WINDSOR DRAKE

WINDSOR DRAKE RESEARCH · 2026

The Sale Timeline Report

Windsor Drake is a sell-side M&A advisory firm focused on software, financial technology, artificial intelligence, cybersecurity, and other technology-enabled businesses in the lower middle market. The firm publishes research on transaction activity, deal structure, and valuation for founders, boards, and investors.

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About this report

This report sets out how long a technology company sale actually takes, stage by stage, what makes some deals run far longer than others, and how a founder can compress and control the timeline. It introduces the Windsor Drake Sale Timeline, a stage-by-stage map of a sell-side process, and a framework of the factors that drag a deal out, and explains why time is itself a risk that founders should manage deliberately.

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OVERVIEW

The sale takes longer than you think

Founders consistently underestimate how long it takes to sell a company. The mental model is a deal that comes together in a few intense weeks. The reality is a process that runs the better part of a year, demands sustained management attention throughout, and grows riskier the longer it lasts.

A typical sale runs six to twelve months from engaging an adviser to closing, and complex transactions can take eighteen months or more.[1] Smaller deals are faster, often three to six months, and larger deals slower, nine to eighteen, but even at the lower end the process spans seasons, not weeks.[1] And the timeline is lengthening: deal timelines have been rising across the globe, and the largest transactions now take meaningfully longer to close than they did a few years ago.[2] The founder who plans for a quick sale plans for a process that does not exist.

This report maps the timeline. It walks the stages of a sale and how long each takes, introduces the Windsor Drake Sale Timeline as a stage-by-stage benchmark, identifies the factors that drag a deal out, and explains why time itself is a risk, not a neutral backdrop, in a transaction. It closes with how a founder can compress and control the timeline. The argument is that the duration of a sale is not fixed; it is largely a function of preparation, and the prepared seller runs a faster, safer process than the unprepared one.

The mental model is a deal that comes together in weeks. The reality is a process that runs most of a year and grows riskier the longer it lasts.

The reason the timeline matters is that time is not free in a transaction. A longer process means more management distraction, more exposure to a change in the market or the buyer's appetite, more opportunity for diligence to surface a problem, and more deal fatigue eroding the founder's leverage. Speed, achieved through preparation rather than haste, is therefore a source of both certainty and value, and understanding the timeline is the first step to controlling it.

THE MARKET IN BRIEF

The timeline in numbers

6–12 Months for a typical company sale, from engaging an adviser to closing.[1]	**3–6** Months for smaller deals under roughly $50M.[1]	**9–18** Months for larger deals over roughly $500M, with regulatory and financing complexity.[1]
60–120 Days from signing to closing, for confirmatory diligence and definitive agreements.[1]	**18+** Months for complex or heavily regulated transactions.[1]	**+27%** Longer time to close for the largest deals than for mid-large deals, as timelines rise.[2]

Windsor Drake view: the single most useful number for a founder is the one they least expect, the months of preparation before the process even begins. The visible timeline starts at engagement; the real one starts much earlier, and the founders who account for it run the fastest, safest sales.

01 · THE MAP

The stages of a sale

A sale is not one event but a sequence of distinct stages, each with its own work, its own duration, and its own risks. Knowing the sequence lets a founder anticipate what comes next and prepare for it rather than react to it.

Preparation

Before anything is shown to a buyer, the company must be made ready: financials cleaned and assembled, a quality-of-earnings review considered, the equity story and marketing materials, the teaser and the confidential information memorandum, prepared, and the data room built. This stage is invisible to buyers and easy to underestimate, but it is where the pace and safety of the entire process are set. Done well, it takes weeks to months; skipped, it returns later as delay and risk in diligence.

Marketing

The company is taken to buyers: the teaser goes out, interested parties sign confidentiality agreements and receive the information memorandum, and management presentations are held with serious bidders. This stage gauges demand, generates indications of interest, and, crucially, creates the competition that drives both price and certainty. Its length depends on the breadth of the buyer outreach and the company's appeal, typically running one to a few months.

Negotiation

Indications of interest become letters of intent, terms are negotiated, and the seller selects a buyer and grants exclusivity. This is where the headline price and the basic structure are set, and where the seller's leverage is at its peak and about to decline. The stage can be quick when demand is strong and the company prepared, or protracted when terms are contested.

