# STEADY E-COMMERCE SPENDING FUELS HEALTHY CONSOLIDATION ACTIVITY

E-COMMERCE SECTOR UPDATE | JULY 2023





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## CONTACT OUR E-COMMERCE SECTOR BANKER



Lisa Tolliver Managing Director 773-791-9493 Itolliver@capstonepartners.com Capstone Partners, a subsidiary of Huntington Bancshares Incorporated (NASDAQ:HBAN), has been a trusted advisor to leading middle market companies for over 20 years, offering a fully integrated range of expert investment banking and financial advisory services uniquely tailored to help owners, investors, and creditors through each stage of the company's lifecycle.



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# **E-Commerce**

Steady E-Commerce Spending Fuels Healthy Consolidation Activity

## **KEY SECTOR TAKEAWAYS**

Capstone Partners' <u>Consumer Investment Banking Group</u> is pleased to share its E-Commerce report. A resilient consumer and steady strategic buyer appetite have upheld transaction markets in the E-Commerce space. Several key report takeaways are outlined below.

- 1. Merger and acquisition (M&A) activity has outpaced the prior year through year-to-date (YTD) as strategics have largely driven buyer activity.
- 2. While E-commerce growth has moderated since the onset of the pandemic, online sales have remained robust in 2023.
- 3. After a tactical pause for much of 2022, consolidation among Amazon (Nasdaq:AMZN) brands and online marketplace aggregators has resumed.
- 4. Amazon FBA (fulfilled by Amazon) aggregator fundraising has remained below prior year levels, however, leading players with healthy balance sheets have continued to draw capital for acquisition pursuits.
- 5. As supply chain challenges and container costs have normalized, online companies have focused on reducing inventory from the peak levels of 2022 and targeting improved levels of profitability—and eyeing 2024 as a potential exit year.

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#### **E-COMMERCE SPENDING REMAINS ROBUST DESPITE HEADWINDS**

The resilience of the U.S. consumer has continued to uphold retail spending and has served as one of the main impediments to the onset of a recession. Many market participants forecasted stubborn inflation to drastically crimp discretionary purchases, however, the level of consumer savings available to draw down may have been underestimated. This has been reflected in healthy e-commerce sales in Q1, which increased 7.8% year-over-year (YOY) to \$272.6 billion (seasonally adjusted), according to the U.S. Census Bureau.<sup>1</sup> Online sales as a percent of total retail sales have also continued to climb, rising to 15.1% in Q1 2023, a notable uptick from 14.5% in Q1 2022. The U.S. economy has seen signs of disinflation in recent months, which has permeated to the E-Commerce sector. Notably, online prices in May fell 2.3% YOY, including with categories Computers and Electronics recording price decreases of 16.5% and 12.0%, respectively, according to Adobe.<sup>2</sup> Sustained disinflation will be critical to U.S. economic health, however, the Federal Reserve has continued to indicate that more monetary tightening is required.

While demand in the E-Commerce sector has remained healthy approaching the halfway point of 2023, it has certainly slowed from the breakneck pace of growth seen in the past two years. In 2022, online sales grew 8.3% YOY, a decline from 17.8% in 2021, according to Digital Commerce 360.<sup>3</sup> Macroeconomic headwinds are also poised to challenge spending in the second half of the year which has dampened consumer optimism for the economy. Notably, the Consumer Confidence Index in May fell to its lowest level since November 2022, according to the Conference Board.<sup>4</sup>

Economic uncertainty rarely bodes well for sector participants; however, a more normalized supply chain environment has eased inventory challenges that plagued the space over the past two years. While retail inventories have remained elevated, YOY inventory growth has contracted for eight consecutive months, helping to reduce excess product, according to the U.S. Census Bureau.<sup>5</sup> This has allowed sector players to focus on the key drivers of growth-low customer acquisition costs, robust average order value, and healthy lifetime value. As M&A and financing markets have slowed, high quality sector players with repeat purchases, a high degree of customer loyalty, and healthy margins have differentiated themselves to buyers and investors.



Lisa Tolliver Managing Director

"Despite the current pullback in consumer spending, the long-term outlook for the E-Commerce sector is extremely positive. Online sales will continue to increase as a percentage of overall total retail sales. We expect continued M&A interest in growing D2C brands, in addition to strong growth and interest across the B2B sector. High quality companies are still in demand and garnering valuation premiums."

