

**Stock Repurchases in Canada:  
Performance and Strategic Trading**

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**ABSTRACT**

During the 1980s, U.S. firms that announced stock repurchase programs earned favorable long-run returns. Recently, concerns have been raised regarding the robustness of these findings. This comes at a time of explosive worldwide growth in the adoption of repurchase programs. This study provides out-of-sample evidence for 1,060 Canadian repurchase programs announced between 1989 and 1997. As in the U.S., the Canadian stock market seems to discount the information contained in repurchase announcements. Value stocks announcing repurchase programs have particularly favorable returns. Canadian law requires companies to report how many shares they repurchase on a monthly basis. We find that managers are sensitive to mispricing as completion rates are higher in cases where undervaluation may be a more important factor. Moreover, trades are linked to price movements; managers buy more shares when prices fall and reduce their buying when prices rise.

## 1. Introduction

In recent years, corporations have dramatically increased the amount of capital devoted to repurchasing their own shares. In the mid-1980s, repurchase program announcements in the U.S. amounted to roughly \$25 billion per year. Between 1996 and 1998 however, more than 4,000 open market repurchase programs were announced which, if fully completed, amount to roughly \$550 billion.<sup>1</sup> During the first quarter of 1999 alone, Securities Data Company reports nearly 350 program announcements totalling \$40 billion. Interest in corporate repurchase programs is not limited to the U.S. as repurchase activity worldwide has grown in recent years. Countries such as Hong Kong and Japan recently implemented new regulations allowing companies for the first time to repurchase their shares. A recent Goldman Sachs study (March 1999) foresees stock repurchases becoming more common in Europe and discusses the potential impact on European equity values.

The literature is rich with motives as to why firms might repurchase their own stock. The list includes, for example, tax benefits, distributing excess cash and adjusting capital structure. Yet these reasons are not as popular with managers who often suggest when announcing buyback programs that current market prices are too low and hence their stock is an attractive investment (Dann (1983) and Wansley, Lane, and Sarkar (1989)). Several studies report evidence consistent with this managerial story of undervaluation. In a comprehensive examination of U.S. open market repurchase programs during the 1980s, Ikenberry, Lakonishok and Vermaelen (1995) find that the market's initial response to repurchase announcements is not complete. They report annualized abnormal performance of 2.9% over a four-year period following the announcement. For value stocks, where a stronger case can be made for undervaluation, the annual abnormal return was 6.4% over the same post-announcement period.<sup>2</sup>

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<sup>1</sup> For comparison, the NYSE reports that aggregate cash dividends paid by member firms over this period was approximately \$490 billion.

<sup>2</sup> In an earlier paper on fixed-price tender offer repurchases, Lakonishok and Vermaelen (1990) also find evidence of positive abnormal returns lasting at least two years following the announcement.

Although previous studies have examined hundreds of repurchase program announcements, the history of this transaction is rather short, only becoming pervasive in the U.S. in the late 1980s. Moreover, international evidence regarding repurchases is limited as many countries have only recently allowed firms to repurchase stock. Thus, a degree of skepticism regarding the existing evidence on share repurchases is warranted. As Merton (1985) suggests, we are biased toward publishing "exciting" results. Indeed, recent papers have drawn into question the results of several studies that examine long-run stock performance because of the sensitivity of the results to the methods used to calculate abnormal returns.<sup>3</sup> Studies on stock repurchases have been included in these critiques.

Given the recent growth in repurchase activity worldwide, fresh evidence on long-run performance of repurchasing firms is of interest. While many countries now allow repurchases, the only country outside the U.S. that has a reasonable sample at this point is Canada. Thus, we examine open market programs announced by firms trading on the Toronto Stock Exchange (TSE). Moreover, we utilize programs announced between 1989 and 1997, a time period that generally follows the sample period examined in earlier U.S. studies. Our sample is comprehensive and contains 1,060 program announcements authorizing \$35 billion in repurchases. This analysis is supplemented with evidence of long-run stock performance following the issuance of shares. Specifically, we consider Canadian seasoned equity offerings and acquisitions that were at least partially financed with equity. A result consistent with repurchases would show a downward drift in stock performance after an announcement of an increase in shares outstanding.