Confirmatory diligence and signing to close

After the LOI, the buyer conducts full confirmatory diligence, the parties negotiate the definitive agreement, third-party consents and financing are arranged, and closing conditions are satisfied. This sign-to-close period typically runs sixty to one hundred and twenty days, longer where regulatory approval or shareholder votes are required.[1] As the prior report in this series documents, it is also the phase where most deals die, which makes its length a matter of risk as well as patience.

The stages are sequential but not cleanly separable; preparation done poorly resurfaces in diligence, and competition preserved through marketing protects the seller in negotiation. The founder who understands the sequence treats each stage as setting up the next, and invests most heavily in the early stages, preparation and marketing, that determine how the later, riskier ones unfold.

The Windsor Drake Sale Timeline

The Sale Timeline maps the stages to realistic durations, so a founder can plan the whole process rather than discover its length one stage at a time. The figures are typical for a well-run lower-middle-market technology sale.

EXHIBIT 1

The Windsor Drake Sale Timeline, typical lower-middle-market sale

STAGE	TYPICAL DURATION	KEY ACTIVITIES
Preparation	1–3 months	Financials, sell-side QoE, materials, data room
Marketing	1–2 months	Outreach, NDAs, CIM, management presentations
Negotiation	3–6 weeks	IOIs, LOIs, buyer selection, exclusivity
Confirmatory diligence	2–3 months	Full diligence, definitive agreement
Signing to close	30–120 days	Consents, financing, conditions, regulatory
Total, engagement to close	**~6–12 months**	Plus preparation begun earlier

Source: Windsor Drake Sale Timeline, calibrated to M&A process research and the firm's transaction experience.[1] Durations vary with size, complexity, and preparation.

Two features of the timeline deserve emphasis. First, the back half, confirmatory diligence and signing to close, is both long and risky, often four to six months in which the deal can still die or be repriced. A founder who treats the LOI as the finish line is unprepared for the largest and most dangerous part of the calendar. Second, the preparation stage shown here understates the real lead time, because the most valuable preparation, cleaning up earnings, addressing customer concentration, resolving legal issues, is best begun well before the formal process and cannot be compressed once buyers are engaged.

> *The back half of the timeline, diligence to close, is the longest and the riskiest. The founder who treats the LOI as the finish line is unprepared for most of the calendar.*

The benchmark also varies predictably by size. Smaller deals compress the marketing and diligence stages and can close in three to six months; larger deals extend every stage and add regulatory review, reaching nine to eighteen months or more.[1,2] A founder should locate their likely deal in the relevant band and plan accordingly, building the timeline into business planning, personal expectations, and the communication of the process to a small circle of stakeholders.

WALKTHROUGH

A sale, month by month

The benchmark becomes real when followed through a calendar. The walkthrough below traces a well-run lower-middle-market sale from the decision to sell to the wire transfer, so a founder can see what each month actually demands.

Before the clock starts. In the months, ideally the year, before engagement, the founder prepares: cleaning up the financials, commissioning a sell-side quality-of-earnings review, resolving legal and contractual loose ends, and addressing customer concentration where possible. This work is invisible and easy to defer, and it is the single largest determinant of how the visible process will go. The founders who skip it pay for it later, in delay and risk.

Months one to three: preparation and launch. With an adviser engaged, the team assembles the marketing materials, the teaser and the confidential information memorandum, builds the data room, and finalizes the buyer list. Toward the end of this window the process launches: the teaser goes out, interested buyers sign confidentiality agreements and receive the information memorandum. The founder's time is consumed by preparation and by readying the management presentation.

Months three to five: marketing and indications. Serious buyers attend management presentations, ask their first questions, and submit indications of interest. The founder is presenting, fielding questions, and, with the adviser, gauging which buyers are real and which are not. This is where competition is built, and where the breadth and quality of the buyer list pays off in the number and strength of the indications received.

Months five to six: negotiation and the LOI. Indications become letters of intent, terms are negotiated, and the founder selects a buyer and grants exclusivity. Leverage is at its peak just before exclusivity and begins to decline the moment it is granted. The headline price and basic structure are set here, and the founder's preparation and the competition in the process determine how favorable they are.

