CREATING

Strategic Value

THROUGH

Financial Technology



JAY D. WILSON, JR.

WILEY

Creating Strategic Value through Financial Technology

JAY D. WILSON, JR.

WILEY

Copyright © 2017 by Jay D. Wilson, Jr. All rights reserved.

Published by John Wiley & Sons, Inc., Hoboken, New Jersey. Published simultaneously in Canada.

No part of this publication may be reproduced, stored in a retrieval system, or transmitted in any form or by any means, electronic, mechanical, photocopying, recording, scanning, or otherwise, except as permitted under Section 107 or 108 of the 1976 United States Copyright Act, without either the prior written permission of the Publisher, or authorization through payment of the appropriate per-copy fee to the Copyright Clearance Center, Inc., 222 Rosewood Drive, Danvers, MA 01923, (978) 750–8400, fax (978) 646–8600, or on the Web at www.copyright.com. Requests to the Publisher for permission should be addressed to the Permissions Department, John Wiley & Sons, Inc., 111 River Street, Hoboken, NJ 07030, (201) 748–6011, fax (201) 748–6008, or online at http://www.wiley.com/go/permissions.

Limit of Liability/Disclaimer of Warranty: While the publisher and author have used their best efforts in preparing this book, they make no representations or warranties with respect to the accuracy or completeness of the contents of this book and specifically disclaim any implied warranties of merchantability or fitness for a particular purpose. No warranty may be created or extended by sales representatives or written sales materials. The advice and strategies contained herein may not be suitable for your situation. You should consult with a professional where appropriate. Neither the publisher nor author shall be liable for any loss of profit or any other commercial damages, including but not limited to special, incidental, consequential, or other damages.

For general information on our other products and services or for technical support, please contact our Customer Care Department within the United States at (800) 762–2974, outside the United States at (317) 572–3993 or fax (317) 572–4002.

Wiley publishes in a variety of print and electronic formats and by print-on-demand. Some material included with standard print versions of this book may not be included in e-books or in print-on-demand. If this book refers to media such as a CD or DVD that is not included in the version you purchased, you may download this material at http://booksupport.wiley.com. For more information about Wiley products, visit www.wiley.com.

Library of Congress Cataloging-in-Publication Data is Available:

ISBN 9781119243755 (Hardcover) ISBN 9781119243878 (ePDF) ISBN 9781119243861 (ePub)

Cover Design: Stephanie Wiggins Cover Images: smartphone © LOVEgraphic/Shutterstock; Bank Icon by Freepik/www.flaticon.com

Printed in the United States of America

10 9 8 7 6 5 4 3 2 1

To Becky, my supportive wife, who inspires me to be better each day.

To Connor and Sadie, my two children, who bring so much joy and keep us entertained.

Preface

As the financial crisis and Great Recession illustrated, the health and vibrancy of the banking industry is an important ingredient in a healthy economy. In the United States, community banks play a special role in the economy as they constitute the majority of banks, are collectively the largest providers of agricultural and small business lending, and are often key employers and providers of financing in their local communities. While conditions have improved since the depths of the financial crisis, community banks face difficult market conditions with intense and growing competition from both larger banks and non-bank lenders, a relatively difficult interest rate environment that places pressure on margins, and a heightened regulatory and compliance burden.

Community bankers are also increasingly facing an additional challenge with the rise of FinTech and its vast array of emerging companies and technology innovations in different areas of financial services. FinTech is a challenging strategic threat to assess for banks since competition is coming from startups focused on addressing a number of core banking services. While many bankers view FinTech as a potential threat, FinTech offers the potential to improve the health of community banks for those banks that can selectively leverage FinTech to enhance performance and customer satisfaction and improve profitability and returns. FinTech can also help level the playing field for community banks to compete more effectively with larger banks and non-bank lenders.