Canadian data is of particular interest, however, because firms must report each month the number of shares they actually repurchase. This information is summarized by the exchanges and published on a timely basis. Precise, periodic information on repurchase activity does not exist for U.S. firms. Moreover, U.S. reporting conventions even make it difficult to obtain good estimates of overall

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<sup>3</sup> For example, Fama (1998) and Mitchell and Stafford (1997).

completion rates (Stephens and Weisbach (1998)). Our unique data allow us to accurately measure program completion rates and examine factors that affect these managerial decisions.

Access to monthly repurchase data allows us to study whether managers execute share repurchases strategically in response to market movements. Managers repurchase stock for a variety of reasons, many of which may not relate to mispricing. For example, to the extent that firms repurchase shares to avoid dilution in earnings from the exercise of options, or use repurchases as a tax efficient alternative to paying cash dividends, one would not expect to find a relation between price movements and the level of repurchase activity in a given month. Also, if managers view the market as efficient, we would not expect them to react to price movements. However, managers often mention undervaluation as an important motive for repurchasing shares. To the extent that they believe prices deviate from their intrinsic value, we expect to observe managers repurchasing shares more aggressively when prices are falling. Likewise, we expect the incentive to repurchase shares to diminish after a rise in prices. Data from Canada enable us to assess the extent to which managers trade strategically and thus should help us better understand what motivates repurchase activity.

We find that undervaluation appears to be just as important a consideration for repurchasing shares in Canada as earlier findings suggest for the U.S. Using the Fama-French (1993) three-factor model, Canadian firms repurchasing shares show abnormal performance of 0.59% per month over a three-year period following the announcement. In the year prior to the announcement, abnormal returns are negative, -0.35% per month. Such poor pre-announcement performance and subsequent out performance are consistent with undervaluation being a motivating factor for stock repurchases. A stronger case for undervaluation as a motive for repurchasing shares can be made for value stocks. The results are consistent with this hypothesis. Canadian value stocks that announce repurchases experience abnormal returns of 0.76% per month whereas the comparable return for growth stocks is only 0.28% per month.

We also evaluate performance subsequent to an increase in shares where firms either issued seasoned equity or acquired other firms with stock. Here, the results are again consistent with the notion that mispricing is a factor in managerial decision making. Abnormal returns are high prior to SEOs or equity-financed acquisitions made by TSE firms, yet subsequent abnormal return performance is substantially negative.

The results suggest that managers trade strategically. Price changes seem to have a major impact on repurchase activity. Consistent with the undervaluation story, an increase in prices leads to a reduction in the number of shares repurchased, whereas a drop in stock prices leads to a larger fraction of shares repurchased. Completion rates are also higher for value stocks than for growth stocks. Moreover, firms that actively repurchased shares experience only modest returns while the program was in effect. Yet, these firms enjoy sizeable abnormal returns in subsequent years. Conversely, companies that did not buy any shares show strikingly large excess returns while the program is in effect, yet no evidence of positive abnormal returns in subsequent years. Overall, the results suggest that managers' repurchase decisions are sensitive to prevailing market prices, a result consistent with the undervaluation hypothesis.

The paper is organized as follows. Section 2 briefly describes the institutional setting surrounding repurchase programs in Canada and also describes how we formed our sample. Section 3 reviews the methodology used to evaluate long-run performance. Section 4 provides descriptive information regarding sample programs and documents the short-run market reaction to repurchase announcements. Section 5 presents evidence on subsequent long-run performance. Section 6 reports evidence on program repurchase completion rates and the extent to which managers execute repurchase programs strategically. Section 7 further examines the strategic nature of repurchase decisions by examining long-run performance conditional on various levels of repurchase activity. Section 8 provides results for the opposing case where managers issue equity either through SEOs or stock-financed acquisitions. Concluding remarks are provided in section 9.

## 2. Repurchases in Canada

### *a. Institutional aspects of repurchases in Canada*

The regulatory environment affecting Canadian open market repurchase programs differs from that in the U.S. In Canada, these programs are referred to as "Normal Course Issuer Bids." The primary oversight mechanism for these programs is provided by the exchange where the company's stock trades. Unlike U.S. firms, Canadian firms must receive approval from the exchange before initiating a repurchase program. The application process to repurchase stock at the TSE is generally straightforward and is usually completed in a limited number of days. As in the U.S., these programs are the most common mechanism firms use to repurchase shares.<sup>4</sup> Once authorized, programs last one year and are limited to the maximum of either 10% of public float or 5% of shares outstanding. Thus, in many cases, the number of authorized shares exceeds 5% of the share base.