E-Commerce Sales Increase in Q1 2023

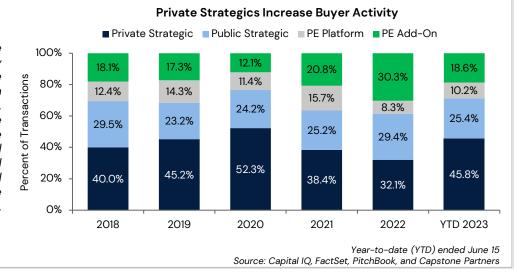


The explosive growth seen in the Amazon FBA Aggregator segment marked the peak of the postpandemic E-Commerce space. As interest rates increased, the exuberant pace of aggregator dealmaking largely paused. However, the market has shown early signs of accelerating in recent months, albeit not to the same level as 2021. Well capitalized aggregators with expertise in brand and integration have separated building themselves as leaders in the segment and have consolidated smaller players to drive economies of scale (more details on page seven). Moving through the second half of the year, continued consolidation among aggregators is expected and high-quality FBA brands are likely to garner buyer appetite.

# **M&A DATA AND BUYER BREAKDOWN**



Source: Capital IQ, FactSet, PitchBook, and Capstone Partners



Strategic buyers have accounted for the majority of transaction volume through YTD, largely driven by private strategics. Private equity firms have remained interested in the space but have conducted greater due diligence and scrutiny on potential acquisitions amid a volatile operating environment.



While transaction volume has outpaced the prior year, total disclosed deal value has declined. Through YTD, total transaction value amounted to \$258.5 million, dropping from \$701 million in YTD 2022. This may indicate buyers have sought smaller deals with less market risk.

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## CONSOLIDATION AMONG AGGREGATORS RETURNS

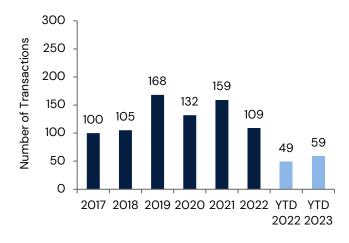
M&A volume in the E-Commerce space has remained robust approaching the halfway point of 2023, despite mounting headwinds that have challenged consumer spending and the operating performance of many sector players. Through YTD, 59 sector transactions have been announced or completed, marking a 20.4% YOY increase. High quality brands with loyal customer bases, low customer acquisition costs, and high lifetime value have continued to attract healthy buyer interest. Strategic buyers have continued to dominate transaction activity, accounting for 71.2% of total deals, largely driven by private strategics (45.8%). Financial buyers have approached the market with greater selectivity but have held an active presence in the space. Through YTD, platform investments have comprised 10.2% of deals, with add-on acquisitions accounting for 18.6%.

The market has been partially buoyed by aggregators reengaging in inorganic growth-after many drastically paused acquisition activity in 2022. The flood of capital to aggregators that catalyzed the market in 2021 has slowed, as players in this segment raised \$2.8 billion in 2022, compared to \$12.3 billion in 2021, according to Marketplace Pulse.<sup>6</sup> Many FBA aggregators and other e-commerce consolidators aggressively allocated new funding to fuel acquisition strategies over the past two years. As Amazon and marketplace spending moderated from pandemic heights, and brands began to face margin pressure, the rapid growth-through-acquisition strategy soon unraveled for many. However, in the current market this has presented significant opportunities for well capitalized aggregators to acquire assets, often other aggregators, at attractive prices. For many sellers, a strategic sale in today's market also represents the best available liquidity option.



Lisa Tolliver Managing Director

"Coming off the boom of 2021 and driven by the current economic climate, M&A for E-commerce companies has slowed significantly over the past 18 months. We expect acquisition activity to continue to be more strategic in nature over the remainder of the year, particularly among Amazon aggregator players. This sector is prime for additional consolidation, particularly as available funding has tightened."



