

Earnings Management through Transaction Structuring: Contingent Convertible Debt and Diluted Earnings per Share

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First published: 24 February 2005

<https://doi.org/10.1111/j.1475-679x.2005.00168.x>

Citations: 100

We thank Ravi Arcot, CEO of Kynex Inc., for providing convertible bond data, and Ned Blanchard of the Office of the Associate Chief Counsel (Financial Institutions and Products) of the Internal Revenue Service for discussions regarding the tax treatment of contingent payment debt instruments. We also thank John Graham for providing data on marginal tax rates. We appreciate comments and suggestions by Daniel Bens, Philip Berger (editor), Sanjeev Bhojraj, Peggy Bishop, Mary Ellen Carter, Ted Christensen, Tom Dyckman, Fabrizio Ferri, Ole-Kristian Hope, Mark Huson, Charles Lee, Zach Liu, Kin Lo, Suzanne Morsfield, Mark Nelson, John Phillips, Christine Tan, Karen Teitel, Steve Umlauf, Teri Yohn, an anonymous referee, and workshop participants at the University of Connecticut, Cornell University, the Fourth Annual University of Utah Winter Conference, the 2004 *Journal of Accounting Research* Conference, and the 2004 American Accounting Association Annual Meeting.

ABSTRACT

In this article we examine whether firms structure their convertible bond transactions to manage diluted earnings per share (EPS). We find that the likelihood of firms issuing contingent convertible bonds (COCOs), which are often excluded from diluted EPS calculations under Statement of Financial Accounting Standard (SFAS) 128, is significantly associated with the reduction that would occur in diluted EPS if the bonds were traditionally structured. We also document that firms' use of EPS-based compensation contracts significantly affects the likelihood of COCO issuance and find weak evidence that reputation costs, measured using earnings restatement data, play a role in the structuring decision. These results are robust to controlling for alternative motivations for issuing COCOs, including tax and dilution arguments. In addition, an examination of announcement returns reveals that investors view the net benefits and costs of COCOs as offsetting one another. Our results contribute to the literature on earnings management, diluted EPS, financial reporting costs, and financial innovation.

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