TSE rules also govern how listed firms execute their repurchase programs.<sup>5</sup> Briefly, these rules state that TSE firms may commence repurchasing stock two days after receiving approval from the TSE. Programs must be executed through a single broker. Cumulative repurchases over the trailing 30 calendar days must not exceed 2% of the outstanding shares. Firms are also restricted from repurchasing shares on an up-tick. Similar rules exist in the U.S.<sup>6</sup>

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<sup>4</sup> Fixed-price tender offers, referred to as "Substantial Issuer Bids," are also permitted in Canada and do not have limits on the amount of stock that can be repurchased. As in the U.S., this form of repurchase is not common. Dutch-auction tender offers, though permitted by law, have only recently occurred in Canada. In this study, we only examine repurchase programs executed via open market transactions, or Normal Course Issuer Bids.

<sup>5</sup> See Part 28 of the Policies of the Toronto Stock Exchange.

<sup>6</sup> U.S. securities law governing stock repurchases has evolved gradually, adopting its present form in 1984 when Congress adopted S.E.C. Rule 10b-18, a "safe-harbor" provision relating to stock repurchases. This rule does not impose strict limits as is the case in Canada, but rather provides firms protection from legal liability for price manipulation when repurchasing stock if firms execute repurchase trades within certain limitations relating to price, volume and time-of-day. These provisions are not statutory rules. Companies often voluntarily repurchase shares outside of these limits (Cook, Krigman and Leach, 1997). Moreover, Rule 10b-18 does not apply to all types of repurchase transactions including, for example, pension-plan related (ERISA) trades. In addition, at certain times (for example, following the crash of 1987), some of the Rule 10b-18 limitations are lifted.

### *b. The Sample*

We obtained the complete record of common stock repurchase programs announced by TSE-listed firms between 1989 and 1997. Information regarding all authorized repurchase programs is published periodically in *The Daily Record*, a TSE publication. Once a month, the TSE publishes a comprehensive overview of the status of all authorized programs including the program's size, termination date, the number of share purchased in the previous month (including those purchased on other exchanges) and the total shares repurchased to date in the program. During this time period, 1,159 program authorizations were announced by TSE firms.

Monthly stock returns were obtained from the TSE/University of Western Ontario database, a dataset free of survivor bias. However, our returns from this database end in December 1995. Thus, from January 1996 to December 1998, monthly returns were obtained from Compustat and Datastream. From these sources, we located returns for 1,060 repurchase programs.

Some of our analysis requires fundamental information, specifically the book-to-market ratio. Compustat was our primary source for this information. However, Compustat's coverage of Canadian firms is not complete. In addition, Canadian firms that are de-listed are not included in Compustat's research file. For these cases, we obtained book-equity values from a special file prepared for us by Standard and Poor's. As a further step, we hand collected missing book-equity values from Moody's International Manuals. From these sources, book-to-market ratios were obtained for 86% of our sample.

## **3. Methodology**

### *a. Portfolio formation*

Our examination of long-run performance focuses on portfolio returns produced in calendar-time. Several recent papers report evidence based on this approach including Ikenberry, Lakonishok and Vermaelen (1995), Loughran and Ritter (1995), Womack (1996) and Mitchell and Stafford (1997). To use this approach, we calculate monthly returns in calendar-time for a portfolio of repurchase firms.



Firms are added to the portfolio at the beginning of the month following their repurchase announcement and retained for the next three years or until the stock no longer trades. At the beginning of each month, the portfolio is rebalanced so that each stock receives the same weight. Over time, new companies enter the portfolio and old companies leave, causing the number of stocks in the portfolio to vary. In some months, the number of stocks in the portfolio is small. To reduce the impact of idiosyncratic noise, particularly when we partition our dataset into various sub-samples, months where a portfolio contains six stocks or less are dropped from our analysis.

The portfolio described above assumes that repurchase firms are held for three years, beginning in the month following the announcement. In addition to this strategy, we calculate portfolio returns for other investment horizons including year 1, year 2 and year 3 following the announcement. For example, for the year 1 portfolio, a monthly time-series of returns is calculated for firms that announced a program in the previous 12 months. Similarly, we also report performance for year -1.

