### SECOND EDITION

# FINANCIAL MODELING AND VALUATION

A Practical Guide to Investment Banking and Private Equity

PAUL PIGNATARO



# Financial Modeling and Valuation

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# Financial Modeling and Valuation

### A Practical Guide to Investment Banking and Private Equity

Second Edition

## PAUL PIGNATARO



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To my wife, Carmen, for her love and support, enabling me to find the time to write this book and to juggle a multitude of ventures, I am ever grateful.

# Contents

Preface	XV
The Amazon Case Study	xvi
How This Book Is Structured	xvii
PART ONE	
Financial Statements and Projections	1
CHAPTER 1	
The Income Statement	3
Revenue	4
Cost of Goods Sold	4
Gross Profit	4
Operating Expenses	5
Other Income	6
EBITDA	6
Depreciation and Amortization EBIT	8
Interest	8 9
EBT	9
Taxes	9
Net Income	10
Non-Recurring and Extraordinary Items	10
Distributions	10
Net Income (as Reported)	11
Shares	11
Earnings per Share (EPS)	11
Amazon's Income Statement	12
Revenue	14
Getting to EBITDA	20
Digging up Depreciation	20
Cost of Goods Sold	23
Gross Profit	23

Fulfillment	25
Technology and Content	25
Marketing, General and Administrative,	
Other Operating Expense (Income), Net	27
Total Operating Expenses	27
EBITDA	27
Beyond EBITDA	28
Depreciation and Amortization	28
EBIT	29
Other Income	30
Interest	31
EBT	31
Taxes	31
Net Income from Continuing Operations	32
Non-Recurring and Extraordinary Items	32
Net Income (after Non-Recurring Events)	33
Distributions	33
Net Income (as Reported)	33
Shares and EPS	34
Income Statement – Making Projections	35
Revenue	35
Cost of Goods Sold	40
Operating Expenses	45
Depreciation and Amortization	46
Other Income	49
Seven Methods of Projections	49
Interest Income	53
Taxes	53
Non-Recurring Events	55
Distributions	55
Equity Method Investment Activity	55
Dividends	57
Shares	57
Basic Shares Outstanding	57
Diluted Shares Outstanding and the Treasury Method	57
Earnings per Share	60

### **CHAPTER 2**

The Cash Flow Statement	67
Cash from Operating Activities	67
Revenue	69
Cost of Goods Sold	69

Operating Expenses	69
Depreciation	69
Interest	69
Taxes	70
Cash from Investing Activities	71
Cash from Financing Activities	71
Financial Statement Flows Example	72
Amazon's Cash Flow Statement	78
Cash from Operating Activities	78
Cash from Investing Activities	81
Cash from Financing Activities	82
Cash Flow Statement – Making Projections	84
Cash from Operating Activities	85
Depreciation and Amortization	85
Stock-Based Compensation	85
Other Operating Expense	88
Other Expense (Income)	90
Deferred Taxes	91
Changes in Operating Working Capital	91
Cash from Investing Activities	92
Proceeds from Property and Equipment Sales	
and Incentives	98
Items Based on Cash Available	98
Cash Flow from Financing Activities	101
Effect of Exchange Rate on Cash	101

#### **CHAPTER 3** .

The Balance Sheet	107
Assets	107
Current Assets	107
Cash and Cash Equivalents	107
Accounts Receivable	107
Inventory	108
Prepaid Expense	109
Non-Current Assets	110
Property, Plant, and Equipment (PP&E)	110
Intangible Assets	110
Liabilities	110
Current Liabilities	110
Accounts Payable	110
Accrued Liabilities	111
Short-Term Debts	111

Non-Current Liabilities	111
Long-Term Debts	111
Deferred Taxes	111
Amazon's Balance Sheet	112
Current Assets	113
Non-Current Assets	113
Operating Leases	114
Goodwill	114
Other Assets	114
Current Liabilities	114
Short-Term Debt	115
Non-Current Liabilities	115
Other Long-Term Liabilities	116
Shareholders' Equity	116
Common Stock and Additional Paid-in Capital	117
Treasury Stock, Accumulated Other Comprehensive	
Loss and Retained Earnings	117

