)$ is a dummy variable indicating whether the overlapping acquirer drug is within 5 years of patent expiry. We control for age and vintage (the year of origination) fixed effects. Column (2) also includes acquirer firm FE. The t-statistics based on standard errors clustered at the drug project level are displayed in parentheses. ***, **, and * indicate significance at the 1%, 5%, and 10% levels, respectively.

	(1)	(2)
	Continuation Event = 1	
I(Post) × I(Near Patent Expiry)	0.045 (-1.640)	0.068* (-1.674)
I(Post)	-0.089*** (-3.650)	-0.055*** (-2.633)
I(Near Patent Expiry)	-0.079*** (-3.235)	-0.045*** (-2.151)
Observations	3,216	3,216
R-squared	0.041	0.152
Age FE	Yes	Yes
Originating Year FE	Yes	Yes
Acquiror FE	No	Yes

Table 4
Acquisitions and Project Continuation: Clinical Trials

This table presents the differing continuation rates of drug projects. The sample for this analysis is drugs that entered Phase I trials (for which we have detailed trial data). The analysis looks at the effect of acquisition, and overlap with the acquirer, on the likelihood the project enters Phase II trials. The empirical specification uses the following model,

$$PhaseII_i = \beta \cdot I(Acquired PI)_i + \gamma \cdot I(Overlap)_i + \alpha_{vintage} + \varepsilon_i.$$

where the dependent variable $PhaseII_i$ is a dummy variable indicating whether drug i enters Phase II. $I(Acquired PI)_i$ indicates whether the drug (i) is acquired in Phase I. $I(Overlap)$ is a dummy variable indicating whether the acquired drug overlaps with the pipeline of the acquirer. In Column (2) we control for vintage (the year of origination) fixed effects. ***, **, * and * indicate significance at the 1%, 5%, and 10% levels, respectively.

	(1)	(2)	(3)	(4)	(5)	(6)
	Phase II = 1		Phase II = 1		Phase II = 1	
			Low Competition	High Competition	Low Competition	High Competition
I(Acquired PI) × Overlap		-0.144*** (-8.253)	-0.146** (-1.989)	-0.046 (-0.327)	-0.185* (-1.678)	-0.062 (-0.770)
I(Acquired PI)	-0.254*** (-10.223)	-0.226*** (-8.253)	-0.220*** (-7.129)	-0.242*** (-2.519)	-0.222*** (-5.749)	-0.238*** (-5.298)
Competition Measure			Existing Product		Pipeline	
Observations	4,171	4,171	3,146	436	1,938	1,644
R-squared	0.077	0.079	0.069	0.229	0.083	0.243
Vintage FE	Yes	Yes	Yes	Yes	Yes	Yes
Phase Start Year FE	Yes	Yes	Yes	Yes	Yes	Yes

Table 5
Empirical Explorations on Alternative Interpretations

This table presents the post-acquisition continuation rates of drug projects using a drug-year panel sample. The empirical specification uses the following model,

$$Continuation_{i,t} = \beta \cdot I(Acquired)_i \times I(Post)_{i,t} + \gamma \cdot I(Acquired)_i + \alpha_{age} + \alpha_{vintage} + \varepsilon_{i,t},$$

where the dependent variable $Continuation_{i,t}$ is a dummy variable indicating whether drug i has an active continuation event in year t . $I(Acquired)_i$ indicates whether drug i undergoes an acquisition event, $I(Post)_{i,t}$ indicates whether the drug-year (i, t) observation is after the drug is acquired. We use pre-2011 drugs in all regressions. In column (1) the acquisition sample is restricted to cases where the target has only one drug. In column (2) we control for developer FE to account for the unobservable developer quality. In column (3) the dependent variable is the dummy variable indicating the termination event of a drug. In all regression we control for age and drug fixed effects. The t-statistics based on standard errors clustered at the drug project level are displayed in parentheses. ***, **, and * indicate significance at the 1%, 5%, and 10% levels, respectively.