Months six to nine: confirmatory diligence and close. The chosen buyer conducts full diligence, the definitive agreement is negotiated, consents and financing are arranged, and the deal closes. This is the longest and riskiest stretch, where preparation either pays off in a smooth process or its absence shows up as delay, surprises, and the threat of a retrade. When it goes well, it ends in a signing and, after the sign-to-close period, a wire transfer.

The visible process is six to nine months. The invisible one, the preparation before the clock starts, is what decides whether those months go smoothly or badly.

The walkthrough makes two things plain. The process is long and demanding throughout, not a brief sprint at the end, and the front-loaded preparation, much of it before the calendar even begins, is what determines whether the back half is smooth or fraught. A founder who internalizes this calendar plans realistically, prepares early, and is not surprised by the duration or the demands of any stage.

03 · THE VARIABLES

What drags a deal out

Two companies of the same size can take very different amounts of time to sell. The difference is the drag factors, the specific conditions that extend a process, most of which a founder can anticipate and some of which they can remove.

EXHIBIT 2

The factors that lengthen a sale

DRAG FACTOR	WHY IT SLOWS THE DEAL	WITHIN SELLER'S CONTROL?
Poor preparation	Diligence stalls on missing or messy information	Yes
Weak data room	Every question becomes a round-trip	Yes
Business complexity	More to diligence; more to integrate	Partly
Customer concentration	Buyer needs comfort on key relationships	Partly
Financing	Buyer must arrange and confirm capital	Partly (vet the buyer)
Regulatory approval	Mandatory review adds months	No
Cross-border	Tax, legal, and approval complexity	Partly
Retrade / renegotiation	Reopening terms restarts the clock	Partly (preparation)

Source: Windsor Drake, from M&A process research and transaction experience.[1,2]

The drags a founder controls

The most common and most controllable drag is poor preparation. A founder who goes to market with messy financials, no sell-side quality-of-earnings review, and a thin data room turns every diligence request into a delay, as the buyer waits for information that should have been ready, and each delay compounds. A weak data room alone can add weeks, because diligence proceeds at the speed of the slowest answer. These drags are entirely within the seller's control, and removing them is the single most effective way to compress the timeline.

The drags a founder manages

Other drags are partly controllable. Business complexity and customer concentration cannot be wished away, but they can be addressed and explained in advance so they do not stall diligence. Financing risk can be reduced by vetting the buyer's capital before granting exclusivity. The retrade, which restarts negotiations and the clock, is made far less likely by the preparation that removes its justification. Only mandatory regulatory review is genuinely outside the seller's control, and even there, anticipating it and preparing filings early limits the delay. The lesson of the drag factors is that most of what lengthens a deal is a function of preparation, which is also what the next sections build on.

THE VARIATION

Timeline by buyer and sector

Who the buyer is, and what sector the company is in, both shape the timeline. A founder can anticipate the likely pace by knowing the counterparty and the market.

EXHIBIT 3

Typical pace by buyer archetype

BUYER	TYPICAL PACE	WHY
Perpetual holder	Fast	Repeatable process; disciplined, certain, few approvals
Private equity	Fast to moderate	Experienced process; financing and IC steps
Strategic	Variable	Internal priorities, integration review, board cycles
Hyperscaler	Slow to decide, then fast	Selective; large, scrutinized, sometimes regulated

Source: Windsor Drake, from the firm's transaction experience and the companion Acquirer Index.

The buyer archetype is a strong predictor of pace. The serial acquirers, perpetual holders and experienced private equity platforms, run repeatable processes and move quickly and predictably, because dealmaking is their core activity. Strategics are more variable: a deal competes with internal priorities, must clear product and integration review, and can stall on board cycles unrelated to the target. Hyperscalers are slow to decide and selective, though decisive once committed, and their largest deals can draw regulatory review that extends the timeline substantially. A founder who knows which archetype is across the table can set realistic expectations for the pace.

By sector

Sector matters too. Regulated sectors, fintech in particular, add compliance and sometimes licensing review that lengthens diligence and closing. Cybersecurity deals for category leaders in competitive processes can move quickly when several strategics compete, but carry their own security and integration diligence. AI deals, frequently structured around talent and uncertain durability, can involve extended negotiation over retention and structure. Vertical software sold to a perpetual holder is often among the fastest, because the buyer's process is built for exactly that transaction. A founder should weigh both the buyer and the sector when planning the timeline, rather than assuming a single average applies.

