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Was \$9.50 enough?

Inside Rothschild's fairness opinion on Long Lake's \$6.3bn take-private of Amex GBT

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DEAL AT A GLANCE

Target	American Express Global Business Travel (Amex GBT), NYSE: GBTG
Acquirer	Long Lake Management, an AI holding company founded in 2023
Structure	Public-to-private, 100% cash
Offer price	\$9.50 per share
Premium	60.2% to unaffected close of \$5.93 (1 May 2026); 65.1% to 30-day VWAP
Equity value	c.\$5.1bn (534.3m fully diluted shares)
Enterprise value	c.\$6.3bn
Implied EV / LTM EBITDA	c.14x (JMA calculation, see Section 06)
Target advisers	Rothschild & Co (financial, to the special committee); Kirkland & Ellis (legal, special committee); Skadden (legal, company)
Acquirer advisers	Citi (lead financial), J.P. Morgan, BofA Securities; Latham & Watkins (legal)
Status	Completed 29 September 2026; shares delisted from NYSE

KEY TAKEAWAYS

- 1. The price cleared the bar.** \$9.50 was above the top of three of Rothschild's four valuation ranges and near the top of the fourth (the DCF).
- 2. The vote was never in doubt.** Holders of 69% of the shares signed voting agreements on day one, so the special committee and the fairness opinion were the real protection for everyone else.
- 3. This is a bet on AI, not on today's numbers.** Long Lake paid roughly 14x trailing EBITDA against 10–12x for comparable past deals. That gap only pays off if AI genuinely lowers Amex GBT's costs.

01 The deal in brief

On Friday 1 May 2026, Amex GBT shares closed at \$5.93. The next day its board signed an agreement to sell the whole business to Long Lake, a company founded in 2023, for \$9.50 a share in cash. The deal announced on Monday 4th of May, valued Amex GBT at about \$6.3bn including debt, and completed on 29 September.

We first picked up this deal because of Rothschild's role. It acted as financial adviser to Amex GBT's independent special committee and gave the committee a fairness opinion, and we ended up reading that analysis more closely than anything else we had read this year. The question it answers is simple: was \$9.50 enough? The work behind the answer is set out in the merger proxy, and it is one of the best free lessons in valuation you will find.

New to valuation? Read our companion piece, *Explained No. 001: How do bankers decide what a company is worth?* It walks through each of Rothschild's four methods.

02 The players

The target. Amex GBT runs corporate travel for thousands of companies: booking, expenses, meetings and events. In September 2025 it completed its takeover of CWT, one of its largest rivals. It carries the American Express brand under licence, but American Express owned only about 30% of it.

The buyer. Long Lake is an AI holding company. It buys services businesses, holds them for the long term and uses its own AI engineering to run them more efficiently. Its backers include General Catalyst, Alpha Wave Global and Lightscape Partners. Amex GBT was its first take-private of a listed company and is its largest acquisition by far.

The sellers. American Express, Expedia, the Qatar Investment Authority (QIA) and BlackRock together held about 69% of the shares. All four signed voting agreements to back the deal, which made shareholder approval close to certain from day one.

03 Why do it?

Long Lake's bet is that AI can change how corporate travel is booked, changed and serviced, and that a private company can invest in that without worrying about quarterly earnings. Amex GBT's shareholders get a large, certain cash payout now instead of waiting to see whether that bet pays off. For American Express, the sale turned a minority stake into about \$1.5bn of cash, while its brand licence and commercial agreements with Amex GBT stay in place.

04 The price

The \$9.50 offer was a 60.2% premium to Amex GBT's unaffected close of \$5.93 on 1 May, and 65.1% above its 30-day volume-weighted average price (VWAP). On Rothschild's count of 534.3m fully diluted shares, that is an equity value of about \$5.1bn. The \$6.3bn headline is enterprise value: equity value plus about \$1.2bn of net debt and debt-like items, based on Rothschild's 31 March figures.

EXHIBIT 1: FROM EQUITY VALUE TO ENTERPRISE VALUE

Item	US\$bn
Equity value (\$9.50 × 534.3m fully diluted shares)	5.08
Plus: debt	1.53
Plus: pension liabilities	0.12
Plus: minority interest	0.06
Less: cash	(0.44)
Less: equity-method investments	(0.04)
Enterprise value	c.6.30

Source: Amex GBT proxy supplement (24 July 2026); balance-sheet items as at 31 March 2026. Figures may not sum due to rounding.