	(1)	(2)	(3)
	Single-Drug	Control	Termination
	Company	Developer	Events
I(Acquired) × I(Post)	-0.035* (-1.842)	-0.108*** (-11.216)	0.007*** (4.695)
Observations	201,161	248,564	248,564
R-squared	0.248	0.084	0.305
Project FE	Yes	Yes	Yes
Age FE	Yes	Yes	Yes

Table 6
Acquisitions and Assets Redeployment

Panel A: Acquisitions and Project Similarities to Acquired Drugs

This table studies chemical similarities of drug projects between acquired drugs and drugs originated by the acquirer firm. Each observation in the sample is a drug-pair between an acquired drug and a drug from the acquirer originated within the five-year windows around the acquisition event. The key independent variable, $I(Post)$, indicates whether the acquirer drug was initiated after the acquisition event, and takes value one if so. To measure chemical similarity we use the Tanimoto distance (Nikolova and Jaworska, 2003; Krieger, Li and Papanikolaou, 2017). In column (1), we do not control for fixed effects; in column (2), we control for acquirer firm fixed effects; in column (3), we control for case-specific fixed effects. The t-statistics based on standard errors clustered at the drug project level are displayed in parentheses. ***, **, and * indicate significance at the 1%, 5%, and 10% levels, respectively.

	(1)	(2)	(3)
	Chemical Similarity		
I(Post)	-0.001* (-1.673)	-0.001 (-1.274)	-0.002*** (-4.208)
Observations	154,896	154,896	154,896
R-squared	0.000	0.013	0.361
Acquirer FE	No	Yes	No
Case FE	No	No	Yes

Panel B: Inventor Productivity (Number of New Patents) Within Five-year Window

This table presents inventor mobility and productivity around acquisition events of drug projects. We construct a list of pre-acquisition inventors by identifying those who filed at one patent within the five-year window prior to the acquisition event from the HBS inventor database. We show the number of new patent applications in the five-year window before the acquisition and the five-year window after the acquisition, for subsamples of inventors who moved to the acquirer and those who moved to other firms. T-test for subsample differences, and ***, **, and * indicate significance at the 1%, 5%, and 10% levels, respectively.

	Before Acquisition	After Acquisition	Difference
Those Who Move to Acquirer After Acquisition (22%)	4.572	3.160	-1.412***
Those Who Move to Other Firms After Acquisition (78%)	4.357	4.089	-0.267*
Difference	-0.215	0.929***	1.144***

Table 7
The Intensity of Project Discontinuation around FTC Review Threshold

This table presents univariate survival tests on the drugs that are acquired just below $[-10\%, 0]$ and just above $[0, 10\%]$ the FTC review threshold. Specifically, we examine the rates of being active, being discontinued, being fully launched, where those development status are as of June 2017. To ensure that we leave adequate room for acquisitions to happen, we focus on drug projects originated before 2011. We report the rate of being active, being discontinued, and being fully launched separately for the two samples, and the difference between them. T-test of the sample means and the significance levels are reported. ***, **, and * indicate significance at the 1%, 5%, and 10% levels, respectively.

	10% Below Threshold	10% Above Threshold	Diff	T-statistics	Stat Significance
Active	3.57%	7.58%	-4.00%	-1.176	
Launched	1.79%	9.09%	-7.31%	-2.293	**
Discontinued	94.64%	83.33%	11.31%	2.509	**
N	112	66			

Appendix (Not For Publication)

A. Omitted Proofs

A.1. Bertrand Competition

In this section, we present the proofs of the main model of Bertrand competition that are omitted from the main text.