#### E-Commerce M&A Activity Rises Despite Macroeconomic Headwinds

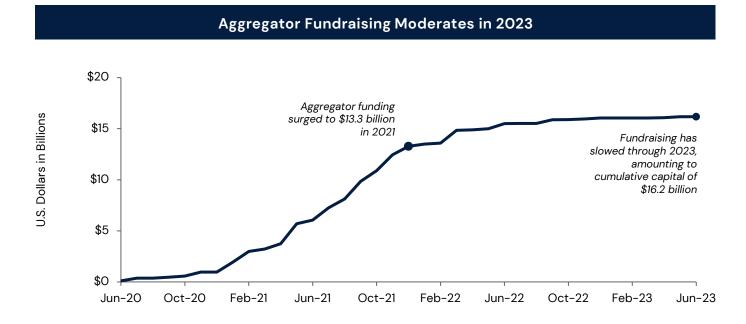
Year-to-date (YTD) ended June 15 Source: Capital IQ, FactSet, PitchBook, and Capstone Partners

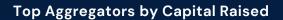
Economies of scale, geographic expansion, and gaining attractive brands have been key motivations for consolidation among aggregators. Often, transactions have involved a larger, well-funded aggregator acquiring a smaller aggregator. In addition, consolidation typically supports better financing terms with lenders, an important consideration as the cost of capital has continued to rise. While aggregator consolidation has occurred more frequently in international markets, the U.S. has seen two recent high-profile transactions. In May, Suma Brands and D1 Brands announced the completion of its merger (terms undisclosed), which represented the first U.S.-based merger in the Amazon Aggregator ecosystem, according to a press release.<sup>7</sup> The combined company, which will be called the Ambr Group, operates a portfolio of more than 30 businesses generating over \$100 million in annual revenue. The combined company raised new equity financing which it plans to use to continue consolidating Amazon aggregators. More recently, SellerX agreed to acquire U.S.-based Elevate Brands (May) for an undisclosed sum. The combined brand portfolio will consist of more than 80 Amazon-native private label consumer brands in the Sports & Outdoors, Home & Kitchen, Mobile Accessories, Pets, and Consumables markets, according to a press release.<sup>8</sup>

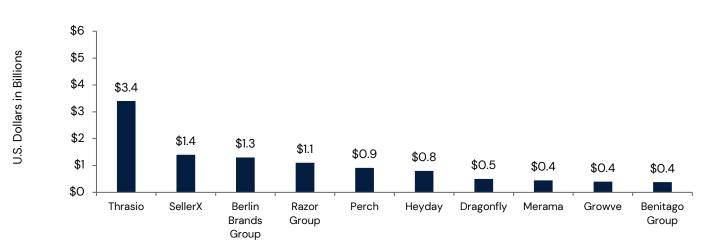


#### AGGREGATOR MARKET UPDATE

- 1. Fundraising has slowed in the Aggregator market through mid-June 2023 with total capital raised holding stagnant at \$16.2 billion. The rapid pace of capital raising experienced in 2021 has moderated, with aggregators focusing more intensely on brand building and integration in the current market.
- Financing markets have slowed across the space as rising debt costs have impacted capital availability and lenders have sought more restrictive debt covenants. Consolidation among players has allowed for better financing terms from lenders.
- 3. Despite headwinds to fundraising and the operating performance of brand portfolios, many aggregators have increasingly eyed consolidation opportunities—often pursuing other aggregators that are in distress or experiencing an uncertain financial outlook.







Source: Marketplace Pulse

#### NOTABLE TRANSACTIONS





SellerX, a leading e-commerce aggregator in Europe has agreed to acquire Elevate Brands (May). Terms of the transaction were not disclosed. Elevate Brands is a U.S.-based ecommerce aggregator that manages 32 brands and is backed by investors including BlackRock (NYSE:BLK), Upper90, Soroban Capital, TRCM Fund, and Hersch Klaff. The combined business will offer more than 40,000 consumer products with sales of over \$430 million, according to a press release. Through the acquisition, SellerX is expected to realize significant synergies across the value chain and achieve operational efficiencies. In addition, SellerX will leverage Elevate Brands' capabilities to expand its own omnichannel capabilities.





Suma Brands has announced the completion of its merger with D1 Brands, a leading Amazon FBA acquirer (May, undisclosed). In conjunction with the transaction, the combined company raised new equity financing from investors including CoVenture, Material, and Pace Capital that will be deployed to continue consolidating Amazon aggregators. The combined company, now called Ambr Group, will provide extensive marketplace product offerings with an expansive channel footprint. "With the joining of two teams with extensive industry experience and a fresh round of financing, we're well-positioned to be a leading consolidator of large platforms and we have the playbook to do it efficiently," commented Yaz Malas, President of Ambr in a press release.





