DEAL POST-MORTEM

From Zero to Three: How I Sold My Cloud Accounting Firm at 3x Revenue

What I learned about the difference between a broker and a partner.

Matt Cohen, CPA

2025

0 to 3x

ONE ADVISOR. TWELVE MONTHS. LOW-SEVEN-FIGURE EXIT.

SOMEDAY CONSULTANTS

Before We Start

I put this together about six months after closing. The deal wrapped in early 2025. I wrote these notes in real time during the process, never intending to share them. Sara saw them and told me to publish. I pushed back. She pushed harder. So here it is.

That's also why this reads the way it reads. Not a press release. Not a case study. Notes from a nine-year build and a twelve-month sale, written for me first, now shared with you.

The headline: Denver-based cloud-native outsourced accounting firm, founded 2016, sold 2025 at 3x gross revenue on a low-seven-figure topline. That's not the average multiple in this category. It's also not luck.

The rest is what sits behind that number.

SOMEDAY CONSULTANTS

The Decision

9 YEARS, 2016 TO 2025

I sold because I was done. Not retired, done. I started this firm solo in 2016 and spent nine years taking it from zero to one. The fun parts were the building parts: the late nights working out a process, the satisfaction of an automation that took a four-hour task to four minutes, the conversation with a client who realized we'd just saved them six figures. By 2024, most of what I'd built ran itself. I'd taken email off my phone. My team handled everything I used to do. And what was left, the managing-a-machine phase, wasn't what got me out of bed.

I'd basically achieved everything I'd ever set out to do.

It just wasn't interesting anymore.

That's a strange place to be. Not unhappy. Not burned out. Just finished. I'm a builder. The firm had been built. The question was whether to keep running something I'd finished building, or find something new to build.

The decision to sell followed from that. Not quickly, not dramatically. It was a slow arrival. There was no single moment where I called a broker. There was a year of noticing, then a year of preparing, then a process. By the time I was actively selling, I'd already done most of the hard work of deciding.

SOMEDAY CONSULTANTS

The Pre-Game

12 MONTHS OF EMAIL OFF THE PHONE

The 2023 year-end close nearly broke me. I thought I had a well-oiled machine. What I had was a machine held together by my specific attention in six or seven places that I hadn't admitted mattered. Client reconciliations that required a judgment call I'd never documented. Month-end automation that fell apart when an edge case hit and someone needed to know what to do. Handoffs that worked because I was always in the room for them. I barely slept that February and March after discovering the chasms in the process and quality.

The failure was clarifying. I stopped papering over gaps and started writing them down.

Every place the firm required me specifically. Every workflow that would have broken if I'd been in the hospital. Every client relationship that ran through my personal relationship with the client rather than the firm's relationship with the client. I filled a document with these from January through the end of March 2024 and it was longer than I wanted it to be.

Then I spent the rest of 2024 closing them. Better documentation. Automation where I'd been substituting judgment. Oversight structures that didn't need my eyes to catch problems. Team members given real authority over functions they'd been doing with my shadow in the background. The goal wasn't efficiency. The goal was the firm working without me.

The most visible test was taking email off my phone. I did it twelve months before we signed the LOI. Not because someone told me to. Because if I was going to claim the firm ran without me, I needed to actually prove it to myself.

It held. For twelve months, clients stayed, revenue held, and the team made decisions I used to make. When the buyer's diligence team arrived asking about founder dependency, I didn't give them a narrative. I gave them twelve months of operational data.

The payoff came post-close. The buyer had contracted for a certain amount of my time during the transition. They needed me less than we'd agreed to give them. That gap, the buyer getting in and realizing they actually had it, was worth more than any document I filed or number I presented. Confidence in a deal shows up in multiples. It shows up in how hard buyers push on indemnification. It shows up in whether the 90 days after closing are smooth or litigious.

The 2023 close almost killed me. My prep work to close the gaps is ultimately what the buyer was attracted to and what drove the valuation.

I think about this for every owner I talk to now. The gap between "I should fix that" and "the buyer is in diligence and found it" is the gap where deals get ground down. Close it before you list.

SOMEDAY CONSULTANTS

Brokers vs. Someone Who Actually Listened

3 BROKERS, THEN SARA

I talked to three brokers before I found Sara.

Broker one told me firms in my category sell for 1.3x gross revenue. That was his number, presented as a ceiling. I explained that my margin profile was substantially different from the category average: cloud-native, no physical office, lean team structure, not partner-dependent. He nodded and came back with 1.3x. He either couldn't understand that two firms with the same topline can be completely different underneath, or he understood it and had no way to price it. Either way, wrong vibe.

Broker two reached 1.9x. The catch was seller financing and a patient timeline. Carry the paper, wait eighteen months, accept contingent comp tied to what the buyer did after I handed them the keys. I remember the specific thought I had: I'd built something with enterprise value and these guys just wanted to do a quick sale so they could get paid. Seller financing is fine for some sellers. I had a business that could support a clean sale. The 1.9x with strings wasn't 1.9x.

Broker three was late to the first call. Hadn't prepared. Game over.