*b. Benchmark models and index returns*

Using the calendar-time portfolio approach, we estimate abnormal performance using two benchmarks. We first evaluate performance using a standard one-factor, CAPM approach. Here, we regress the time-series of monthly excess returns to the repurchase portfolio on excess market returns:

$$r_{p,t} - r_{f,t} = \alpha + \beta_m(r_{m,t} - r_{f,t}) + \epsilon_t \quad (1)$$

where  $r_{p,t}$  is the monthly return to a given calendar-time portfolio. The risk-free return,  $r_{f,t}$ , is the return to the 30-day Canadian government bill. The return to the TSE Index is our market return,  $r_{m,t}$ . Abnormal performance is measured by  $\alpha$ .

The focus of our performance analysis relies on the Fama-French (1993) three-factor model:

$$r_{p,t} - r_{f,t} = \alpha + \beta_m(r_{m,t} - r_{f,t}) + \beta_{vmg}(r_{value,t} - r_{growth,t}) + \beta_{smi}(r_{small,t} - r_{large,t}) + \epsilon_t \quad (2)$$

The first term in equation (2) controls for general market movements in a given month  $t$ . The last two terms in equation (2) are value/growth and size factors. These factors are calculated using BARRA's

Canadian style returns for small-cap-value stocks, small-cap-growth stocks, large-cap-value stocks and large-cap-growth stocks.<sup>7</sup> For its Canadian indices, BARRA defines its large-cap universe as the largest 200 firms trading on the TSE. The next largest 300 TSE firms define the small-cap universe. These two groups are each subdivided into growth and value portfolios. BARRA accomplishes this by calculating a measure that gives two-thirds weight to the market-to-book ratio and one-third weight to dividend yield. The small-cap and large-cap portfolios are sorted on this measure and split into two groups so that the value and growth portfolios have the same total market capitalization. For the three-factor model above, the book-to-market factor is defined as the average return for BARRA's two value portfolios (large-cap-value and small-cap-value) minus the average return to BARRA's two growth portfolios (large-cap-growth and small-cap-growth). This factor is labeled as the value minus growth portfolio, or vmg. Similarly, the size factor is obtained by taking the average return of BARRA's two small-cap portfolios (small-cap, value and small-cap, growth) and subtracting the average return of BARRA's two large-cap portfolios (large-cap-value and large-cap-growth). This factor is labeled as small minus large, or sml. BARRA updates these style indices in January and July of each year. These series start in July of 1990. Thus while we include repurchase programs announced during 1989 and the first half of 1990, we do not begin measuring excess performance until July 1990.<sup>8</sup>

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<sup>7</sup> BARRA is a U.S.-based firm that provides software and information services to investment managers, pension fund consultants, plans sponsors and others in the investment community. The style indices used in this study were obtained from BARRA's Canadian internet site: [www.barra.ca](http://www.barra.ca). Although not reported in this paper, we examined the behavior of the three-factor model using BARRA style indices. Overall, the model appears to work well in Canada.

<sup>8</sup> To maximize the number of repurchase firms in our sample, we begin recording repurchase announcements in January 1989, the first month for which copies of *The Daily Record* were available from the TSE archives. We begin measuring performance in July 1990 when the BARRA style factors are available. Of course, an alternative to using BARRA factors would be to construct our own factors, thus allowing us to measure performance for 18 more months prior to July 1990. While possible, the portfolios would have less seasoning and, thus, be less populated and more noisy. Moreover, for much of the 1990 to 1998 period, BARRA calculates and reports its style factors in real-time, thus reducing concerns over potential biases.

#### 4. The market reaction to open market share repurchase announcements

Panel A of Table 1 reports summary statistics for our repurchase sample. Looking at all years together, the 1,060 programs in our sample, if fully completed, amount to \$35.6 billion. The mean program is for 5.22% of shares outstanding, similar in magnitude to the typical open market repurchase program in the U.S. The mean market reaction to open market programs in our sample is modest. The average abnormal return relative to the TSE index in the month the program is announced is 0.93%.<sup>9</sup> This is somewhat less than the market reaction observed for U.S. announcements.