This book seeks to illustrate the potential benefits of FinTech to banks, both large and small, so that they can gain a better understanding of FinTech and how it can create value for their shareholders and enhance the health and profitability of their institutions. We provide a map of the FinTech industry and present guideposts for navigating the sector so that different parties (investors, entrepreneurs, and traditional financial services companies like community banks) can enhance customer/product offerings, improve efficiency/cost structure, and ultimately profit by creating strategic value as financial services and technology increasingly intersect.

Section One introduces the reader to FinTech and discusses the reasons behind the excitement and interest in the sector globally and, more specifically, for financial services in the United States. Additionally, we examine how FinTech can help community banks close the performance gap with **XII** PREFACE

larger banks and enhance customer services offerings, efficiency, profitability, and valuations in a challenging operating environment. Lastly, we delve into the history of FinTech to determine themes and trends from some of the more mature FinTech companies. For those bankers still skeptical of the power of FinTech, consider the time and money saved by both customers and bankers through the use of the ATM, an earlier FinTech innovation that we discuss in Chapter 3. Imagine the lines at banks before a long holiday weekend if that were the only place to go and get cash, as well as the inconvenience of being unable to obtain cash on a Sunday or holiday because all of the bank's branches were closed.

Section Two discusses several FinTech niches that have great potential for banks. Each chapter focuses on a particular niche (Bank Technology, Alternative Lending, Payments, Wealth Management, and Insurance). We provide an overview of emerging trends in each particular FinTech niche and highlight certain FinTech companies that have developed in these areas. Finally, we discuss key insights that can be gleaned from the successes of these emerging FinTech companies. The case studies presented hopefully provide guideposts for bankers as they assess the vast array of companies in the FinTech ecosystem and that particular niche.

Despite the potential benefits of FinTech for community banks and vice versa, significant challenges exist for community banks considering FinTech opportunities. Community banks typically operate with a leaner technology staff and the appeal of FinTech can often be overshadowed by the breadth of the landscape. Lastly, there can be significant cultural, valuation, and risk differences between banks and FinTech companies, which can make partnerships and mergers between the two difficult.

Consequently, Section Three attempts to address some of these issues in greater detail and illustrates how both financial institutions and FinTech companies can create strategic value from improving one or some combination of the three primary valuation elements of cash flow, risk, and growth. For those interested in pursuing FinTech opportunities, they present traditional financial institutions with a number of strategic options, including focusing on one or some combination of the following: building your own FinTech solutions, acquiring a FinTech company, or partnering with a FinTech company. While we do not yet know which strategy will be most successful, we do know that discussions of whether to build, partner, or buy will increasingly be on the agenda of boards and executives of both financial institutions and FinTech companies for the next few years. In Section Three, we discuss a range of topics that should assist banks with analyzing these strategic options, including how to value a FinTech company and the pros and cons of partnership and acquisition strategies, and provide an introduction to the frameworks and return analyses banks can use to analyze and structure potential FinTech partnerships and mergers.

FinTech is an increasingly important topic for bankers seeking to navigate complex and difficult market conditions. As FinTech continues to spread across the financial landscape, banks of all sizes are beginning to craft their responses and prepare to either embrace future innovations as an improvement to their business models or attempt to shield their business models from potential disruption. Banks are starting to realize that they must develop a strategy that considers how to evolve, survive, and thrive as technology and financial services increasingly intersect. For these reasons, a number of banks are seeking to engage in discussions with FinTech companies. The right combination of technology and financial services through a partnership has significant potential to create value for both FinTech companies and traditional financial institutions.

FinTech presents the financial services industry with a unique opportunity to both increase revenue, particularly non-interest income, while also lowering costs and improving efficiency. In order to harness the potential of FinTech, bank managers and directors need to understand which FinTech niches best suit their business model and also how to prioritize FinTech initiatives and compare their potential to other strategic initiatives in order to focus on those areas that generate returns and enhance valuation. Similarly, FinTech entrepreneurs need to understand the financial services and banking landscape to be able to discern whether they should approach the industry as a partner, disruptor, or some combination of the two. Therefore, this book should also benefit FinTech companies and entrepreneurs who will gain a greater understanding of the challenging conditions facing banks, how their innovations can create value, key valuation drivers, and how to structure mergers and partnerships with banks.