> *The serial acquirers move fast and predictably. Strategics and hyperscalers are slower and more variable. Knowing the buyer is knowing the pace.*

The practical use of this variation is calibration. A founder selling a vertical software business to a holder should plan for a faster process than one selling a regulated fintech to a strategic, and should set expectations, and the patience of the business and its stakeholders, accordingly. The timeline is not one number; it is a range that the buyer and the sector locate within, and anticipating that position is part of planning the sale.

04 · THE LONG DEALS

Cross-border and regulated deals

Two kinds of transaction reliably run longer than the benchmark: those that cross borders and those that require regulatory approval. A founder facing either should plan for a materially extended timeline from the outset.

Cross-border transactions

When buyer and seller sit in different jurisdictions, every stage grows more complex. Tax structuring multiplies, legal diligence spans multiple legal systems, currency and repatriation questions arise, and the parties must bridge differences in deal convention and expectation. Cross-border deals also more often require regulatory clearances in more than one jurisdiction, each with its own timeline. The result is a process that can run substantially longer than a comparable domestic deal, and one in which the coordination of advisers across jurisdictions becomes a significant task in itself. A founder selling across borders should build the additional time into expectations and engage advisers experienced in the specific corridors involved.

The consent problem

A quieter source of delay, often underestimated, is third-party consent. Many contracts, customer agreements, leases, licenses, partnership and reseller arrangements, contain change-of-control provisions requiring the counterparty's consent before the contract can transfer to a new owner. Gathering those consents takes time that is largely outside the parties' control, because it depends on counterparties who have no incentive to move quickly and may use the moment to renegotiate their own terms. A company with many such contracts can find the consent process, rather than diligence or regulation, becomes the constraint on closing. The remedy is to identify the change-of-control provisions early, during preparation, and to plan the consent process so it runs in parallel with diligence rather than surfacing as a surprise near the finish. A founder who maps the consents in advance avoids one of the more frustrating and avoidable late-stage delays.

Regulated and notified deals

Where a transaction requires antitrust or sector-specific regulatory approval, the review process can add months that are largely outside the parties' control, and the timeline has been lengthening: the largest deals now take meaningfully longer to clear than they did a few years ago, and review periods have extended across major jurisdictions.[2] For deals above the relevant thresholds, the regulatory clock can become the binding constraint on the whole timeline, and the period between signing and closing stretches to accommodate it. Anticipating the requirement, preparing filings early, and structuring the deal to ease review are the main levers a founder has to limit the delay.

> *For the largest and most regulated deals, the regulatory clock, not the diligence, becomes the binding constraint, and it is lengthening across major jurisdictions.*

Both cases carry a common lesson: the more jurisdictions and the more regulation involved, the less control the parties have over the timeline and the more important it is to anticipate the delay rather than be surprised by it. A founder who knows their deal will cross borders or require approval should treat the extended timeline as a fixed feature of the transaction, plan the business and personal consequences around it, and resist the temptation to assume their deal will be the exception. It rarely is.

Time is a risk

The most important thing to understand about the timeline is that time is not neutral. Every additional month a deal is open is a month of accumulating risk, and the founder who treats duration as a mere inconvenience misjudges what is actually at stake.

The longer the deal, the more can go wrong

A transaction is exposed to the world for as long as it is open. The longer it runs, the more chance that the market shifts, that the buyer's appetite or circumstances change, that the business has a soft quarter that undermines the diligence narrative, or that diligence simply has more time to surface a problem. A deal that could have closed in six months but runs twelve is exposed to twice the opportunity for something to go wrong, and many deals that die do so not from a single fatal flaw but from the accumulation of friction and the loss of momentum over an extended process.

Deal fatigue erodes leverage

Time also wears down the seller. A founder running a company while simultaneously managing a year-long sale process becomes tired, distracted, and emotionally committed to closing, and a fatigued seller is a weaker negotiator, more likely to concede on a retrade and less able to walk away. Buyers understand this, and a buyer that senses fatigue may slow-walk the process precisely to extract concessions from a seller desperate to be done. Deal fatigue is a real cost of a long timeline, and it accrues to the buyer's advantage.