CHAPTER 4	
Depreciation Schedule	119
Straight-Line Depreciation	120
Accelerated Depreciation	121
Declining Balance	121
Sum of the Year's Digits	122
Modified Accelerated Cost Recovery System (MACRS)	122
Deferred Taxes	125
Deferred Tax Asset	125
NOL Carryback Example	126
Deferred Tax Liability	127
Projecting Depreciation	129
Straight-Line Depreciation	129
Anchoring Formula References	133
Projecting Deferred Taxes	152

### **CHAPTER 5**

Working Capital	155
Operating Working Capital	156
Amazon's Operating Working Capital	158
Inventories	160
Accounts Receivable, Net and Other	162
Accounts Payable	163

Accrued Expenses and Other	165
Unearned Revenue	166
Projecting Operating Working Capital	168
Receivables	168
Inventories	170
Accounts Payable	172
Accrued Expenses	174
Unearned Revenue	174
Operating Working Capital and the Cash Flow Statement	176
Changes in Inventory	178
Accounts Receivable	179
Changes in Accounts Payable	181
Changes in Accrued Expenses	182
Changes in Unearned Revenue	182
CHAPTER 6	
Balance Sheet Projections	183
Cash Flow Statement Drives Balance Sheet vs.	
Balance Sheet Drives Cash Flow Statement	183
Assets	185
Inventories	186
Accounts Receivable	188
Liabilities	192
Shareholders' Equity	195
Balancing an Unbalanced Balance Sheet	196
NYSF Balance Sheet Balancing Method	201
CHAPTER 7	
The Debt Schedule, Circular References, and Finalizing the Model	205
Debt Schedule Structure	206
Modeling the Debt Schedule	206
Short-Term Debt	206
Mandatory Issuances/(Retirements) and	210
Non-Mandatory Issuances/(Retirements)	210
Long-Term Debt	214
Debt Interest	214
Long-Term Lease Liabilities	216
Total Issuances/(Retirements)	219
Total Interest Expense	219
Cash Available to Pay Down Debt	220
Interest Income	224

Xİ

Circular References 2	235
Circular Reference #Value! Errors 2	242
Automatic Debt Paydowns 2	243
Basic Switches 2	252
Finalizing the Model 2	252

### PART TWO

Valuation

Valuation	277
CHAPTER 8	
What Is Value?	279
Book Value	279
Market Value	279
Enterprise Value	280
Multiples	284
Three Core Methods of Valuation	286
Comparable Company Analysis	287
Precedent Transactions Analysis	287
Purchase Multiples	288
Discounted Cash Flow Analysis	289

### **CHAPTER 9**

Discounted Cash Flow Analysis	291
Midyear vs. End-of-Year Convention	291
Unlevered Free Cash Flow	292
Weighted Average Cost of Capital (WACC)	300
Cost of Debt	301
Cost of Equity	301
Market Risk Premium	304
Beta	306
Levering and Unlevering Beta	307
Terminal Value	308
Multiple Method	308
Perpetuity Method	309
Amazon DCF Analysis	310
WACC	312
Cost of Equity	312
EBITDA Method	320
Perpetuity Method	322

CHAPTER 10	
Comparable Company Analysis	327
Last Twelve Months (LTM)	329
Calendarization	330
Netflix as a Comparable Company	331
Netflix 2020 Year End	332
Revenue	333
Operating Expenses	335
Depreciation	335
Interest	337
Taxes	338
Non-Recurring Events	339
Earnings per Share (EPS)	339
Netflix Quarterly Income Statement	340
Netflix LTM Adjustments	345
Netflix Projections	345
Revenue	350
COGS	351
Depreciation	351
Interest	351
Taxes	352
Non-Recurring Events	353
Shares and Earnings per Share	353
Calculating Comparable Metrics	357
Market Value and Enterprise Value	360
Multiples	361
CHAPTER 11	
Precedent Transactions Analysis	365
Identifying Precedent Transactions	365
Amazon Precedent Transaction Analysis	366

### CHAPTER 12

Conclusion	375
52-Week High/Low	375
Comparable Company Analysis	376
Precedent Transactions	378
Discounted Cash Flow	379
Football Field	381

APPENDIX 1 Model Quick Steps	387
APPENDIX 2	
Financial Statement Flows	389
Income Statement to Cash Flow	389
Cash Flow to Balance Sheet	390
APPENDIX 3 Excel Hotkeys	391
About the Author	393
About the WebSite	395
Index	397