Panel B reports the mean market reaction for various program sizes. A substantial number of programs cluster right at 5% of shares outstanding. Thus, we report evidence for all programs announced for between 4.5% and 5.5% of the share base. Those programs below 4.5% or above 5.5% are reported in two separate groups. There is little apparent difference in the market reaction between large and small programs. The mean abnormal return for programs between 0 and 4.5% of shares outstanding is 0.90%. For the largest programs in our sample, those for more than 5.5% of shares outstanding, the mean market reaction is slightly lower, 0.69%.

In spite of managers' frequent claims of undervaluation when announcing a repurchase program, the announcement return is small. This is consistent with managers either being overly optimistic relative to the market about their firm's value or, alternatively, the market being wrong and thus underreacting to the repurchase signal. An investigation of the long-term performance of repurchasing firms is a way to sort out the two competing hypotheses.

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<sup>9</sup> As a check, we also calculated the market reaction adjusting for book-to-market and size effects. Using Ibbotson's (1975) RATS technique, the market reaction is nearly the same as obtained using the simple market-adjusted approach, 1.05%.

## 5. The long-term performance of Canadian open market repurchasing firms

### a. *The general case*

In Table 2, we report performance of the repurchase strategy using both one-factor and three-factor models. Assuming a three-year holding period, we observe abnormal performance using the one-factor model of 0.62% per month ( $t = 2.70$ ). Using a two-year holding period, our estimate of abnormal performance is slightly higher, 0.70% per month ( $t = 2.90$ ). Focusing on one-year holding periods, abnormal performance is positive in each of the three years following the announcement.

After controlling for both size and book-to-market using the three-factor model, the results are generally the same. The three-year holding period strategy shows abnormal performance of 0.59% per month ( $t = 4.11$ ) or roughly 7% per year. In this study, the similarity between the one- and three-factor models is not unexpected given the relatively small premiums associated with the additional two factors. The mean return on the vmg factor during our sample period was less than 1.5% per year while the mean return to the sml factor was nearly zero, -0.25% per year. Given these modest premiums, alternative approaches to adjust for size and value-growth should not substantially change the results.

A calendar-time approach weighs each month equally in the analysis even though the number of companies in the portfolio is not the same over time. Thus, in Table 3, we report evidence using an event-time methodology where each announcement receives the same weight. Here, we apply Ibbotson's Returns Across Time and Securities (RATS) procedure (1975) and, as before, measure abnormal performance using a three-factor model. Using this procedure, we continue to observe evidence of positive abnormal returns. After three years, the total cumulative abnormal return is 21.40% ( $t = 6.87$ ). This translates to an abnormal return of 0.59% per month, a result which exactly matches that obtained using the calendar-time approach.

To examine the robustness of our results, we performed additional tests in the context of the calendar-time approach. We estimated abnormal performance using weighted least-squares to deal with

the problem of an uneven number of securities in the portfolio over time. We also calculated performance using a value-weighted portfolio strategy. In both cases, the results were similar to our basic approach.

*b. Cross-sectional differences in long-run performance: value versus growth*

One way to sort out the different motivations managers have for repurchasing shares is to consider the book-to-market ratio. Managers in growth firms, with relatively low book-to-market ratios, may repurchase shares for a variety of reasons such as avoiding dilution of earnings. For value companies where book-to-market ratios are relatively high, undervaluation may be a more important motivating factor.

Thus, in June of each year, we obtain book-to-market ratios (assuming a three-month reporting delay following fiscal year-end for book-equity values) for all TSE-listed firms for which we have data. This universe is sorted each year by book-to-market ratio. Those firms with above median book-to-market ratios are called value stocks, while those with below average ratios are labeled growth stocks. For each of these two groups, we estimate long-run performance using the calendar-time approach, the results of which are reported in Table 4.

Value companies announcing a repurchase program substantially outperform growth companies. Assuming a three-year holding period, the abnormal return for value stocks using the three-factor model is 0.76% per month or 9% per year. For growth stocks, the comparable return is less than half this amount, 0.28% per month. This spread between value and growth firms in Canada announcing buybacks is consistent with the pattern observed for U.S. firms (Ikenberry, Lakonishok and Vermaelen (1995)).