The business pays a price

While the founder's attention is on the deal, the business is not getting their full attention, and a long process can leave the company weaker, decisions deferred, investments paused, the team unsettled by uncertainty, than it was at the start. If the deal then dies, the company must recover from both the failure and the neglect. The opportunity cost of a long sale is real and falls on the business itself, which is part of why speed, achieved through preparation, protects value beyond the transaction.

> *A deal that runs twelve months instead of six is exposed to twice the chance that something breaks. Time is not a neutral backdrop; it is accumulating risk.*

Reframing time as risk changes how a founder should think about the timeline. The goal is not merely to endure the process but to compress it, because a shorter process is a safer one, less exposed to market shifts, diligence surprises, fatigue, and business neglect. Speed is not impatience; it is risk management, and the next section turns to how a founder achieves it.

06 · THE LEVER

Compressing the timeline

The duration of a sale is not fixed. A prepared seller runs a faster process than an unprepared one, and the compression comes almost entirely from work done before buyers are ever engaged.

WORKSHEET

How to compress the timeline

ACTION	EFFECT ON THE TIMELINE
Prepare before launching	Removes the delays that stall diligence later.
Commission a sell-side QoE	Pre-empts the EBITDA questions that slow and endanger diligence.
Build a complete data room	Lets diligence proceed without round-trips.
Run a disciplined process	Sets deadlines and keeps bidders moving in parallel.
Vet buyers early	Avoids time lost on buyers who cannot close.
Anticipate regulatory needs	Starts the longest clock as early as possible.

Source: Windsor Drake. Compression comes mostly from preparation done before the process begins.

Preparation compresses the back half

The counterintuitive truth is that the way to shorten a sale is to spend more time before it starts. A founder who invests in preparation, clean financials, a sell-side quality-of-earnings review, a complete data room, resolved legal issues, removes the very things that stall the long back half of the process. Diligence moves quickly when every question has a ready answer and finds no surprises; it crawls when each request triggers a search and each finding triggers a renegotiation. The months spent preparing are repaid several times over in a faster, smoother diligence, and in a far lower chance of the delays that turn a deal dangerous.

Process discipline keeps the deal moving

The other lever is a disciplined, well-run process. Setting clear deadlines, running bidders in parallel rather than in sequence, maintaining momentum through negotiation, and refusing to let a buyer slow-walk the deal all keep the timeline tight. This is much of what an experienced sell-side adviser provides: not just access to buyers, but the discipline and pace that prevent a process from drifting. A process without that discipline expands to fill whatever time the buyer allows, and the buyer often benefits from letting it.

Together, preparation and process discipline can move a sale from the slow, risky end of the benchmark to the fast, safe end, often a difference of months. The founder who treats compression as a goal, and invests in the preparation that achieves it, runs a process that is shorter, smoother, and far more likely to close at the agreed terms. Speed is earned before the process, not improvised during it.

THE RUNWAY

The preparation runway

If preparation is what compresses a sale, the question becomes when to start it. The runway below maps what a founder should do, and when, in the period leading up to a process, so the company is ready when the moment to sell arrives.

EXHIBIT 4

The preparation runway

TIME BEFORE SALE	WHAT TO DO
24+ months	Address customer concentration; resolve disputes; build recurring revenue; clean up the cap table.
12–18 months	Tighten financial reporting to a buyer standard; secure key contracts and renewals; resolve IP ownership.
6–12 months	Commission a sell-side quality-of-earnings review; begin assembling the data room; engage advisers.
3–6 months	Finalize marketing materials; complete the data room; build and vet the buyer list; plan the process.
Launch	Go to market prepared, with nothing for diligence to surprise.

Source: Windsor Drake preparation runway. Timing is indicative; the deeper fixes take the longest and should start earliest.

The runway makes the lead time concrete. The most valuable preparation, addressing customer concentration, building durable recurring revenue, resolving disputes, takes the longest and cannot be done quickly once a process is live, which is why it belongs two years out, not two months. The financial and legal clean-up sits in the middle distance, and the process-specific work, the quality-of-earnings review, the data room, the buyer list, in the final six months. A founder who works the runway in this order arrives at launch with a company that diligence cannot easily derail.