### Preface

The markets are vast and complex—not only the United States but also the global markets. Stocks, bonds, mutual funds, derivatives, options—yes, choices are endless, literally. Everyone wants to make money. Yet, throughout the past years we have faced tremendous market swings, leaving investors (and their money) floundering in a sea of lost hopes and few investors with a plethora of wealth. Many of these market anomalies and swings are dependent on, and in a sense dictated by, the investor – you. The investor plays a part in setting the current stock price. The reaction of the investor can aid in determining the success of an initial public offering (IPO). Yes, the collective psychology of the market as a whole plays a major role, but if the everyday investor were better equipped with the proper tools to understand the underlying fundamentals of a rational investment, smarter investment decisions could be made, more rational investments would be made, and the markets would be a more efficient environment.

This book sets out to give any investor the fundamental tools to help determine if a stock investment is a rational one, and if a stock price is undervalued, overvalued, or appropriately valued. These fundamental tools are used by investment banks, private equity firms, and Wall Street analysts.

We will evaluate Amazon, determining its current financial standing, projecting its future performance, and estimating a target stock price. We will further assess if this is a viable investment, but more importantly, give you the tools and concepts to make your own rational investment decisions. We will have you step into the role of an analyst on Wall Street to give you a first-hand perspective and understanding of how the modeling and valuation process works with the tools you need to create your own analyses.

This is a guide designed for investment banking and private equity professionals to be used as a refresher or handbook, or for individuals looking to enter into the investment banking or private equity field. Whether you are valuing a potential investment or business, the tools demonstrated in this book are extremely valuable in the process.

### THE AMAZON CASE STUDY

We will analyze Amazon throughout this book. Amazon is an American multinational technology company headquartered in Seattle, Washington. It is currently the second-largest retailer in the world.<sup>1</sup> Through its online and physical stores, Amazon provides hundreds of millions of products sold either directly or via third-party sellers, and manufactures and sells various electronic devices including Kindle, Fire tablet, Fire TV, Echo, Ring, and other devices. Amazon is also involved in a host of technology and internetfocused ventures and initiatives, including Amazon Web Services, intelligent virtual assistance, cloud computing, and live-streaming via Amazon Prime. Amazon also develops and produces media content, and the list of Amazon's offerings continues to expand. If we want to invest in Amazon, how do we determine the viability of such an investment? In order to ensure profitability from a stock investment, we need to understand what the future stock price of Amazon could be. Obviously, stock price fluctuations are largely based on public opinion. However, there is a technical analysis used by Wall Street analysts to help determine and predict the stock price of a business.

This technical analysis is based on three methods:

- 1. Comparable company analysis
- 2. Discounted cash flow analysis
- 3. Precedent transaction analysis

Each of these methods view Amazon from three very different technical perspectives. Individually, these methods could present major flaws. However, it is the common belief that looking at all of these methods together will help us understand the technical drivers supporting Amazon's current stock price. Using Amazon as the example, we will construct all three of the listed analyses and all the supporting analyses exactly as a Wall Street analyst would. We will then have the ability to interpret from the analysis if Amazon is undervalued, overvalued, or appropriately valued. If the company is determined to be undervalued, that may suggest the stock price is lower than expected. We can potentially invest in the business and hope the stock price in time will increase. If the company is determined to be overvalued, that may suggest the stock price is higher than expected. In this case it may not make sense to invest in the business, as the

<sup>&</sup>lt;sup>1</sup>David Marcotte, "2021 Top 50 Global Retailers," National Retail Federation (March 24, 2021), https://nrf.com/blog/2021-top-50-global-retailers.

stock price in time could potentially decrease. We are assuming in these cases there has been no unusual or unpredictable activity or announcements in Amazon's business or in the stock market. Such activity or announcements would affect the stock price above and beyond what the technical analysis predicts.

It is important to note that the modeling methodology presented in this book is just one view. The analysis of Amazon and its results do not directly reflect my belief, but rather, a possible conclusion for instructional purposes only based on limiting the most extreme of variables. There are other possibilities and paths I have chosen not to include in this book but could have also been sufficient. Many ideas presented here are debatable, and I welcome the debate. The point is to understand the methods, and further, the concepts behind the methods to properly equip you with the tools to drive your own analyses.