Globally, banks face many of the same difficult market conditions and challenges currently affecting U.S. banks. However, it is an exciting time to be in financial services. Similar to innovations like the printing press or the steam engine or assembly-line manufacturing that led to significant changes in their respective industries, FinTech offers a unique opportunity to transform the financial services industry while also improving the greater good and providing better and more efficient services for customers, including many un- and under-banked people around the globe. FinTech also offers those countries with a weak financial infrastructure the opportunity for greater financial inclusion by providing financial services like banking, insurance, and wealth management at lower costs through digital channels. This can have a profound impact on people's lives and create profitable business models for banks and innovative FinTech entrepreneurs.

We are still in the early stages of development of a number of FinTech niches and innovations. For example, an innovative development in banking the last few years has been the use of mobile check deposit, which entails writing a physical check and snapping a picture on the phone. As a user of

XİV PREFACE

this product, I must admit that it is very convenient and something that I use often as it saves me a trip to my local bank branch. While this is innovative, it is not a fully digital deposit system as it still requires a paper check and doesn't reduce the time spent writing the check or replace the inconvenience when you are out of paper checks.

As the FinTech industry evolves, it will be interesting to see whether idiosyncrasies like depositing a check persist and also whether this dichotomy continues to exist between FinTech, its many niches, and traditional financial services. One can certainly envision a financial services industry in the future where the remaining successful companies combine the best elements of both traditional financial services and FinTech and the two industries converge.

Thanks for taking the time to read this book and please feel free to reach out with comments or questions. In addition to having a keen interest in community banking and FinTech, I am also an avid tennis player. As such, I forewarn the reader to expect a few tennis analogies and stories in different sections of the book.

Jay Wilson wilsonj@mercercapital.com 901.685.2120

Acknowledgments

Thanks to my family (my wife Becky, son Connor, and daughter Sadie) for putting up with my time away from them and sometimes my sleepiness while working on the book. Other friends and family have also been sources of encouragement and support as the book came into being, and I would like to extend my thanks to them as well.

The idea for this book was first discussed with Barbara Price, Mercer Capital's chief marketing officer, in mid-2015. More likely than not, this book would not have been the end result of those conversations without Barbara's assistance and encouragement. Additionally, I would like to thank the staff at Wiley for providing editorial guidance and also a listening and an encouraging ear to those initial conversations in mid-2015.

A number of colleagues assisted with the development of the book and I am very grateful for their contributions. Specifically, I would like to thank our marketing associates, Stephanie Wiggins, Connor Bran, and Tammy Falkner, for working on edits and making the charts and cover look great. Also, thanks to my summer 2016 associate, Tripp Crews, who assisted with the preparation of the book by researching and drafting certain sections. He contributed greatly to portions of Chapters 1, 3, 6, and 7, as well as portions of Chapters 4 and 5. Additionally, my colleague, Lucas Parris, and another summer associate, Michael Anthony, provided significant assistance for the insurance technology chapter (Chapter 8). They have my thanks. I would also like to extend my appreciation to all my colleagues at Mercer Capital for encouragement, assistance, feedback, and general support for the book.

Also, thanks to the many clients with whom I have worked over the years. The projects I have worked on for these clients and the resulting relationships have exposed me to a number of different segments and sectors within both community banking and FinTech and this has helped to frame my perspective and insights on a number of issues.