A.1.1. Consumer Demand. We follow [Vives \(2000\)](#) and [Häckner \(2000\)](#) and consider an industry with n products that are produced at 0 marginal cost. We derive demand from the behavior of a representative consumer with a quadratic utility function

$$(11) \quad U(q) = \alpha \sum_{i=1}^n q_i - \frac{1}{2} \left(\beta \sum_{i=1}^n q_i^2 + 2\gamma \sum_{i \neq j} q_i q_j \right)$$

where q_i is the quantity of product i , $\alpha > 0$ represents overall product quality, $\beta > 0$ measures the concavity of the utility function, and γ represents the degree of substitutability between products i and j . $\beta > \gamma > 0$ ensures that the products are (imperfect) substitutes. The higher the γ , the more alike are the products. The resulting consumer maximization problem yields linear inverse demand for each product i given by $p_i = \alpha - \beta q_i - \gamma \sum_{j \neq i}^n q_j$ where p_i is the price of product i .

A.1.2. No Acquisition. Consider first the product market choices of an entrepreneur that is not acquired ($-acq$). If the project is successful (S), the resulting newly developed product competes against n other single-product incumbent firms. The entrepreneur's objective function is

$$(12) \quad \max_{p_E} p_E q_E$$

Given that all $n + 1$ single-product firms are symmetric we solve for the symmetric equilibrium which yields profits

$$(13) \quad \pi_{-acq,S}^E = \frac{\alpha^2(\beta - \gamma)(\beta + (n - 1)\gamma)}{(2\beta + (n - 2)\gamma)^2(\beta + n\gamma)} = \pi_{-acq,S}^A.$$

If the new project fails (F), the entrepreneur does not have any product to sell in $t = 2$ and thus her profit is equal to $\pi_{-acq,F}^E = 0$. The n incumbent firms each have a single existing product to sell and thus their profit is equal to

$$(14) \quad \pi_{-acq,F}^A = \frac{\alpha^2(\beta - \gamma)(\beta + (n - 2)\gamma)}{(2\beta + (n - 3)\gamma)^2(\beta + (n - 1)\gamma)} = \pi_{-acq,F}^I.$$

A.1.3. Acquisition. Next consider the product market choices of an acquirer in case of an acquisition (acq). If the project is successful he becomes a 2-product oligopolist which optimally chooses quantities for its new and its old product and competes against $n - 1$ other single-product incumbents. The acquirer's objective function is

$$(15) \quad \max_{p_1, p_2} p_1 q_1 + p_2 q_2$$

whereas the remaining $n - 1$ other single-product firms maximize single-product profits. Given our symmetry assumptions, in equilibrium, $p_1^* = p_2^* = p^A$ and $p_i^* = p^I$ for any $i \neq 1, 2$.

The profit of the multi-product incumbent acquirer is

$$(16) \quad \pi_{acq,S}^A = \frac{\alpha^2(\beta - \gamma)(\beta + (n - 2)\gamma)(2\beta + \gamma(2n - 1))^2}{2(\beta + n\gamma)(2\beta^2 + (3n - 4)\beta\gamma + (1 + (n - 3)n)\gamma^2)^2}.$$

If the project is unsuccessful, the acquirer can still sell the existing product in $t = 2$ and only has to compete against $n - 1$ other single-product incumbents. In this case the resulting profit for the acquirer is

$$(17) \quad \pi_{acq,F}^A = \frac{\alpha^2(\beta - \gamma)(\beta + (n - 2)\gamma)}{(2\beta + (n - 3)\gamma)^2(\beta + (n - 1)\gamma)}.$$

Comparing these expressions yields the following profit ranking if $\beta > \gamma > 0$

$$(18) \quad \pi_{acq,S}^A > \pi_{acq,F}^A = \pi_{-acq,F}^A > \pi_{-acq,S}^A = \pi_{-acq,S}^E > \pi_{-acq,F}^E = 0$$

as well as the following inequality

$$(19) \quad \Delta^E \equiv \pi_{-acq,S}^E - \pi_{-acq,F}^E > \pi_{acq,S}^A - \pi_{acq,F}^A \equiv \Delta^A.$$

A.1.4. Product Market Overlap.