### HOW THIS BOOK IS STRUCTURED

This book is divided into two parts:

- 1. Financial Statements and Projections
- 2. Valuation

In Part One, we will build a complete financial model of Amazon. We will analyze the company's historical performance and step through techniques to make accurate projections of the business's future performance. The goal of this section is not only to understand how to build a model of Amazon, but also to extract the modeling techniques used by analysts and to apply those techniques to any investment.

Once we have a good understanding of Amazon's past and future performance, Part Two will help us interpret the company's financials into a valuation analysis using the methods mentioned previously. You may skip directly to Part Two if your needs do not require building a complete financial model.

It is important to note it is not 100 percent necessary to have a full-scale model in order to conduct a valuation analysis, but it is recommended. Valuation techniques are based on a summary of the company's performance. In this case, to be complete, we will use the model of the company built in Part One to extract the necessary summary information and to conduct the valuation analysis. However, you could technically use summary information as well. The book is designed to have you build your own model on Amazon step-by-step. The model template can be found on the companion website associated with this book and is titled "NYSF—Amazon—Template.xls." To access the website, go to www.wiley.com/go/pignataro (password: investment).

# **One**

# Financial Statements and Projections

**F**inancial modeling is the fundamental building block of analysis in investment banking. We will take a look at Amazon and analyze its financial standing, building a complete financial model as it would be done by Wall Street analysts.

The goals of this section are:

- 1. Understanding financial statements
  - a. Concepts
  - b. Historical analysis
  - c. Making projections
  - d. Model flow between the statements
- 2. Developing the ability to build a complete financial model of Amazon

It is recommended that a financial model be built on six major components:

- 1. Income statement
- 2. Cash flow statement
- 3. Balance sheet
- 4. Depreciation schedule
- 5. Working capital
- 6. Debt schedule

The first three are the major statements: income statement, cash flow statement, and balance sheet. The latter three help support the flow and continuity of the first three. It is also not uncommon to have even more supporting schedules, depending on the required analysis. Notice the first six tabs in the model template ("NYSF—Amazon—Template.xls"). Each reflects the six major model components. Please use the template and follow along as we build the model together.

## CHAPTER

## **The Income Statement**

The income statement measures a company's profit (or loss) over a specific period of time. A business is generally required to report and record the sales it generates for tax purposes. And, of course, taxes on sales made can be reduced by the expenses incurred while generating those sales. Although there are specific rules that govern when and how those expense reductions can be utilized, there is still a general concept:

Profit = Revenue – Expenses

A company is taxed on profit. So:

NetIncome = Profit – Tax

However, income statements have grown to be quite complex. The multifaceted categories of expenses can vary from company to company. As analysts, we need to identify major categories within the income statement in order to facilitate proper analysis. For this reason, one should always categorize income statement line items into nine major categories:

- 1. Revenue (sales)
- 2. Cost of goods sold
- 3. Operating expenses
- 4. Other income
- 5. Depreciation and amortization
- 6. Interest
- 7. Taxes
- 8. Non-recurring and extraordinary items
- 9. Distributions

No matter how convoluted an income statement is, a good analyst would categorize each reported income statement line item into one of these nine categories. This will allow an analyst to easily understand the major categories that drive profitability in an income statement and can further allow him or her to compare the profitability between several different companies—an analysis very important in determining relative valuation. This book assumes you have some basic understanding of accounting, so we will just briefly recap the line items.

### REVENUE

Revenue is the sales or gross income a company has made during a specific operating period. It is important to note that when and how revenue is recognized can vary from company to company and may be different from the actual cash received. Revenue is recognized when "realized and earned," which is typically when the products sold have been transferred or once the service has been rendered.

### **COST OF GOODS SOLD**

Cost of goods sold (COGS) is the direct costs attributable to the production of the goods sold by a company. These are the costs most directly associated to the revenue. This is typically the cost of the materials used in creating the products sold, although some other direct costs could be included as well.

### **Gross Profit**

Gross profit is not one of the nine categories listed, as it is a totaling item. Gross profit is the revenue less COGS and is helpful in determining the net value of the revenue after COGS is removed. One common metric analyzed is gross profit margin, which is the gross profit divided by the revenue. We will calculate these totals and metrics for Amazon later in the chapter.