Contents

Preface Acknowledgments	Xİ XV
SECTION ONE	
CHAPTER 1	
What Is Financial Technology?	3
Technology's Impact on Financial Services	3
What Is FinTech and Who Are the Players?	5
Why the Hype for FinTech?	10
Why Is FinTech Potentially So Important to Society? Recent Trends and Market Conditions for the FinTech	12
Industry	14
Conclusion	18
Notes	19
CHAPTER 2	
Community Banks and FinTech	21
Is FinTech a Threat or an Opportunity for Community	
Banks?	21
FinTech's Potential Impact on Bank Valuation	29
How Community Banks Can Help FinTech Companies	31
Conclusion	32
Notes	33
CHAPTER 3	
The Historical Context for FinTech	35
Introduction	35
FinTech History	35
Visa and MasterCard: The Largest IPOs in FinTech History	40
Core Vendors	43
Notes	50

SECTION TWO	
CHAPTER 4 State of Community Banks Embracing FinTech Today Introduction Overview of U.S. Community Bank Industry Trends Banks and FinTech Increasingly Intersect Serving More Customers Digitally Evolving Regulatory Oversight of FinTech Conclusion Notes	53 53 56 56 61 66 67
CHAPTER 5	
The Alternative Lending Niche	70
The Mortgage Market	70
The Consumer Lending Market	72
Government Regulation of Alternative Lending Platforms	78
Conclusion	79
Notes	80
CHAPTER 6	
The Payments Niche	82
Trends to Watch	82
Digital Currencies and Blockchain Technology	91
Conclusion	99
Notes	100
CHAPTER 7	
The Wealth Management Niche	104
Introduction	104
The Evolution of the Online Brokerage Industry	106
The Rise of Robo-Advisors	108
Conclusion	116
Notes	118
CHAPTER 8	
InsurTech and the Future of Insurance	120
Introduction to InsurTech	121
Technology Trends in Insurance	123
Conclusion	129
Notes	129

įх

SECTION THREE	
CHAPTER 9 Partnering with a FinTech Company	133
Introduction	133
Conclusion	154
Notes	155
CHAPTER 10	
Early Stage FinTech Valuation Issues	156
Introduction	156
Why You Should Have a Valuation Performed	157
Valuation Considerations for FinTech Companies	160
What about Preferences and FinTech Valuations?	172
Special Issues: Valuations for Other Stakeholders	173
Conclusion	183
Notes	183
CHAPTER 11	
Acquiring a FinTech Company	185
Introduction	185
Recent Trends in FinTech M&A Activity	187
Metrics to Analyze FinTech Transactions	192
Accounting Considerations and Goodwill Creation	
in FinTech Deals	202
Special Issues to Consider with FinTech M&A	218
Conclusion	224
Notes	224
CHAPTER 12	
Liquidity Options Beyond a Sale	227
Introduction	227
Liquidity Options	228
Is Your Buy-Sell Agreement Solidly Built?	234
Conclusion	240
Notes	240
CHAPTER 13	
Is There a Bubble Forming in FinTech?	242
Introduction	242
Factors Leading to a Bubble?	243

X	CONTENTS
Signs That a Bubble May Be Forming in FinTech	246
Case Study of a FinTech Failure	246
Conclusion	251
Notes	252
Index	253

One

Section One of this book introduces the reader to FinTech and discusses the reasons behind the excitement and interest in the sector globally and more specifically for financial services in the United States. Additionally, we examine more specifically how FinTech can have a significant impact on community banks through opportunities to enhance customer service offerings, efficiency, and profitability in a challenging operating environment. Lastly, we delve into the history of FinTech to determine themes and trends from some of the more mature FinTech companies.

Chapter 1 is titled What Is Financial Technology? We answer that question and present an overview of current trends in the FinTech industry. We also provide perspective on why FinTech is important and receiving significant attention from investors, regulators, entrepreneurs, and management/boards of traditional financial services companies.

Chapter 2, Community Banks and FinTech, discusses traditional bank valuation trends and drivers and shows how incorporating FinTech into your bank's existing strategy can help improve the profitability and valuation of your community bank. This chapter is also important for FinTech entrepreneurs as it demonstrates the potential value proposition for FinTech companies in the community banking sector. Successful FinTech companies need to be able to demonstrate their potential to improve the profitability and valuation of banks in order to attract them as customers or partners.