The deepest fixes take the longest and cannot be rushed once a process is live. Preparation that matters belongs two years out, not two months.

Few founders have the luxury of a full two-year runway, and the point is not that a sale is impossible without one. It is that whatever runway exists should be used in the right order, the deepest, slowest fixes first, so that when the decision to sell arrives, as much as possible has already been done. A founder who treats preparation as an ongoing part of running the business, rather than a pre-sale project, is always closer to ready, and can move quickly and safely when the moment comes.

07 · APPLICATION

What it means for founders

The timeline translates into a few practical commitments that, taken together, give a founder control over the duration and therefore the risk of a sale.

Plan for the real timeline

Assume a sale will take the better part of a year from engagement, longer if the deal is large, cross-border, or regulated, and plan the business and personal consequences accordingly. A founder who expects a quick deal is unprepared for the attention the process demands and the patience it requires, and that mismatch is itself a source of poor decisions late in the process.

Start preparing far in advance

The visible timeline begins at engagement, but the real one begins with preparation that should start a year or more earlier. Cleaning up earnings, addressing customer concentration, and resolving legal issues take time that cannot be compressed once a process is live. The earlier a founder begins, the faster and safer the eventual process.

Treat time as risk, and compress it

Recognize that every extra month is accumulating risk, market exposure, diligence opportunity, fatigue, business neglect, and make compression a deliberate goal. The way to compress is preparation and process discipline, not haste, and the payoff is a safer deal as much as a quicker one.

Protect the business through the process

A long sale can leave the company weaker if the founder's attention is wholly on the deal. A founder should ensure the business continues to perform, both because a soft quarter can undermine the deal and because, if the deal dies, the company must carry on. Delegating and maintaining operating focus through the process protects value on both sides of the outcome.

Use advisers for pace, not just access

Much of the value of an experienced sell-side adviser is in maintaining the discipline and momentum that keep a process tight and prevent it from drifting. A founder should engage advisers who will drive the timeline, not merely make introductions, and should hold the process to deadlines rather than letting it expand to the buyer's convenience.

The unifying message is that the timeline is controllable, and control comes from preparation and discipline. A founder who plans for the real duration, prepares far in advance, treats time as risk, protects the business, and runs a disciplined process will close faster and more safely than one who improvises. The sale takes longer than founders think, but how much longer is largely up to the founder.

PITFALLS

Common timing mistakes

Founders make a recurring set of timing errors, each of which lengthens the process, raises its risk, or both. Awareness of them is most of the cure.

Going to market too early

The most common mistake is launching before the company is ready, tempted by an inbound approach or a strong market. An unprepared launch leads to a longer, riskier process, as diligence stalls on missing information and surfaces problems that should have been fixed first. The time apparently saved by starting early is lost several times over in the back half. Better to start later and prepared than early and exposed.

Selling at the wrong moment

Timing the sale to the business and the market matters. A founder who goes to market after a soft quarter, or just before a known headwind, hands the buyer a reason to wait or to discount, while one who sells from a position of momentum, with the numbers and the story strong, runs a faster, stronger process. The decision of when to launch should account for the company's trajectory and the market window, not only the founder's readiness to be done.

Underestimating the lead time

Founders routinely assume they can begin a process and close within a couple of months, and plan their lives and the business around that assumption. When the real timeline asserts itself, the mismatch produces pressure and poor decisions, accepting a retrade to hit a date, or pushing a process faster than diligence allows. Planning for the real, longer timeline from the outset avoids this self-inflicted pressure.

Granting long exclusivity

A founder eager to move may grant a long exclusivity period, which removes the time pressure on the buyer and the leverage from the seller, allowing the buyer to slow-walk diligence and extend the very timeline the founder wanted to shorten. Exclusivity should be as short as the process allows, with clear milestones, so the buyer has an incentive to move and the seller retains the option to walk if it does not.

> *The time saved by launching early is lost several times over in the back half. Start later and prepared, not early and exposed.*

The timing mistakes share the report's central theme: they substitute haste for preparation and discipline. A founder who prepares before launching, times the sale to strength, plans for the real duration, and grants exclusivity tightly avoids the errors that lengthen and endanger a process. Good timing is not about speed for its own sake; it is about launching prepared, at the right moment, and keeping the process moving once it begins.