A business that sells cars, for example, may have manufacturing costs. Let's say we sell a car for \$20,000, and we manufacture the cars in-house. We must purchase \$5,000 in raw materials to manufacture the car. If we sell one car, \$20,000 is our revenue and \$5,000 is the COGS. That leaves us with \$15,000 in gross profit, or a 75% gross profit margin. Now let's say in the first quarter of operations we sell 25 cars. That's  $25 \times $20,000$ , or

500,000 in revenue. Our COGS is  $25 \times 5,000$ , or 125,000, which leaves us with 375,000 in gross profit.

Car Co.	1Q 2021
Revenue	500,000.0
COGS	125,000.0
Gross Profit	375,000.0
% Gross Profit Margin	75%

### **OPERATING EXPENSES**

Operating expenses are expenses incurred by a company as a result of performing its normal business operations. These are the relatively indirect expenses related to generating the company's revenue and supporting its operations. Operating expenses can be broken into several other major subcategories, the most common of which are:

- **1. Selling, General, and Administrative (SG&A).** These are all selling expenses and all general and administrative expenses of a company. Examples are employee salaries and rents.
- **2.** Advertising and Marketing. These are expenses relating to any advertising or marketing initiatives the company employs. Examples are print advertising and Google Adwords.
- **3. Research and Development (R&D).** These are expenses relating to furthering the development of the company's product or services.

Let's say in our car business, we have employees to whom we have paid \$75,000 in total in the first quarter. We also have rents to pay of \$2,500, and we ran an advertising initiative that cost us \$7,500. Finally, let's assume we have employed some R&D efforts to continue to improve the design of our car that cost roughly \$5,000 per quarter. Using the previous example, our simple income statement looks like this:

Car Co.	1Q 2021
Revenue	500,000.0
COGS	125,000.0
Gross Profit	375,000.0
% Gross Profit Margin	75%
	(Continued)

Operating Expenses	
SG&A	77,500.0
Advertising	7,500.0
R&D	5,000.0
Total Operating Expenses	90,000.0

### **OTHER INCOME**

Companies can generate income that is not core to their business. As this income is taxable, it is recorded on the income statement. However, since it is not core to business operations, it is not considered revenue. Let's take the example of the car company. A car company's core business is producing and selling cars. However, many car companies also generate income in another way: financing. If a car company offers its customers the ability to finance the payments on a car, those payments come with interest. The car company receives that interest. That interest is taxable and is considered additional income. However, as that income is not core to the business, it is not considered revenue; it is considered other income.

Another common example of other income is *income from noncontrolling interests*, also known as *income from unconsolidated affiliates*. This is income received when one company has a noncontrolling interest investment in another company. So when a company (Company A) invests in another company (Company B) and receives a minority stake in Company B, Company B distributes a portion of its net income to Company A. Company A records those distributions received as other income.

### EBITDA

Earnings before interest, taxes, depreciation, and amortization (EBITDA) is a very important measure among Wall Street analysts. We will later see its many uses as a fundamental metric in valuation and analysis. It can be calculated as Revenue – COGS – Operating Expenses + Other Income.

It is debatable whether other income should be included in EBITDA. There are two sides to the argument:

**1.** *It should be included in EBITDA.* If a company produces other income, it should be represented as part of EBITDA, and other income should be listed above our EBITDA total. The argument here is that

other income, although not core to revenue, is still in fact operating and should be represented as part of the company's operations. There are many ways of looking at this. Taking the car example, we can maybe assume that the financing activities, although not core to revenue, are essential enough to the overall profitability to be considered as part of EBITDA.

**2.** *It should not be included in EBITDA.* If a company produces other income, it should not be represented as part of EBITDA, and other income should be listed below our EBITDA total. The argument here is that although it is a part of the company's profitability, it is not core enough to the operations to be incorporated as part of the company's core profitability.