The Historical Context for Fintech is presented in Chapter 3. This chapter walks through the history of FinTech, including ATMs, electronic stock exchanges, and core vendors. We also look at the largest IPOs in the industry's history. This history lesson should help the reader understand what might be important in today's FinTech environment.

CHAPTEL

What Is Financial Technology?

TECHNOLOGY'S IMPACT ON FINANCIAL SERVICES

Tennis was invented a long time ago. How long ago? Well, it depends upon whom you ask. Similar to a number of other sports, the origins of tennis are unknown. The earliest records of the sport include paintings of European commoners and royals batting a ball around. However, the history of modern (lawn) tennis is clearly documented, as it was first publicly announced in March of 1874 by two British papers. The announcement included a patent for "A Portable Court of Playing Tennis," which included a history of the sport, instructions for how to set up the court, and rules of the game.

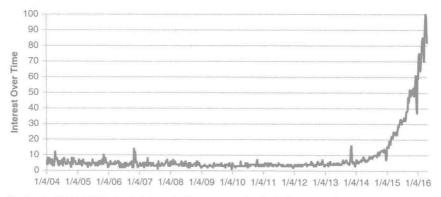
While basic tenets and elements of the game have remained similar over the years, tennis continues to evolve with changes to scoring, court surfaces, equipment, and playing styles. A key driver of these changes is the influence of technology. The development of stronger and lighter materials for a variety of industrial purposes would not at first glance be noted as a key driver of change in tennis, but these changes had a significant impact on the game. Graphite and other stronger, lighter synthetic frames are commonplace in the game today. The last wooden racket appeared in a major tournament in the 1980s. The confluence of technology and design affects balls, court surfaces, and even the pristine grass of Wimbledon. Many players now regularly use high-tech training tools to improve their fitness and stroke mechanics.

Despite these significant advances in the game over the years, tennis is not a sport that is linked with technology and a spectator at Wimbledon today would still recognize the sport if shown images from the tournament in the early 1900s. For these reasons, tennis is often referred to by pundits as being "steeped in tradition" and viewed by outsiders as a game that is slow to evolve. They can point to certain things like players still hitting the same basic strokes and the biggest tournaments still being held at some of the same venues (Wimbledon has had a tournament since 1877).

While we do not foresee those in financial institutions like banks, wealth managers, or insurance companies picking up tennis rackets anytime soon, there are a number of parallels between the evolution of tennis and the evolution of financial services. Like tennis, certain basic tenets and activities of financial services (such as depositing money, paying for goods/services, and borrowing/lending funds) have existed in some fashion for many centuries and are not expected to change in the future. However, a number of changes have occurred in the past and will continue to occur within financial services as technology increasingly intersects with financial services.

There is much excitement around technology and its potential applications within financial services as a number of pundits and analysts foresee a growing number of applications and improvements for the sector. Consumers are also increasingly asking for and adopting new technology applications. While the term *TenTech* (short for *tennis tech*) has yet to grace magazine covers and TV headlines, *FinTech* (or *financial technology*) has become commonplace in major magazines, newspapers, and TV stories within the financial services sector. The excitement around FinTech is difficult to gauge but the expansion in Google searches of the term *FinTech* and the global dispersion of those searches provide some benchmarks and evidence of the growing level of excitement. (See Figure 1.1 and Table 1.1.)

Given the growing interest in FinTech, let's address a few questions about FinTech: "What is financial technology and who are the players?," "Why is there so much excitement about FinTech?," and "Why is FinTech potentially so important for society?" By examining these key questions, we can gain a keen understanding of the topic.



Numbers represent search interest relative to the highest point on the chart for the given region and time. A value of 100 is the peak popularity for the term. A value of 50 means that the term is half as popular. Likewise a score of 0 means the term was less than 1% as popular as the peak.

FIGURE 1.1 Google Search Trends for "FinTech"