As a sanity check, American Express's roughly 30% stake at \$9.50 comes to about \$1.5bn, which matches the proceeds American Express said it expected.

05 How it was paid for

EXHIBIT 2: COMMITTED FINANCING

Source	Up to (US\$bn)
Equity from Long Lake	3.14
Preferred equity, common equity and warrants from Koch Equity Development	1.25
First-lien term loan	1.50
Bridge loan (to be replaced by senior secured notes)	1.00
Revolving credit facility (backstop, not expected to be drawn at close)	0.25

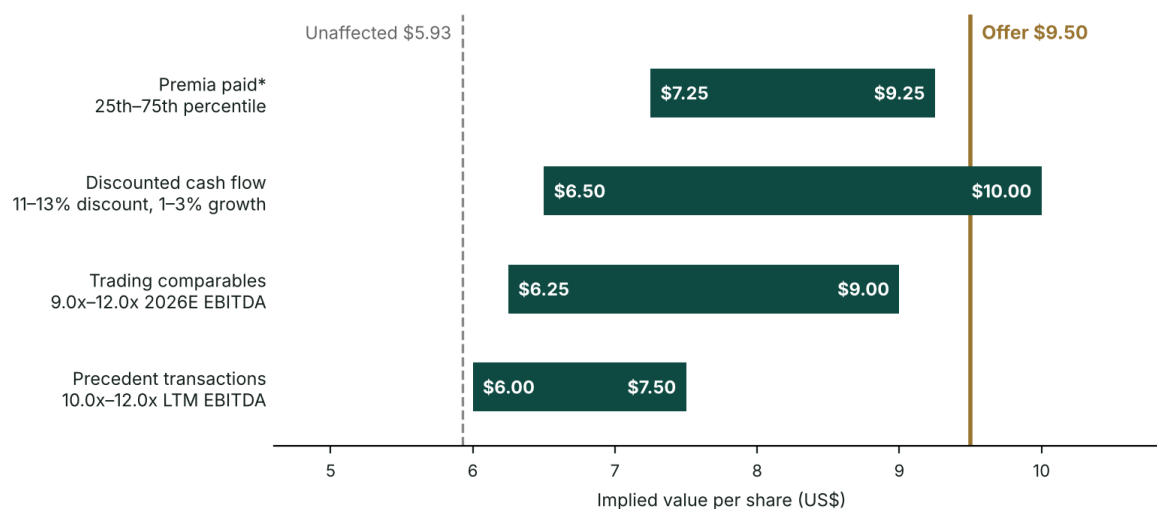
Source: Amex GBT definitive proxy (6 July 2026). Commitments are maximums and also cover refinancing Amex GBT's existing debt and deal fees.

There was no financing condition, so Long Lake could not walk away just because markets turned. If it had failed to close, it would have owed Amex GBT a \$270m reverse termination fee. The new debt package means the business now carries more borrowing than it did as a listed company.

06 What Rothschild told the board

A fairness opinion does not say a price is the best possible. It says the price is fair "from a financial point of view" to shareholders. To reach that view, Rothschild ran four analyses. Exhibit 3 shows the range each one produced against the \$9.50 offer.

EXHIBIT 3: ROTHSCHILD'S VALUATION RANGES VS THE OFFER (US\$ PER SHARE)



Source: Amex GBT preliminary proxy and proxy supplement. *Premia paid was reviewed for reference only and not relied on in the opinion. EBITDA is adjusted EBITDA less capitalised software.

Method	What Rothschild did	Implied value per share
Trading comparables	9.0x–12.0x 2026E adjusted EBITDA, based on peers including Booking (11.8x), Expedia (11.0x), Amadeus (12.8x) and Sabre (9.1x)	\$6.25–\$9.00
Precedent transactions	10.0x–12.0x trailing EBITDA of about \$440m, from 12 past travel deals	\$6.00–\$7.50
Discounted cash flow	Management forecasts to 2030, discounted at 11–13%, with 1–3% long-run growth	\$6.50–\$10.00
Premia paid (reference only)	25th–75th percentile of premiums in comparable deals	\$7.25–\$9.25

Put together, \$9.50 sat above the top of the trading, precedent and premia ranges, and near the top of what Amex GBT's own forecasts could justify in the DCF. That is the core of why the special committee recommended it. If you're not sure how any of these four methods works, our companion piece, Explained No. 001, takes each one in turn using these numbers.