Proof of Proposition 1. From the inequality (3) it immediately follows that an incumbent firm acquires a project and continues development if $k \leq k^A$ and that an independent entrepreneur continues if $k \leq k^E$. Equation (4) shows that the thresholds k^E and k^A are identical if and only if $\Delta^E = \Delta^A$. Thus, it remains to show that for any positive product market overlap $\beta > \gamma > 0$, we have $\Delta^E > \Delta^A$ and hence $k^E > k^A$.

Recall $\Delta^E \equiv \pi_{-acq,S}^E - \pi_{-acq,F}^E$ and $\Delta^A \equiv \pi_{acq,S}^A - \pi_{acq,F}^A$. It is immediately apparent that for $\gamma = 0$ and $\gamma = \beta$ we have $\Delta^E = \Delta^A$. Rewriting the inequality $\Delta^E > \Delta^A$ to solve for γ and β establishes that $\beta > \gamma > 0$ is necessary and sufficient for this inequality to hold. \square

A.1.5. Competition.

Proof of Proposition 2. Note that the difference between the thresholds is given by $k^E - k^A = \rho(\Delta^E - \Delta^A)$. Proposition 1 establishes that $\Delta^E - \Delta^A > 0$ for any $\beta > \gamma > 0$. Substituting the profit expressions $\pi_{-acq,S}^E$, $\pi_{-acq,F}^E$, $\pi_{acq,S}^A$, and $\pi_{acq,F}^A$ and differentiation of $\Delta^E - \Delta^A$ with respect to n establishes the result. Furthermore, we have $\lim_{n \rightarrow \infty} (k^E - k^A) = 0$. \square

A.1.6. Patent Life and Future Competition.

Proof of Proposition 3. Due to Bertrand competition profits of the incumbent drop to zero after T^A years. Thus, his development gain until then is $T^A \Delta^A$. The entrepreneur's development gain over that time span is $T^A \Delta^E$.

Denote the development gains for the entrepreneur and the acquirer in the presence of undifferentiated generic competition after the expiry of the acquirer's existing product's

patent in T^A years by $\Delta_{gen} = \Delta_{gen}^E = \Delta_{gen}^A$. These (equal) development gains are different from the previous expressions Δ^E and Δ^A . This is because when a generic product (that is undifferentiated from the acquirer's existing product) enters it not only drives profits of that product to zero, but due to its low price it also reduces the profits of the other products that are differentiated from it. Thereafter, the profits for the acquirer's existing product drop to 0 and hence his incentives to develop coincide with those of the entrepreneur.

Thus, the continuation decisions of the entrepreneur d_{gen}^E and the acquiring incumbent d_{gen}^A are given by inequalities (5) and (6). Thus, the resulting difference in the continuation thresholds is given by $\rho T^A(\Delta^E - \Delta^A)$. This difference is increasing in T^A which establishes the proposition. \square

A.1.7. Acquisition.

Proof of Proposition 4. The acquirer decides to acquire at a takeover price P if

$$(20) \quad d^A[\rho\pi_{acq,S}^A + (1 - \rho)\pi_{acq,F}^A - k] + (1 - d^A)(L + \pi_{acq,F}^A) - P \geq \\ d^E[\rho\pi_{acq,S}^A + (1 - \rho)\pi_{acq,F}^A] + (1 - d^E)\pi_{acq,F}^A$$

where $d^i \in \{0, 1\}$ for $i = \{E, A\}$ is the continuation decision for the owner of the project in $t = 1$.

To compensate the entrepreneur for selling the project the acquirer must pay a price P that is equal to the expected payoff of the project when the entrepreneur remains independent. Thus,

$$(21) \quad P = d^E(\rho\Delta^E - k) + (1 - d^E)L.$$

Substituting the takeover price (21) into the inequality for the acquisition decision (20) and solving for each of the three cases of ρ establishes the proposition. \square

A.2. Cournot Competition

Consider the same setting as in our main model, but assume that firms compete in quantities in the competition stage in $t = 2$.