Sara came via a LinkedIn referral. The first conversation was different from the first sentence. She listened in a way the brokers hadn't. Not polite waiting-to-pitch listening. She actually heard what I described about how the firm worked. She asked questions that revealed she understood the difference between a cloud-native outsourced finance department and a traditional bookkeeping shop. She'd closed over 100 deals in two years in this space. That's not a resume line. It means she had pattern recognition I didn't have: which buyers were active, which structures they preferred, which firms got what kind of interest.

She moved fast. She was collaborative, not prescriptive. She paid attention. That last part sounds like a small thing. In a process where you're trusting someone with the largest financial event of your professional life, attention is not a small thing.

The brokers weren't bad people. They were pricing what they could see, and what they could see was the category. Sara priced what I'd actually built. That's not a difference in effort. It's a difference in what they were capable of seeing.

SOMEDAY CONSULTANTS

The CIM

Sara didn't position my firm as a bookkeeping practice with some controller work. She positioned it as a fully-operational, automated, recurring-revenue outsourced finance department that happened to also do bookkeeping.

That frame changed who looked at it.

A buyer looking for a bookkeeping shop applies bookkeeping-shop multiples. A buyer looking for an outsourced finance department, one where clients aren't buying hours but buying ongoing operating capacity inside their own business, applies a different multiple. Our clients didn't hire us to do their books. They hired us because they needed a finance function and didn't want to build one internally. That's a different value proposition, a different retention profile, and a different buyer.

The CIM built that argument. Recurring contractual revenue. Delivery automation. Nine-year operating history. Debt-free, founder-independent, backed by the twelve months of operational data the pre-game produced. The stack mattered too: bookkeeping plus controller plus CFO services under one roof isn't commodity entry-level work. Sara understood that and built the narrative around it.

I don't remember her specific language. What I remember is the frame. And that the frame changed who showed up.

SOMEDAY CONSULTANTS

Diligence

Sara ran a pre-diligence pass before the buyer's team arrived. She found things.

Customer concentration I hadn't thought about as a risk because the clients had been stable for years. Contract language that didn't reflect current practice. HR documentation that was technically complete but wouldn't survive serious scrutiny without cleanup. None of it was deal-breaking. All of it would have been a problem if the buyer found it first rather than us disclosing it.

There's a real difference between a buyer finding a problem and a seller disclosing one. When the buyer finds it, it's a lever. When you disclose it with context and resolution in hand, it's competence. We went into the process with the documentation clean and the explanations pre-drafted. When the buyer's team asked about the things she'd flagged, we had answers.

The part I hadn't expected was the other category of question Sara asked. Not about the firm. About me.

She pushed on "what's next" months before any offer was on the table. Not as a conversation starter. As a strategic question. What did I actually want out of the other side of this deal. What the money was for. Whether I wanted a clean break. What "done" looked like.

I'd thought about it vaguely. She made me think about it precisely. That precision shaped every term we held and every term we conceded. She'd watched sellers negotiate without that clarity in a hundred deals. She knew what it cost them.

SOMEDAY CONSULTANTS

The LOI

7th OFFER, AT 3X GROSS REVENUE

The seventh offer came in at 3x gross revenue.

The first six were structured badly. Multiples high enough to look attractive on the headline. Terms underneath that made the headline a fiction. Big contingent components. Long earnouts. Comp packages that asked me to work for free for years to "earn" the price.

I rejected all six.

By the time the seventh came in, Sara and I had done enough pre-work that I already knew my positions on the major terms before any document existed. She wasn't asking me to make decisions for the first time under pressure. She was confirming decisions we'd already made together.

The number was where it should be. The buyer profile was right. The CIM had done its job. The pre-diligence had built confidence.

LOI is also the moment where I'd watched sellers without that pre-work start making bad decisions. I'd seen it from the outside and understood why: once a number lands on paper, months of abstraction become concrete and the pull to protect it overrides discipline. I didn't feel that pull. I had positions on the major terms before the document existed, so there was nothing to panic about.

That's not temperament. That's the pre-work.

SOMEDAY CONSULTANTS

The Negotiation

Sara handled most of the negotiations. That was the plan.

Not because I would have failed at it. Because I would have attached to it. When it's your firm, your nine years, the emotional weight lands whether you intend it to or not.

Sara had the pre-strategy and the professional distance to execute without that weight.

Indemnification was a major piece. This is where sellers routinely give more than they should because they want to get to closing and the buyer knows it. Sara held the line because she had no incentive to capitulate to "let's just close it." She was paid to defend me, not to make the deal comfortable for the buyer.

The post-close involvement terms, what the buyer could ask of me and for how long, were the other lever. We'd pre-discussed what I was willing to commit to.

> *Sara always kept what mattered to me at the front of every conversation. I didn't want a contingent deal with a bad multiple. I wasn't in it to work for free.*

When the buyer pushed, she pushed back. We got to something that worked without me being in the room for most of it.

Temperatures stayed low the entire time. In M&A at this size, deals can get personal fast. A good advisor keeps the heat off the principal by being the professional in the room.

