Understanding Deal Structure When Selling Your Advisory Practice

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By Ethan Cramer, President, Elite Wealth Strategies

When advisors begin exploring a sale or merger of their practice, conversations often start with valuation multiples. While valuation is important, deal structure ultimately determines how much value is realized, when it is received, and how much risk remains after the transaction. Two practices can sell at the same multiple yet produce very different outcomes for the seller based on how payments, contingencies, and roles are structured. Advisors who understand deal mechanics make more confident decisions and avoid surprises later.

1. Upfront Payment vs. Earn-Out

Most transactions combine immediate payment with performance-based earn-outs. Upfront capital provides certainty, while earn-outs tie compensation to future retention and performance. A balanced structure reflects realistic expectations and shared incentives.

2. How Client Retention Is Measured

Retention clauses influence final compensation. Advisors should understand timelines, revenue calculations, and how market performance impacts metrics. Clear definitions reduce future disputes.

3. Revenue vs. EBITDA Models

Revenue-based valuations are simpler, while EBITDA models reward operational efficiency. Knowing which method is used clarifies expectations and alignment.

4. Tax Structure

Asset vs equity sales, goodwill allocation, and installment payments all affect after-tax proceeds. Early tax planning helps preserve wealth.

5. Seller Role Post-Transaction

Ongoing involvement often supports retention and earn-out success. Clear expectations regarding time and compensation prevent misunderstandings.

6. Non-Compete Terms

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Restrictions should match long-term personal plans. Understanding scope and duration protects flexibility.

7. Buyer Financial Stability

Payment reliability depends on buyer strength. Evaluating financial structure and strategy protects long-term outcomes.

8. Integration Expectations

Technology, staffing, and branding transitions influence client experience. Early clarity prevents disruption.

9. Contingencies and Clawbacks

Performance-related clauses shift risk. Advisors should understand scenarios that affect payouts.

10. Timing of Payments

Payment schedules impact liquidity and personal planning. Structure should align with financial goals.

A strong deal structure aligns incentives, protects clients, and supports a smooth transition. Advisors who focus on structure alongside valuation often experience more successful outcomes.