08 · OUTLOOK

Outlook

The forces acting on deal timelines point in two directions at once: structural pressures lengthening them, and tools and practices that can shorten them for the prepared.

Timelines are lengthening structurally

Deal timelines have been rising globally, driven by deeper diligence, longer regulatory review, and more complex, larger transactions, and the largest deals in particular now take meaningfully longer to close.[2] These pressures are structural and unlikely to reverse, which means the baseline a founder should plan for is longer, not shorter, than it was a few years ago. The gap between an unprepared seller's timeline and a prepared one will widen as the baseline extends.

Technology compresses for the prepared

At the same time, technology is making parts of the process faster. Virtual data rooms, better diligence tooling, and increasingly artificial intelligence that can prepare and review information quickly all have the potential to compress the stages for sellers who use them well. The benefit accrues disproportionately to the prepared: a founder with a clean, well-organized, technology-enabled data room can move through diligence far faster than one without, widening the advantage of preparation.

The premium on preparation rises

The net effect is that preparation matters more than ever. As baseline timelines lengthen and as the tools that compress them reward the organized, the gap between a fast, safe, prepared sale and a slow, risky, unprepared one grows. Windsor Drake expects the best-run sales to get relatively faster even as the average lengthens, and the founders who invest in preparation to capture both the speed and the certainty that come with it.

> *Baseline timelines are lengthening; the tools that shorten them reward the prepared. The gap between a fast, safe sale and a slow, risky one is widening.*

The conclusion mirrors the report. The sale takes longer than founders expect, and longer than it used to, but the duration is not fixed. It is largely a function of preparation and discipline, and the founder who understands the timeline and invests in controlling it runs a process that is shorter, safer, and more likely to close, even as the market around them grows slower.

CONCLUSION

Speed is earned before the start

A sale is a long process that grows more dangerous the longer it runs, and the time to make it shorter is before it begins. That is the practical heart of this report.

The timeline is real and longer than founders expect: most of a year for a typical deal, more for large, cross-border, or regulated ones, and lengthening across the market. Within that span, the back half, diligence to close, is the longest and the riskiest, and time itself accumulates risk through market exposure, diligence opportunity, deal fatigue, and business neglect. A founder who treats the sale as a quick event, and time as a neutral backdrop, is unprepared for both the duration and the danger.

But the duration is controllable. Preparation done before the process, clean earnings, a sell-side quality-of-earnings review, a complete data room, resolved issues, removes the drags that stall the long back half, and a disciplined process keeps the deal moving. Together they can move a sale from the slow, risky end of the range to the fast, safe end. Speed is not haste; it is preparation and discipline, and it is the founder's best protection against the risks that a long process invites. The sale will take longer than you think. How much longer, and how safely it ends, is largely up to you, and the decisions that determine it are made before the first buyer is ever called.

> *The sale will take longer than you think. How much longer, and how safely it ends, is decided before the first buyer is ever called.*

REFERENCE

Timeline terms, defined

The terms below recur throughout this report and across the sell-side process.

Teaser	A short, anonymized summary used to gauge buyer interest at the start of marketing.
Confidential information memorandum (CIM)	The detailed document describing the company, sent to buyers under confidentiality.
Indication of interest (IOI)	A preliminary, non-binding expression of a buyer's interest and indicative value.
Letter of intent (LOI)	A non-binding term sheet that sets headline terms and usually grants exclusivity.
Exclusivity	A period in which the seller deals only with one buyer; the point at which leverage shifts.
Confirmatory diligence	The buyer's in-depth examination after the LOI; the longest and riskiest stage.
Sign to close	The period between signing the agreement and completing the deal.
Data room	The secure repository of company information used for diligence.
Deal fatigue	The erosion of a seller's energy and leverage over a long process.

Source: Windsor Drake. Definitions are for general orientation.

THE EARLY READ

Into 2026: the clock under pressure

The forces of 2026 pulled the sale timeline in two directions at once: tighter capital and deeper diligence lengthened the path to close, while regulatory whiplash added fresh uncertainty to its final stretch. Time, the risk this report treats as the founder's quiet enemy, grew more dangerous in the new year.