Society Brands has acquired Wolf Tactical, a highperformance tactical gear provider, for an undisclosed sum (May). Wolf Tactical offers products including everyday carry (EDC) belts, range belts, weighted vests, and tactical backpacks. The acquisition marks the seventh brand to join Society Brands' portfolio, according to a press release.9 Society Brands is a techenabled consumer products company that acquires digitally-native brands that primarily sell on Amazon and their own direct-to-consumer Society (DTC) websites. Brands has communicated it has a healthy acquisition pipeline and plans to continue to grow its existing brands.





3Z Brands, a vertically-integrated manufacturer, retailer, and DTC distributor of sleep products, has agreed to acquire Leesa Sleep for an undisclosed sum (March). Founded in 2014, Leesa is a premier DTC sleep products brand offering mattresses, bases, and bedding. The purchase of Leesa adds to 3Z's robust portfolio of sleep brands which include Helix Sleep, Brooklyn Bedding, Birch, and Bear Mattress. The transaction also follows 3Z's acquisition Nolah Sleep, a leading sleep technology brand that offers better-for-you sleep products (February, transaction terms undisclosed). 3Z's recent acquisition streak demonstrates the value strategic buyers have placed on high-quality DTC sleep products providers.



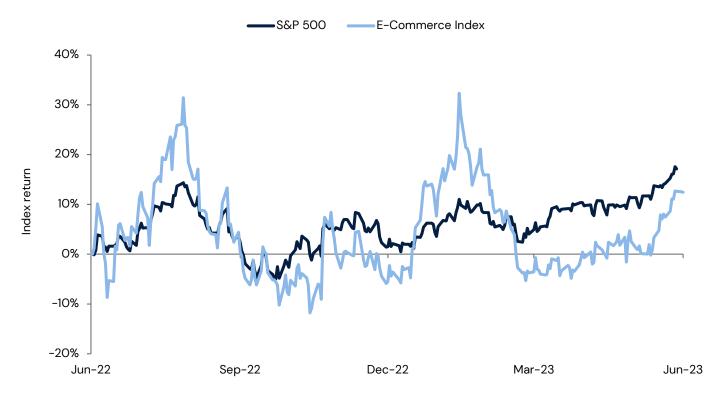
# SELECT TRANSACTIONS

Date	Target	Acquirer	Target Business Description	Enterprise Value (mm)	<u>EV / I</u> Revenue	<u>.TM</u> EBITDA
06/09/23	Verve Labs	Curio Brands	Manufactures and retails candles online.	-	-	-
06/05/23	Bala Footwear	Careismatic Brands	Designs and manufactures footwear for healthcare workers that is sold online.	-	-	-
05/31/23	Elevate Brands	SellerX	Operates as a third-party seller marketplace.	-	-	-
05/31/23	Wolf Tactical	Society Brands	Manufactures and retails tactical gear online.	-	-	-
05/24/23	Zulily	Regent	Offers online retailing of clothing, shoes, beauty, and wellness products.	-	-	-
05/23/23	D1 Brands	Suma Brands	Operates as an Amazon FBA business acquirer and reseller.	-	-	-
05/11/23	Body Armour Outlet	GPC Investments	Distributes police and tactical supplies online.	-	-	-
04/25/23	Bio Holding Group	DRYWORLD	Manufactures and sells apparel for women online.	-	-	-
04/21/23	ELOQUII Design	Fullbeauty Brands	Designs and sells fashion apparel for women that is sold online.	-	-	-
04/12/23	eyebobs	Europa Eye Wear	Manufactures and sells eyewear and accessories sold online and through wholesalers.	-	-	-
04/12/23	Sympathy Flower Arrangements	Send Flower Gifts	Provides an online platform for sympathy flowers and funeral flower delivery services.	-	-	-
03/15/23	Leesa Sleep	3Z Brands	Designs and manufactures mattresses sold online.	-	-	-
02/16/23	Wet Noses	Beach Point Capital	Provides dog and cat food, treats, and food toppers sold through its online platform.	-	-	-
02/14/23	Nolah	3Z Brands	Manufactures and sells online home furnishings.	-	-	-
02/07/23	Belami	SKYX Platforms (Nasdaq:SKYX)	Provides lighting and home décor products sold online.	\$25.3	0.3x	5.9x
01/22/23	Jeunesse	LACORE	Offers skincare and wellness products online.	-	-	-
01/17/23	PetCareRx	PetMed Express (Nasdaq:PETS)	Provides an online pet pharmacy.	\$36.0	0.9x	-
01/11/23	Mielle Organics	Procter & Gamble (NYSE:PG)	Manufactures organic skin and hair care products sold online.	-	-	-
01/06/23	Boatzone	New Wave	Operates an online boat and marine digital retailer.	-	-	-
12/19/22	Topo Athletic	Designer Brands (NYSE:DBI)	Provides online retailing of athletic gear.	\$24.3	-	-
12/05/22	Mimi's Rock (TSXV:MIMI)	FitLife Brands (OTCPK:FTLF)	Provides dietary supplements online.	\$17.6	0.6x	10.6x
11/30/22	Artificial Turf Supply	Blackford Capital	Manufactures artificial and synthetic turf.	-	_	-