WHAT SURPRISED US

Two things. First, how sensitive the DCF is: moving the discount rate and growth assumptions across their ranges swings the value by \$3.50 a share, more than half the pre-deal share price.

Second, the multiple. \$6.3bn of enterprise value over about \$440m of trailing EBITDA is roughly 14x, well above the 10–12x Rothschild applied to past deals. Long Lake paid for what it thinks AI can add, not for the business as it stood.

07 The protections

Take-privates involving large shareholders raise an obvious worry: are minority shareholders treated fairly? The structure answered that in four ways.

- **An independent special committee** ran the process, with its own bank (Rothschild) and its own lawyers (Kirkland & Ellis).
- **Termination fees:** \$200m payable by Amex GBT if it walked away for a better offer, and \$270m payable by Long Lake if it failed to close.
- **A limited rollover:** QIA rolled about 39% of its shares, worth up to \$325m, into the new owner at the same \$9.50 price. Its stake was capped at 9.9% with no control rights, so it got no better economic terms than other shareholders.
- **Disclosure:** two stockholder lawsuits and a number of demand letters before the vote led the company to publish extra detail on Rothschild's analysis in a 24 July supplement.

08 Timeline

EXHIBIT 4: KEY DATES

Date	Event
Sep 2025	Amex GBT completes its acquisition of CWT
22 & 30 Apr 2026	Long Lake submits indications of interest
1 May 2026	Rothschild delivers fairness opinion; special committee and board approve; unaffected close \$5.93
2 May 2026	Merger agreement signed
4 May 2026	Deal announced; shares jump about 58% pre-market
22 Jun 2026	US antitrust (HSR) waiting period expires
6 Jul 2026	Definitive proxy published; record date
24 Jul 2026	Proxy supplement filed after stockholder lawsuits
3 Aug 2026	Shareholders approve the deal
29 Sep 2026	Deal completes; Amex GBT delisted

09 What to watch

Amex GBT is now private, so detailed numbers will dry up. The questions that matter are whether Long Lake's AI investment lowers the cost of serving each trip, and whether the business can carry its new debt if corporate travel slows. This deal is also a test case: if an "AI take-private" works at this scale, then expect more of them.

Questions we'd put to the advisers

- With 69% of shares already committed, how much bargaining power did the special committee really have?
- Why does the DCF top out at \$10.00 when the buyer was willing to pay about 14x trailing EBITDA?
- How was the 9.9% cap on QIA's rollover settled, and what would have happened above it?

OUR TAKE

On Rothschild's own ranges, \$9.50 is defensible: above three of the four ranges and near the top of the DCF. What struck us is how wide that DCF range is. Assumptions only a couple of percentage points apart move the answer by \$3.50, more than half the old share price, so "fair" really depends on which end of the range you believe.

Fairness is also a narrower test than "best price available", and in the filings we reviewed we couldn't find how many other bidders were approached. If Long Lake's AI changes reshape Amex GBT's costs faster than management's forecasts assumed, \$9.50 will look like a price that sold too early.

Where we might be wrong: if corporate travel weakens and the new debt starts to bite, the 60% premium will look like a very good exit for the sellers.



Sources

- [Amex GBT definitive merger proxy, 6 July 2026 \(SEC EDGAR\)](#)
- [Amex GBT proxy supplement, 8-K, 24 July 2026 \(SEC EDGAR\)](#)
- [Amex GBT preliminary merger proxy \(SEC EDGAR\)](#)
- [Deal announcement, 8-K Exhibit 99.1 \(SEC EDGAR\)](#)
- [Completion announcement, Business Wire, 29 September 2026](#)
- [Rothschild & Co press release](#)
- [Dow Jones via MarketScreener: deal terms and American Express proceeds](#)

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