The deal that did clear in 2026 often took longer to get there. More selective buyers ran more searching diligence, the AI-durability question added a workstream that did not exist two years earlier, and constrained financing slowed the assembly of the largest transactions. Each of these extends the period between a signed letter of intent and a closed deal, the window in which, as this report shows, deals are most likely to die and value is most likely to leak.

> *Tighter capital and deeper diligence lengthened the path to close in 2026, while regulatory whiplash made its final stretch less predictable. Preparation is what compresses the clock.*

Regulation adds uncertainty

The regulatory leg of the timeline grew less predictable in early 2026. A federal court vacated the expanded premerger reporting form in February, an appeals court declined to pause that ruling in March, and the agencies signaled a new rulemaking, leaving filers to navigate shifting requirements; several states layered their own pre-merger notification regimes on top of the federal one. For any deal large enough to draw review, the clock's final stretch carries more uncertainty than it did a year ago, a dynamic the firm's regulatory report examines in full.

What it means for founders

The response is preparation, the lever this report argues compresses the timeline most. A founder who enters a process with diligence assembled, earnings verified, the AI-durability narrative ready, and regulatory exposure mapped removes weeks or months of delay and shrinks the dangerous open period. In a 2026 market where the clock runs longer and less predictably, the prepared seller does not merely move faster; the prepared seller is far likelier to reach a close at all.

Sources for this section: White & Case and Norton Rose Fulbright (HSR form vacatur and 2026 merger-control trends); Skadden, “M&A in the AI era” (diligence); Windsor Drake timeline analysis.

Methodology and sources

This report draws on published research into M&A process timelines, on legal and advisory analysis of deal duration, and on Windsor Drake analysis, covering 2024 through mid-2026. The duration ranges cited, overall and by deal-size band, and the sign-to-close period, are typical figures reported across multiple process guides and reflect their methodologies; actual timelines vary widely by size, sector, complexity, geography, and the quality of preparation, and should be read as planning benchmarks rather than predictions. The observation that timelines are lengthening, and the figure for the largest deals, are drawn from a 2025 global analysis of deal timelines.

The Windsor Drake Sale Timeline and the drag-factor framework are analytical tools developed by the firm to help founders plan and compress a process. The stage durations in Exhibit 1 are calibrated to a well-run lower-middle-market technology sale and will differ for larger, smaller, cross-border, or regulated transactions. Nothing in this report is investment, legal, tax, or accounting advice; process planning should be undertaken with experienced advisers.

Endnotes and sources

1. M&A process timelines (6–12 months typical; 3–6 months small, 6–9 mid-market, 9–18 large; 60–120 days sign-to-close; process stages): Acquisition Stars, "How Long Does an Acquisition Take?"; M&A Community, "The Acquisition Timeline"; Orrick, "What's the Timeline for a Sale Process?"; Ansarada, "5-Step M&A Process."
2. Rising deal timelines and the largest-deal figure (timelines rising globally; deals over $10B ~27% longer to close than $2–10B deals): Goodwin, "M&A Deal Timelines Rise Across the Globe" (2025).

ABOUT

About Windsor Drake Research

Windsor Drake is a sell-side M&A advisory firm for founders and boards of software, financial technology, artificial intelligence, and cybersecurity companies in the lower middle market.

The firm advises technology founders through the full arc of a sale, from positioning the company and building the buyer universe to running a disciplined, well-paced process and negotiating terms. Its research program exists to make the dynamics that decide outcomes legible to the people on the selling side, who face these transactions once or twice in a career against buyers who do them constantly.

This report is part of the Windsor Drake Research series, a set of independent studies on valuation, deal structure, process, and consolidation across the firm's sectors. Companion titles examine why deals die, the structure of private deals, the most active acquirers of software companies, the cross-sector valuation premium captured by the Rule of 40, the talent-led acquisition of AI companies, the consolidation of the cybersecurity industry, and the roll-up of vertical software. The series is intended to be read by founders, boards, investors, and the journalists and analysts who cover these markets.

Contact

Windsor Drake maintains offices in Toronto and New York. Founders considering a transaction, and members of the press citing this research, can reach the firm through windsordrake.com.

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