# PUBLIC COMPANY DATA

	Price	% 52 Wk	Market	Enterprise	LTM			EV/LTM	
Company	06/20/23	High	Сар	Value	Revenue	EBITDA	Margin	Revenue	EBITDA
1-800-FLOWERS.COM, Inc.	\$7.91	59.5%	\$512.4	\$746.0	\$2,104.9	\$130.3	6.2%	0.4x	5.7x
Amazon.com, Inc.	\$125.49	85.6%	\$1,287,571.8	\$1,401,713.8	\$524,897.0	\$68,350.0	13.0%	2.7x	20.5x
boohoo group plc	\$0.44	46.9%	\$526.5	\$695.6	\$2,142.9	\$17.4	0.8%	0.3x	39.9x
eBay Inc.	\$45.06	86.3%	\$24,084.7	\$25,455.7	\$9,822.0	\$2,892.5	29.4%	2.6x	8.8x
Overstock.com, Inc.	\$21.93	62.3%	\$991.2	\$660.5	\$1,774.4	NM	NA	0.4x	NM
Vipshop Holdings Limited	\$17.79	96.3%	\$10,016.8	\$7,642.3	\$15,350.3	\$1,312.8	8.6%	0.5x	5.8x
Wayfair Inc.	\$55.28	72.4%	\$6,207.5	\$9,164.5	\$11,999.0	NM	NA	0.8x	NM
Zalando SE	\$28.11	56.3%	\$7,280.2	\$7,192.0	\$11,294.4	\$424.8	3.8%	0.6x	16.9x
			г	Maar			11.00/	10.	10.0
EV = enterprise value; LTM = last twelve months			Mean			11.8%	1.0x	16.3x	
\$ in millions, except per share data NM = Not Meaningful			Median			10.4%	0.6x	12.9x	
Bold indicates trading above 90% of 52wk high			Harmonic Mea	n		9.5%	0.6x	10.1x	

#### E-Commerce Index Return Modestly Trails S&P 500





#### **E-COMMERCE REPORT CONTRIBUTORS**



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Lisa has over 24 years of experience in the investment banking industry, primarily focused on advising middle market private business owners in liquidity related transactions. As a Managing Director in Capstone's Consumer Investment Banking Group, she works closely with clients to advise and execute domestic and cross-border M&A transactions, recapitalizations and capital raises. Specifically, Lisa has strong M&A expertise working with branded consumer, e-commerce, DTC, DNB and Amazon businesses.

Prior to Capstone Partners, Lisa worked in the Capital Strategies Group at Morgan Stanley Smith Barney and also spent 10 years working for the middle market investment banking arm of Citigroup, where she was involved in the evaluation, marketing and closing of numerous transactions involving private businesses and corporate divestitures. Over her career, Lisa has worked across several industry sectors including consumer, e-commerce, industrial & manufacturing, technology-enabled services, and government & defense. Lisa received her BA on academic scholarship from Illinois State University and is a Series 7, 63, and 79 Registered Securities Representative.



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## FIRM TRACK RECORD

Capstone has represented numerous companies in the <u>Consumer</u> E-Commerce sector, including various transactions for both FBA concentrated brands and DTC companies. In addition, Capstone currently has multiple active clients in the sector providing our banking team with real-time knowledge regarding market interest and acquirer behavior. A sampling of Capstone's closed and ongoing transactions are included below.



# **ENDNOTES**

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