If the entrepreneur remains independent in $t = 0$ the payoffs in $t = 2$ are

$$\begin{aligned}\pi_{\neg acq,F}^E &= 0 \\ \pi_{\neg acq,F}^A &= \frac{\beta\alpha^2}{(2\beta + \gamma(n-1))^2} \\ \pi_{\neg acq,S}^E &= \frac{\beta\alpha^2}{(2\beta + \gamma n)^2} \\ \pi_{\neg acq,S}^A &= \frac{\beta\alpha^2}{(2\beta + \gamma n)^2}\end{aligned}$$

If the incumbent acquires the entrepreneur in $t = 0$ the payoffs in $t = 2$ are

$$\begin{aligned}\pi_{acq,F}^E &= \frac{\beta\alpha^2}{(2\beta + \gamma(n-1))^2} \\ \pi_{acq,S}^A &= \frac{(2\beta - \gamma)^2(\beta + \gamma)\alpha^2}{2(2\beta^2 + \beta\gamma n - \gamma^2)^2}\end{aligned}$$

Defining Δ^E and Δ^A with these new payoffs and the same logic of proofs above establishes all the same results as in our main model.

B. Cleaning Pharmaprojects Data

In this section, we describe the process involved in cleaning the Pharmaprojects data for analysis. To begin, we extracted all available projects (as of June 1, 2017) from the Pharmaprojects database of 62,500 projects in total.

Our first challenge in using Pharmaprojects data for our analyses was that all projects initiated prior to 2012 were subject to possible updating of the “originator” field that contains the firm associated with the project. For example, if the project was acquired, the acquiring firm is typically erroneously listed as the “originator” of the project. We therefore needed to re-construct the original “originator” firm in such cases. To do so, we used two additional fields in the dataset: the “overview” field which often includes the name of the original firm

associated with the project in case of acquisitions, and the “latest change” field which also would often contain details of acquisition events, including the associated firm names.

To extract the original “originator” firm from these fields, we used regular expressions and phrases such as “X acquired by Y” or “developed by X”. Employing Stata, we algorithmically created a list of original originators and the acquiring firms, and checked these flags against our M&A datasets from SDC and Recap IQ.

Once we had a dependable measure of the true originator firms, our second challenge in using Pharmaprojects was to standardize originator firm names for matching with other datasets, including M&A events. Aided by the Stata program “stnd_compname” (Wasi and Flaaen 2014), we isolate the stem name for each originator firm associated with each project in Pharmaprojects.

C. Merging Drug Development and Acquisition Data with Patent Databases

In this section, we describe the process to merge drug development and acquisition data with USPTO patent databases, through matching company names with assignee names in the USPTO patent database. To minimize potential problems introduced by the minor discrepancy between different versions of the USPTO database, we use both NBER and Harvard Business School (HBS) patent databases to provide patent assignee information. After this step, each company in the drug development and acquisition database will have its original name, standardized name and a stem name; similar for USPTO assignees.

C.1. Name Standardization

We begin by standardizing company names in the drug development and acquisition database (drug data hereafter) and assignee names from NBER and HBS patent database, using the name standardization algorithm developed by the NBER Patent Data Project. This algorithm standardizes common company prefixes and suffixes, strips names of punctuation and capitalization; it also isolates a company's stem name (the main body of the company name) excluding these prefixes and suffixes.

C.2. The Matching Procedure

With these standardized and stem company (assignee) names and demographic information provided by both the drug data and the USPTO, we merge the databases following the matching procedures below:

1. Each standardized drug originator and owner name is matched with standardized names from the NBER data and HBS data.
 - (a) If an exact match is identified, we consider this as a “*successful match*.” The company is removed from the set of names waiting to be matched on both sides.
 - (b) Otherwise, next step.

