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Nevertheless, important lessons can be gleaned from the opinion. Material adverse effect (MAE) or material adverse change (MAC) clauses are

common in acquisition agreements, and yet until recently, no Delaware court has determined that a buyer had ever validly terminated a merger agreement pursuant to such a clause.

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A material adverse change (MAC) is a contingency provision specifically inserted in venture finance contracts, merger and acquisition agreements, and lending agreements that gives the acquiring or funding parties, buyers or sellers, the right to back out from implementing the agreement, or seek a change of conditions when there is a substantial adverse change in the company or its prospects or business condition affecting the parties to the agreement.