Prior to the announcement, we also see evidence consistent with the undervaluation story.<sup>10</sup> Although, value firms perform well subsequent to a program announcement, performance in the prior

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<sup>10</sup> Similar evidence of negative abnormal returns prior to repurchase announcements is reported by Vermaelen (1981) and Comment and Jarrell (1991).

year is poor;  $-0.91\%$  per month ( $t=-3.80$ ). Growth firms, on the other hand, perform well in the year prior to the announcement with abnormal performance of  $0.51\%$  per month ( $t=2.19$ ).

## 6. Actual share repurchase activity in Canada

### a) *The evolution of repurchase activity over time and completion rates*

Canadian law differs from the U.S. in that the progress of all authorized repurchase programs is reported each month regardless of whether firms are buying shares or not. This information is summarized in Table 5. Panel A reports the distribution of repurchase completion rates. The fraction of shares actually repurchased is surprisingly low. At termination of the program, roughly a quarter of the firms did not repurchase any shares. Less than 5% of the firms fully complete their repurchase program. Overall, the mean completion rate is 28.6%. For comparison, Stephens and Weisbach (1998) report one-year completion rates ranging between 46% and 75% for a sample of U.S. programs announced between 1981 and 1995.<sup>11</sup>

Panel B reports cumulative repurchase activity at various points during the program. This is reported for the overall sample and for various sub-samples. Slightly less than half of all repurchase activity occurs during months 0 to 3. The completion rate in Canada has increased over time. In the first two years, it was 21.4% whereas in the last two years it increased to 35.1%. Perhaps a more interesting result relates to the difference in completion rates between value and growth stocks. Value stocks have a higher completion rate, 30.9%, in comparison to growth stocks, 25.1%. Extreme value stocks, defined as companies in the top book-to-market decile, have an even higher completion rate of 37.7%. On the other hand, extreme growth stocks have an average completion rate of only 19.6%. The difference in completion rates between value and growth firms, both overall as well as in extreme cases,

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<sup>11</sup> Because U.S. firms are not required to disclose repurchase activity directly, Stephens and Weisbach (1998) use a variety of approaches to estimate completion rates for U.S. stocks.

is significant at traditional confidence levels.

*b) The determinants of completion rates and strategic trading*

Next, we consider in greater detail factors that influence repurchase completion rates. If undervaluation is an important reason leading managers to repurchase stock, one would expect price movements during the program to be an important consideration. A run-up in stock prices after a repurchase announcement would seemingly diminish the attractiveness of buying shares. Conversely, a drop in prices would provide an increased incentive to buy stock. Thus, the first factor we consider is the excess stock return during the year of the program relative to the TSE index, which we label as Year 1 Excess Return.

The next two variables considered are the firm's Book-to-Market Decile Rank and Size Decile Rank compared to all TSE firms as of the previous June. Earlier, we observed that repurchasing firms with high book-to-market ratios experienced higher post-announcement abnormal returns compared to firms with lower ratios, a result consistent with undervaluation. If undervaluation is an important motive for buybacks in value companies, we expect them to have higher completion rates compared to growth stocks where the motives for buying stock are more complicated. We saw traces of this behavior earlier in Table 5. The variable Size Decile Rank also relates to the undervaluation hypothesis. Evidence suggests that smaller firms are less efficiently priced. Thus, one might expect to see higher completion rates among smaller firms in comparison to larger, more efficiently priced firms.

Two additional control variables are included in the regressions reported in Table 6. The dummy variable, Repeat, is assigned a value of one if the company announced a repurchase within the past 15 months. Our sample contains quite a few firms with consecutive program announcements, including Seagrams for example. It is possible that managers in these companies are behaving opportunistically (Ikenberry and Vermaelen (1996)) and will attempt to buy shares only if prices fall. Thus, lower completion rates are expected from such bargain-hunter like companies. A similar rationale exists for

the second control variable, Program Size, the percentage of outstanding shares authorized for repurchase, is similar. Some firms may authorize program amounts that are greater than they initially intend to buy, completing the full program only if prices fall. Thus, we expect to find lower completion rates for large authorizations.

