



Payout policy



Corporate Finance

Payout policy basics

- Free cash-flows to equity are either retained or distributed
- “Obviously,” firms with a lot of growth opportunities should retain as long as:
 1. It is legal for them to do so (not a REIT, e.g.)
 2. Their shareholders don’t have a strict preference for dividends (*clientele effect, bird in the hand...*)
 3. It doesn’t send the wrong message (asymmetric information)



How do corporations distribute?

- Firms distribute cash-flows mostly by paying dividends and buying back shares
- For non-taxed shareholders, these are equivalent
- For taxed investors, buy-backs are generally better...
- ... and not surprisingly have become much more common
- In fact, why pay dividends at all?



Dividend dates

- *Declaration/announcement date*: board announces a distribution
- *Record date*: date an investor must be recorded as a shareholder to receive the dividend
- *Ex-dividend date*: set by exchange, usually two days before record date. If purchase is made on or after ex-dividend date, investor is not entitled to payment
- *Payment date*: date when investor accounts are credited (or checks mailed)



Dividend types

- *Cash dividends*: dividend paid in cash drawn from retained earnings (taxed as income)
- *Stock dividend*: dividend paid in common stock (generally not taxed)
- *Property dividend*: non-monetary dividends (taxed as income, generally)
- *Liquidation dividend*: dividend paid in cash from sources other than retained earnings (not taxed as income, but big restrictions)



Qualified dividends

- Most dividends paid by US corporations are *qualified* which means, chiefly, that they are taxed at the capital gains tax rate rather than the typically higher ordinary income tax rate
- Exceptions:
 1. Must meet holding requirements
 2. Most distributions by REITs and other pass-through vehicles are not considered qualified



MM (1961)'s irrelevance result

- In perfect markets (no taxes or other frictions), dividend policy is irrelevant
- If dividend payment comes from selling existing assets, it is taking from one of the shareholder's pockets to put in the other
- If dividend payment is paid by issuing new liabilities, it is a transfer from new stake-holders to incumbent shareholders
- As with MM 1958, this does not say that dividend policy does not matter
- Instead, it tells us why it matters (taxes, frictions...)



Stock repurchase vs dividends

- In perfect markets (no taxes or other frictions), dividends and stock repurchases are equivalent
- Taxes make stock repurchases better but, while firms do take advantage of this preferential treatment, they do so within limits and without ever saying that tax savings are the motives
- Otherwise, the IRS would likely recognize share repurchases for what they are (untaxed dividends) and start taxing them



Fully diluted market capitalization

- A proper measurement of enterprise value requires taking into account all equity claims
- Options to buy shares embedded in compensation packages and hybrids should be reflected in E
- How do corporations/analysts measure and report E ?
- Treasury method:
 1. Treat all (and only) in-the-money options as if already exercised
 2. Assume current price reflects all those implicit claims fully already
 3. Assume the Corporation uses exercise proceeds to buy back shares

