

## A REVIEW OF THE CAPITAL STRUCTURE THEORIES

### **Popescu Luigi**

*Universitatea Pitesti, Facultatea de Stiinte Economice, Str Republicii, Nr 71, Pitesti Email popescu.luigi@gmail.com Telefon: +40745.400.686*

### **Visinescu Sorin**

*Academia de Studii Economice, Facultatea de Finante, Asigurari, Banci si Burse de Valori, P-ta Romana, nr 6, Cam 1104, Sector 1, Bucuresti, Email sorin.visinescu@yahoo.com Telefon: +40722.332.593*

*In this paper the authors survey capital structure theories, from the start-up point, which is considered Modigliani and Miller's capital structure irrelevance theorem, to recent theories, such as the pecking order and the market timing theory. For each type of model, a brief overview of the papers surveyed and their relation to each other is provided.*

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### **1. Introduction**

Since the publication of the Modigliani and Miller's (1958) "irrelevance theory of capital structure", the theory of corporate capital structure has been a study of interest to finance economists.

Over the years three major theories of capital structure emerged which diverge from the assumption of perfect capital markets under which the "irrelevance model" is working. The first is the trade-off theory which assumes that firms trade off the benefits and costs of debt and equity financing and find an "optimal" capital structure after accounting for market imperfections such as taxes, bankruptcy costs and agency costs. The second is the pecking order theory (Myers, 1984, Myers and Majluf, 1984) that argues that firms follow a financing hierarchy to minimize the problem of information asymmetry between the firm's managers-insiders and the outsiders-shareholders.

Recently, Baker and Wurgler (2002) have suggested a new theory of capital structure: the "market timing theory of capital structure". This theory states that the current capital structure is the cumulative outcome of past attempts to time the equity market. Market timing implies that firms issue new shares when they perceive they are overvalued and that firms repurchase own shares when they consider these to be undervalued. Market timing issuing behaviour has been well established empirically by others already, but Baker and Wurgler show that the influence of market timing on capital structure is highly persistent.

### **2. The Modigliani-Miller Theorem**

The theory of business finance in a modern sense starts with the Modigliani and Miller (1958) capital structure irrelevance proposition. Before them, there was no generally accepted theory of capital structure. Modigliani and Miller start by assuming that the firm has a particular set of expected cash flows. When the firm chooses a certain proportion of debt and equity to finance its assets, all that it does is to divide up the cash flows among investors. Investors and firms are assumed to have equal access to financial markets, which allows for homemade leverage. The investor can create any leverage that was wanted but not offered, or the investor can get rid of any leverage that the firm took on but was not wanted. As a result, the leverage of the firm has no effect on the market value of the firm.

Their paper led subsequently to both clarity and controversy. As a matter of theory, capital structure irrelevance can be proved under a range of circumstances. There are two fundamentally

different types of capital structure irrelevance propositions. The classic arbitrage-based irrelevance propositions provide settings in which arbitrage by investors keeps the value of the firm independent of its leverage. In addition to the original Modigliani and Miller paper, important contributions include papers by Hirshleifer (1966) and Stiglitz (1969). The second irrelevance proposition concludes that “given a firm’s investment policy, the dividend payout it chooses to follow will affect neither the current price of its shares nor the total return to its shareholders” (Miller and Modigliani, 1961). In other words, in perfect markets, neither capital structure choices nor dividend policy decisions matter.

The 1958 paper stimulated serious research devoted to disproving irrelevance as a matter of theory or as an empirical matter. This research has shown that the Modigliani-Miller theorem fails under a variety of circumstances. The most commonly used elements include consideration of taxes, transaction costs, bankruptcy costs, agency conflicts, adverse selection, lack of separability between financing and operations, time-varying financial market opportunities, and investor clientele effects. Alternative models use differing elements from this list. Given that so many different ingredients are available, it is not surprising that many different theories have been proposed. Covering all of these would go well beyond the scope of this paper. Harris and Raviv (1991) provided a survey of the development of this theory as of 1991.

As an empirical proposition, the Modigliani-Miller irrelevance proposition is not easy to test. With debt and firm value both plausibly endogenous and driven by other factors such as profits, collateral, and growth opportunities, we cannot establish a structural test of the theory by regressing value on debt<sup>207</sup>. But the fact that fairly reliable empirical relations between a number of factors and corporate leverage exist, while not disproving the theory, does make it seem an unlikely characterization of how real businesses are financed.

A popular defense has been to argue as follows: “While the Modigliani-Miller theorem does not provide a realistic description of how firms finance their operations, it provides a means of finding reasons why financing may matter.” This description provides a reasonable interpretation of much of the theory of corporate finance. Accordingly, it influenced the early development of both the trade-off theory and the pecking order theory.