The regression evidence reported in Table 6 is generally consistent with the undervaluation story. The coefficient for Year 1 Excess Return is negative suggesting greater repurchase activity as prices fall. The impact of book-to-market is positive as expected, even after controlling for other factors. Moreover, given that the unconditional completion rate is 28.6%, the impact of book-to-market is material. For example, a move from the lowest to the highest book-to-market decile changes the estimated completion rate by 10.9% ( $0.0121 \times 9$ ). Similarly, size is also important; a move from the highest to lowest size decile rank increases the expected completion rate by 6.0% ( $-0.0067 \times -9$ ). These results suggest that completion rates depend on whether managers perceive their stock to be undervalued. The results also suggest that companies with repeat announcements and those that authorized large programs end up buying less.

To further investigate the possibility of strategic repurchase behavior by managers, we focus on month to month repurchase activity. Such data allow us to assess the extent to which managers trade in response to price movements before, during and subsequent to a given month. Thus, we estimate equation (3):

$$\begin{aligned} \text{Bought}_{i,t} = & \alpha + \beta_1 \cdot \text{Repeat}_i + \beta_2 \cdot \text{Program Size}_i + \beta_3 \cdot \text{Size Rank}_i + \beta_4 \cdot \text{B/M Rank}_i + \\ & \beta_5 \cdot \text{Excess Return}_{i,t-1,t-k} + \beta_6 \cdot \text{Excess Return}_{i,t} + \beta_7 \cdot \text{Excess Return}_{i,t+1,t+k} \end{aligned} \quad (3)$$

where  $\text{Bought}_{i,t}$  is the portion of the program firm  $i$  repurchased in month  $t$ . Our key variables of interest are price changes in the current month  $t$  measured relative to the TSE index,  $\text{Excess Return}_{i,t}$ , and



similarly, excess returns preceding and following month  $t$ ,  $\text{Excess Return}_{i:t-1,t-k}$  and  $\text{Excess Return}_{i:t+1,t+k}$ , respectively. We consider three horizons for these leading and trailing windows: one month, three months and six months. As in Table 6, we control for size, book-to-market, program size and repeat.<sup>12</sup>

Evidence is reported in Table 7 for all months in the program pooled together as well as for the first-half and second-half of the program. Overall, managers trade strategically in response to market movements; as prices fall, managers respond by buying more stock. This is true for price movements both in the current month and in preceding months. In addition, these regression coefficients are highly significant. Regression coefficients for each of the forward excess return horizons are essentially zero indicating the difficulty in predicting future stock prices over relatively short horizons.

Managers respond differently to stock price movements in the first half versus second half of the program. Generally speaking, response coefficients for both concurrent and past excess returns in months 7 to 12 are double that observed in months 0 to 6. Moreover, coefficient estimates from this later period are quite material. For example, the expected increase in the monthly completion rate for a company with an excess market return of -50% over the previous 3 months and a concurrent excess monthly return of -20% is roughly 1%. Given that the unconditional repurchase rate in months 7 to 12 is roughly 1.6% per month, such a move in stock prices translates to roughly a 65% increase in the rate of repurchase activity. One reason for this increased sensitivity is because early in the program, the possibility to postpone repurchases to later months exists. Later in the program, this option begins to expire. As a result, repurchase activity becomes more sensitive to price movements.

Overall, these results point to underpricing as a motivating factor for managers to repurchase shares. If non-valuation reasons had a predominant effect on repurchase activity, one would not expect to see such behavior. For example, if managers thought that the market efficiently priced their stock and

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<sup>12</sup> Months where a firm had already purchased 90% or more of its authorized program are eliminated from this analysis as these programs are essentially completed.

were using repurchases as means of returning capital to shareholders in lieu of a dividend, we would not expect to see repurchase activity linked to market movements. However, this not the case. We see rather substantial swings in repurchase levels associated with past and current market movements. These results suggest that managers are indeed cognizant of market prices and execute trades accordingly.

### **7. Long-term performance conditional on program completion**

In this section, we further investigate the role of undervaluation and the extent to which managers strategically repurchase stock by examining performance using the three-factor model conditional on completion rates. If managers are repurchasing strategically, we expect them to buy more shares as prices decline. Similarly, we expect them to repurchases fewer shares as prices rise and mispricing dissipates. Thus, in Table 8, we report evidence for three scenarios. First, we consider cases where firms repurchased no shares at all after authorizing a program. The remaining programs are sorted into two groups; those cases where managers bought less than 30% versus where they were more aggressive and bought more than 30% of the authorized amount.