2. Each stem drug originator and owner name is matched with stem names from the NBER data and HBS data.
 - (a) If an exact match of stem names is identified, and the two companies are located in the same city and state OR the two companies are located in the same state and the earliest patenting year in NBER and HBS databases is later than the founding year in the drug data, we consider this as a “*successful match*.” The company is removed from the set of names waiting to be matched on both sides.
 - (b) If an exact match of stem names is identified, but the two companies do not satisfy the location and chronology criteria above, we consider this as a “*potential match*.” The company is moved to a pool of firms waiting for manual checks.
 - (c) Otherwise, next step.
3. For the remaining companies, each stem originator and owner name is matched with up to 3 close stem names from the USPTO data using a fuzzy-matching method based on the Levenshtein edit distance.²² The criterion is based on the length of the strings and the Levenshtein distance, and the threshold is determined through a random sampling procedure.
 - (a) If the fuzzy-matched pair is located in the same city and state OR the two companies are located in the same state and the earliest patenting year in NBER and HBS databases is later than the founding year in the drug data, I consider this as a “*potential match*.”
 - (b) Otherwise, the companies are categorized as “*failed to match*.”
4. The “*potential matches*” set identified in the procedures above are reviewed by hand, incorporating information from both data sources, including full patent abstracts, and company business descriptions.
 - (a) Pairs confirmed as successful matches through the manual check are moved to the “*successful match*” set.

²²The Levenshtein edit distance measures the degree of proximity between two strings, and corresponds to the number of substitutions, deletions or insertions needed to transform one string into the other one (and vice versa).

D. Additional Results

Table A1
Drug Development Projects Originated by Year

This table provides descriptive statistics on number of drugs originated by year, between 1989 and 2011. New drug projects are identified from the Pharmaprojects database. Percentage of drugs that were acquired is constructed by augmenting the Pharmaprojects data with acquisition information collected from SDC M&A database, RecapIQ, and VentureXpert.

Year	# New Drug Originations	% Acquired
1989	638	38.87%
1990	776	37.63%
1991	892	38.68%
1992	1,061	41.28%
1993	1,111	42.30%
1994	854	43.56%
1995	1,036	34.85%
1996	1,030	34.95%
1997	1,066	33.40%
1998	1,159	32.96%
1999	1,041	30.74%
2000	1,000	31.30%
2001	1,273	30.87%
2002	1,285	26.07%
2003	1,437	25.47%
2004	1,691	19.40%
2005	1,455	18.42%
2006	1,353	16.04%
2007	2,244	11.45%
2008	2,278	9.70%
2009	2,144	6.86%
2010	1,914	6.53%
2011	2,396	5.43%

Table A2
Definition of Drug Development Continuation

This table presents a list of events recorded in Pharmaprojects to track the development process of each drug. The events are listed in the alphabetical order. Each of those events are coded into one of the three categories, the continuation events, the dis-continuation events, as well as the neutral events that have little information regarding the progress on the drug development (denoted as “–” in the table).

Events	Development Continuation Event?
Additional Launches	Yes
Additional Registrations	Yes
Change in Disease Status	–
Change in Global Status	–
Change in Licensee Status	–
Compounds Identified	Yes
Development Continuing	Yes
Discontinued Products	No
First Launches	Yes
First Registrations	–
Global Status Reversion	–
Licences Discontinued	–
Licensing Opportunities	–
Mechanism Identified	Yes
Names Granted	Yes
New Chemical Structure	Yes
New Disease	Yes
New Licensees	Yes
New Patent Applications	Yes
New Product	–
New Therapeutic Activity	Yes
No Development Reported	–
Novel Target Reported	Yes
Orphan Drug Status Granted	Yes
Registration Submissions	–
Suspended Products	No
Target Identified	Yes
Withdrawn Products	No