### **3. The Trade-Off Theory**

The term trade-off theory is used by different authors to describe a family of related theories. In all of these theories, a decision maker running a firm evaluates the various costs and benefits of alternative leverage plans. Often it is assumed that an interior solution is obtained so that marginal costs and marginal benefits are balanced.

The original version of the trade-off theory grew out of the debate over the Modigliani-Miller theorem. When corporate income tax was added to the original irrelevance, this created a benefit for debt in that it served to shield earnings from taxes. Since the firm's objective function is linear, and there is no offsetting cost of debt, this implied 100% debt financing.

Several aspects of Myers' definition of the trade-off merit discussion. First, the target is not directly observable. It may be imputed from evidence, but that depends on adding a structure. Different papers add that structure in different ways.

Second, the tax code is much more complex than that assumed by the theory. Depending on which features of the tax code are included, different conclusions regarding the target can be reached. Graham (2003) provides a useful review of the literature on the tax effects.

Third, bankruptcy costs must be deadweight costs rather than transfers from one claimant to another. The nature of these costs is important too. Haugen and Senbet (1978) provide a useful discussion of bankruptcy costs.

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207 Fama and French (1998) and Kemsley and Nissim (2002) provide related discussions.

Fourth, transaction costs must take a specific form for the analysis to work. For the adjustment to be gradual rather than abrupt, the marginal cost of adjusting must *increase* when the adjustment is larger. Leary and Roberts (2005) describe the implications of alternative adjustment cost assumptions.

### ***Static trade-off theory***

The *static trade-off theory* affirms that firms have optimal capital structures, which they determine by trading off the costs against the benefits of the use of debt and equity. One of the benefits of the use of debt is the advantage of a debt tax shield. One of the disadvantages of debt is the cost of potential financial distress, especially when the firm relies on too much debt. Already, this leads to a trade-off between the tax benefit and the disadvantage of higher risk of financial distress. But there are more costs and benefits involved with the use of debt and equity. One other major cost factor consists of agency costs. Agency costs stem from conflicts of interest between the different stakeholders of the firm and because of ex post asymmetric information (Jensen and Meckling (1976) and Jensen (1986)). Hence, incorporating agency costs into the static trade-off theory means that a firm determines its capital structure by trading off the tax advantage of debt against the costs of financial distress of too much debt and the agency costs of debt against the agency cost of equity. Many other cost factors have been suggested under the trade-off theory, and it would lead far to discuss them all. Therefore, this discussion ends with the assertion that an important prediction of the static trade-off theory is that firms target their capital structures, i.e. if the actual leverage ratio deviates from the optimal one, the firm will adapt its financing behaviour in a way that brings the leverage ratio back to the optimal level.

### **The Dynamic Trade-off Theory**

Constructing models that recognize the role of time requires specifying a number of aspects that are typically ignored in a single-period model. Of particular importance are the roles of expectations and adjustment costs. In a dynamic model, the correct financing decision typically depends on the financing margin that the firm anticipates in the next period. Some firms expect to pay out funds in the next period, while others expect to raise funds. If funds are to be raised, they may take the form of debt or equity. More generally, a firm undertakes a combination of these actions.

An important precursor to modern dynamic trade-off theories was Stiglitz (1973), who examines the effects of taxation from a public finance perspective. Stiglitz's model is not a trade-off theory since he took the drastic step of assuming away uncertainty.

The first dynamic models to consider the tax savings versus bankruptcy cost trade-off are Kane et al. (1984) and Brennan and Schwartz (1984). Both analyzed continuous time models with uncertainty, taxes, and bankruptcy costs, but no transaction costs. Since firms react to adverse shocks immediately by rebalancing costlessly, firms maintain high levels of debt to take advantage of the tax savings.

Dynamic trade-off models can also be used to consider the option values embedded in deferring leverage decisions to the next period. Goldstein et al. (2001) observe that a firm with low leverage today has the subsequent option to increase leverage. Under their assumptions, the option to increase leverage in the future serves to reduce the otherwise optimal level of leverage today. Strebulaev (2007) analyzed a model quite similar to that of Fischer et al. (1989) and Goldstein et al. (2001). Again, if firms optimally finance only periodically because of transaction costs, then the debt ratios of most firms will deviate from the optimum most of the time. In the model, the firm's leverage responds less to short-run equity fluctuations and more to long-run value changes.

Certain ideas are fairly general in dynamic models. The optimal financial choice today depends on what is expected to be optimal in the next period. In the next period, it may be optimal to raise

funds or to pay them out. If raising new funds, it might be optimal to raise them in the form of debt or in the form of equity. In each case, what is expected to be optimal in the next period will help to pin down the relevant comparison for the firm in the current period.

Much of the work on dynamic trade-off models is fairly recent and so any judgements on their results must be somewhat tentative. This work has already fundamentally altered our understanding of mean reversion, the role of profits, the role of retained earnings, and path dependence. As a result, the trade-off class of models now appears to be much more promising than it did even just a few years ago.