Focusing on abnormal performance in year 1, noticeable differences are observed across the three groups. For cases where no shares were repurchased, abnormal performance is 0.96% per month ( $t = 2.99$ ) or nearly 12% per year. Yet, abnormal performance in year 1 decreases as we move to cases where firms were active buyers. For those completing more than 30% of their program, the abnormal monthly return is 0.22% per month ( $t=1.07$ ).

Interestingly, after the programs have expired, there is no evidence of abnormal performance in cases where no shares were repurchased. Yet, in cases where companies did repurchase shares, substantial abnormal returns are observed in years 2 and 3 after the program is over. This pattern in returns is consistent with evidence reported earlier and suggests that managers are sensitive to stock prices.

In Table 9, we provide one last piece of evidence of strategic trading behavior by focusing on trading during the last-half of the repurchase program. We partition our sample into two groups: companies that bought shares in the last six months of the program versus companies that had no repurchase activity during this period.<sup>13</sup> For cases where firms were active buyers late in the program, we expect to see relatively low return performance during months 7 to 12, followed by high abnormal returns in years 2 to 3. Conversely for those cases where no shares were bought after month 6, we expect to see higher abnormal performance in months 7 to 12 and comparatively modest returns in years 2 to 3.

For both groups, abnormal returns during months 1 to 6 are similar; 0.47% per month in cases of no further buying and 0.56% in cases of at least some further buying. However, abnormal performance between the two groups diverges as expected in months 7 to 12. Firms that purchased no shares during this period report abnormal performance of 1.14% per month ( $t=2.98$ ). Yet firms which did buy shares during this period have essentially no abnormal performance, -0.09% ( $t=-0.28$ ). Moreover, if we look at abnormal returns subsequent to the repurchase program in years 2 and 3, we see substantial excess performance in cases where firms were buying in months 7 to 12 of 0.87% per month ( $t=3.89$ ) compared to cases where no further buying occurred, 0.26% ( $t=1.18$ ).

In short, the evidence suggests that managers do appear to repurchase shares in response to undervaluation. Moreover, managers seem to execute their trades strategically and are sensitive to price movements.

#### **8. A robustness check: The long-term performance Canadian equity issuances**

As a final check, we examine cases where Canadian firms issued shares. A result consistent with

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<sup>13</sup> Here, only companies which bought less than 15% of their total program by month 6 are included. This allows us to focus on cases where the vast majority of the program remains available for repurchase during the last half of the program. Sample sizes for the repurchase and no repurchase groups are 259 and 399, respectively.

the repurchase evidence would show a downward drift in stock prices subsequent to an issuance of shares. We look at firms that issued seasoned equity or issued shares to finance acquisitions. Several studies using U.S. data report a downward drift following seasoned equity offerings, including Loughran and Ritter (1995) and (1998) and Spiess and Affleck-Graves (1995). Following acquisitions by U.S. firms, papers such as Agrawal, Jaffe and Mandelker (1992) and Rau and Vermaelen (1998) also report a deterioration in performance.

Our sample was obtained from Securities Data Co. and covers the period 1989 to 1995. For both offerings and acquisitions, we limit our sample to cases where the transaction involved at least \$10 million. Moreover, because of our focus on the issuance of equity, we remove acquisitions where stock comprised less than one-third of the financing in the transaction. Over our sample period, there were 134 offerings and 27 acquisitions for which we could obtain return data.<sup>14</sup>

Table 10 reports long-run abnormal performance using the three-factor model for offerings and stock acquisitions together as well as separately. For the two events combined, abnormal performance during the three-year post-announcement period is -0.54% per month ( $t = -2.60$ ). This is similar, though opposite in sign, to those cases where managers are repurchasing shares (0.59% per month). Prior to the announcement, we see positive and significant abnormal performance, 1.11% per month ( $t = 1.98$ ). This compares with negative abnormal performance prior to the announcement of a stock repurchase. Looking at equity offerings and acquisitions separately, the results are consistent with the overall sample. For equity offerings, the results are more dramatic. Prior to the announcement, abnormal returns are higher in comparison to acquisitions. Following the announcement, abnormal performance is comparatively lower.

Overall, this evidence is consistent with the hypothesis that managers' decisions to expand or

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<sup>14</sup> Securities Data reports many more acquisitions than included here. Nearly all of these deals were cash deals or involved the acquisition of very small firms.