Determining whether to include other income as EBITDA is not so simple and clear cut. It is important to consider if the other income is consistent and reoccurring. If it is not, the case can more likely be made that it should not be included in EBITDA. It is also important to consider the purpose of your particular analysis. For example, if you are looking to acquire the entire business, and that business will still be producing that other income even after the acquisition, then maybe it should be represented as part of EBITDA. Or maybe that other income will no longer exist after the acquisition, in which case it should not be included in EBITDA. As another example, if you are trying to compare EBITDA with the EBITDA of other companies, then it is important to consider if the other companies also produce that same other income. If not, then maybe it is better to keep other income out of the EBITDA analysis, to make sure there is a consistent comparison among all of the company EBITDAs.

Different banks and firms may have different views on whether other income should or should not be included in EBITDA. Even different industry groups within the same firm have been found to have different views on this topic. As a good analyst, it is important to come up with one consistent defensible view, and stick to it.

Let's assume in our car example the other income will be part of EBITDA.

Car Co.	1Q 2021
Revenue	500,000.0
COGS	125,000.0
Gross Profit	375,000.0
% Gross Profit Margin	75%

(Continued)

<b>Operating Expenses</b>	
SG&A	77,500.0
Advertising	7,500.0
R&D	5,000.0
<b>Total Operating Expenses</b>	90,000.0
Other Income	1,000.0
EBITDA	286,000.0
EBITDA Margin	57%

Notice we have also calculated EBITDA margin, which is defined as EBITDA / Revenue.

### **DEPRECIATION AND AMORTIZATION**

Depreciation is the accounting for the aging and depletion of fixed assets over a period of time. Amortization is the accounting for the cost basis reduction of intangible assets (intellectual property such as patents, copyrights, and trademarks, for example) over their useful life. It is important to note that not all intangible assets are subject to amortization. We will discuss depreciation and amortization (D&A) in Chapter 4.

### EBIT

Similar to EBITDA, earnings before interest and taxes (EBIT) is also utilized in valuation. EBIT is EBITDA – Depreciation and Amortization. So let's assume the example car company has \$8,000 in D&A each quarter. So:

Car Co.	1Q 2021
EBITDA	286,000.0
EBITDA Margin	57%
D&A	8,000.0
EBIT	278,000.0
EBIT Margin	56%

Notice we have also calculated EBIT margin, which is defined as EBIT divided by revenue.

### INTEREST

Interest is composed of interest expense and interest income. Interest expense is the cost incurred on debt that the company has borrowed. Interest income is commonly the income received from cash held in savings accounts, certificates of deposits, and other investments.

Let's assume the car company had \$1MM in loans and incurs 10% of interest per year on those loans. So the car company has \$100,000 in interest expense per year, or \$25,000 per quarter. We can also assume that the company has \$50,000 of cash and generated 1% of interest income on that cash per year (\$500), or \$125 per quarter.

Often, the interest expense is netted against the interest income as net interest expense.

### EBT

Earnings before taxes (EBT) can be defined as EBIT - Net interest.

Car Co.	1Q 2021
EBIT	278,000.0
EBIT Margin	56%
Interest Expense	25,000.0
Interest Income	125.0
Net Interest Expense	24,875.0
EBT	253,125.0
EBT Margin	51%

Notice we have also calculated EBT margin, which is defined as EBT divided by revenue.

### TAXES

Taxes are the financial charges imposed by the government on the company's operations. Taxes are imposed on earnings before taxes, as defined previously. In the car example, we can assume the tax rate is 35%.

### Net Income

Net income is defined as EBT – Taxes. The complete income statement follows.

Car Co.	1Q 2021
Revenue	500,000.0
COGS	125,000.0
Gross Profit	375,000.0
% Gross Profit Margin	75%
<b>Operating Expenses</b>	
SG&A	77,500.0
Advertising	7,500.0
R&D	5,000.0
Total Operating Expenses	90,000.0
Other Income	1,000.0
EBITDA	286,000.0
EBITDA Margin	57%
D&A	8,000.0
EBIT	278,000.0
EBIT Margin	56%
Interest Expense	25,000.0
Interest Income	125.0
Net Interest Expense	24,875.0
EBT	253,125.0
EBT Margin	51%
Tax	88,593.75
Tax Rate (%)	35%
Net Income	164,531.25

### NON-RECURRING AND EXTRAORDINARY ITEMS

Non-recurring and extraordinary items or events are expenses or incomes that are either one-time or not pertaining to everyday core operations. Gains or losses on sales of assets, or from business closures, are examples of non-recurring events. Such non-recurring or extraordinary events can be