#### **4. The Pecking Order Theory**

The *pecking order theory* does not take an optimal capital structure as a starting point, but instead asserts the empirical fact<sup>208</sup> that firms show a distinct preference for using internal finance (as retained earnings or excess liquid assets) over external finance. If internal funds are not enough to finance investment opportunities, firms may or may not acquire external financing, and if they do, they will choose among the different external finance sources in such a way as to minimise additional costs of asymmetric information. The latter costs basically reflect the “lemon premium”(Akerlof, 1970) that outside investors ask for the risk of failure for the average firm in the market. The resulting pecking order of financing is as follows: internally generated funds first, followed by respectively low-risk debt financing and share financing.

In Myers and Majluf model (1984), outside investors rationally discount the firm's stock price when managers issue equity instead of riskless debt. To avoid this discount, managers avoid equity whenever possible. The Myers and Majluf model predicts that managers will follow a pecking order, using up internal funds first, then using up risky debt, and finally resorting to equity. In the absence of investment opportunities, firms retain profits and build up financial slack to avoid having to raise external finance in the future.

The pecking order theory regards the market-to-book ratio as a measure of investment opportunities. With this interpretation in mind, both Myers (1984) and Fama and French (2000) note that a contemporaneous relationship between the market-to-book ratio and capital structure is difficult to reconcile with the static pecking order model. Iteration of the static version also suggests that periods of high investment opportunities will tend to push leverage higher toward a debt capacity. To the extent that high past market-to-book actually coincides with high past investment, however, results suggest that such periods tend to push leverage lower<sup>209</sup>.

Empirical evidence supports both the pecking order and the trade-off theory. Empirical tests to see whether the pecking order or the trade-off theory is a better predictor of observed capital structures find support for both theories of capital structure (Shyam -Sunder and Myers, 1999; Fama and French, 2002).

#### **5. The Market timing theory**

The *market timing theory* of capital structure argues that firms time their equity issues in the sense that they issue new stock when the stock price is perceived to be overvalued, and buy back own shares when there is undervaluation. Consequently, fluctuations in stock prices affect firms capital structures. There are two versions of equity market timing that lead to similar capital structure dynamics.

The first assumes economic agents to be rational. Companies are assumed to issue equity directly after a positive information release which reduces the asymmetry problem between the firm's

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208 The pecking order theory was first introduced by Donaldson (1961), in a survey study among american firms.

209 Helwege and Liang (1996) find that the probability of raising external finance is unrelated to the internal funds deficit, and that firms that could have obtained bank loans often choose to issue equity instead. This also contrasts with the static pecking order model.

management and stockholders. The decrease in information asymmetry coincides with an increase in the stock price. In response, firms create their own timing opportunities.

The second theory assumes the economic agents to be irrational (Baker and Wurgler, 2002). Due to irrational behaviour there is a time-varying mispricing of the stock of the company. Managers issue equity when they believe its cost is irrationally low and repurchase equity when they believe its cost is irrationally high. It is important to know that the second version of market timing does not require that the market actually be inefficient. It does not ask managers to successfully predict stock returns. The assumption is simply that managers believe that they can time the market. In a study by Graham and Harvey (2001), managers admitted trying to time the equity market, and most of those that have considered issuing common stock report that "the amount by which our stock is undervalued or over-valued" was an important consideration.

This study supports the assumption in the market timing theory mentioned above which is that managers believe they can time the market, but does not immediately distinguish between the mispricing and the dynamic asymmetric information version of market timing.

Baker and Wurgler (2002) provide evidence that equity market timing has a persistent effect on the capital structure of the firm. They define a market timing measure, which is a weighted average of external capital needs over the past few years, where the weights used are market to book values of the firm. They find that leverage changes are strongly and positively related to their market timing measure, so they conclude that the capital structure of a firm is the cumulative outcome of past attempts to time the equity market.

#### **4. Conclusions**

When regarding to a firm's capital structure, the Modigliani-Miller theorem opened a literature on the fundamental nature of debt versus equity. The capital structure of a firm is the result of the transactions with various suppliers of finance. In the perfect capital markets world of Modigliani and Miller, the costs of different forms of financing do not vary independently and therefore there is no extra gain from opportunistically choosing among them. Nevertheless, financing clearly matters, and that as a consequence of taxes, differences in information and agency costs. The various theories of capital structure differ in their interpretation of these factors. Each emphasizes some cost and benefits of alternative financing strategies, so they are not designed to be general. According to the standard trade-off theory, taxes and bankruptcy account for the corporate use of debt. According to the standard pecking order theory, adverse selection accounts for the corporate use of debt. Both theories having weak parts, it is not surprising that there is active research on this matter. In the market timing theory, there is no optimal capital structure, so market timing decisions accumulate over time into the capital structure outcome. From this point of view, the market timing theory appears to have the most explanatory interest.

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