When the buyer's side went sideways on a term, Sara handled it as a business problem instead of letting it become a relationship problem. That's pattern recognition from 100 deals. She knew which things were real dealbreakers and which were opening positions. She knew when to hold.

SOMEDAY CONSULTANTS

Definitive Documents

I'm not disclosing specific terms. That's not the useful part anyway.

The useful part is this: Sara and I talked through deal structure well before any buyer came in with proposals.

Not what the number should be.

What I wanted the deal to look like. Clean break versus earn-out. What I was willing to carry post-close. Which representations I was comfortable making and where I needed protection. What I would and wouldn't accept in the non-compete.

By the time the definitive documents arrived, I had positions on all of it. Sara knew those positions. When the buyer came in with terms that didn't match what we'd agreed was acceptable, she handled it as an expert. That's the whole point of doing the pre-work: when the pressure arrives, there's nothing left to decide for the first time.

SOMEDAY CONSULTANTS

The Close and the First 90 Days

90 DAYS, NEARLY UNEVENTFUL

Close week was a lot.

Financing complications on the buyer's side that required real-time problem-solving. Addendums that came in late. Bank communication that needed active management. Personality dynamics that needed careful handling to keep everyone pointed at the finish line.

Sara made magic happen with underwriting. There was a moment in the final stretch where I genuinely didn't know if the financing structure was going to lock in time. She worked the problem, stayed calm, and got it done. I don't know the details of all of those conversations. I know the deal closed.

The first 90 days were, by contrast, nearly uneventful. The buyer got the keys. The team transitioned. Clients stayed. Operations ran. The buyer needed less of my time than we'd contracted for, which meant the handoff was comfortable for everyone.

Clean diligence produces clean transitions. The 90 days after closing weren't smooth because we got lucky. They were smooth because the pre-game work a year earlier had made the firm genuinely ready to hand over. That was the payoff for barely sleeping through early 2024.

SOMEDAY CONSULTANTS

What I'd Do Differently

Almost nothing. The process was thorough, the outcome was right, and working with Sara was exactly what I needed.

One honest admission. Late in the definitive documents, Sara flagged specific interest-rate language. She explained why it mattered and told me what she thought we should push on. I overrode her. I was tired and I wanted to close.

The deal still got done. The clause she'd flagged didn't become a material problem because she'd built such a strong overall position that one concession didn't change the outcome. I got fortunate. The lesson isn't that the clause was fine.

The lesson is: when she flags something, slow down.

I'd cut the broker conversations shorter. I needed to talk to all three to know how bad they were. But once a broker quoted me the category average before understanding my firm, I had the answer. The 1.3x was the tell. I should have ended each conversation in ten minutes instead of dragging it out hoping the next thing they said would change my mind.

SOMEDAY CONSULTANTS

Five Things I'd Tell an Accounting Practice Owner Right Now

1. Multiples are about what you've built, not what the average firm in your category sells for.

Three brokers quoted me industry averages because they weren't pricing my firm. They were pricing the average firm. If you've built something different, cloud-native, founder-independent, recurring, high-margin, every broker who quotes you the average is telling you they don't see you. They're pricing a firm that isn't yours. Sara saw the enterprise value those brokers missed. Find someone who prices your specific firm, not the median.

2. Start removing yourself from the firm now. Not the day you decide to list.

Twelve months before LOI, I took email off my phone. By the time the buyer's diligence team showed up, the firm ran without me. The buyer needed me less than the transition contract required.

That single fact was worth more in negotiation than any other operational improvement I made.

The diagnostic is simple: if I disappeared for six weeks tomorrow, what would break? Whatever breaks is a dependency. Every dependency is a discount the buyer will eventually take. Start fixing them now, while you still have time and not under pressure.

3. Decide what you want out of the sale before you decide what number you want.

Sara pushed me on "what's next" months before negotiations. That clarity shaped every term we held the line on and every term we conceded. The structure matters as much as the number. Answer those questions before someone puts a term sheet in front of you.

4. Brokers price the deal. Advisors get you the deal.

Brokers are paid to close fast. A good advisor is paid to defend you. When the buyer pushed on indemnification, Sara held the line because she had no incentive to capitulate to "just close it." Pick an advisor whose incentives align with your defense, not with closing speed. The difference shows up when the pressure comes on.

5. When your advisor flags something, slow down before you skip past it.

Sara called out specific interest-rate language. I was tired and I wanted to close, so I overrode her. The deal got done anyway, but only because she'd built such a strong overall position that one concession didn't matter.

The lesson isn't that I got lucky. The lesson is: the one thing your advisor flags is the one thing worth re-reading.

SOMEDAY CONSULTANTS

What's Next

I'm taking a break. Real one. Puzzles, family, mental quiet. The kind of reset that requires you to have actually finished something to earn it.

I'm also working with Sara. Because the process was that different.

I've talked to people who sold their businesses, more than you'd expect once word gets out that you've sold yours, and what they describe isn't what I went through. Processes that felt adversarial. Advisors who seemed to be managing the deal for everyone's comfort except the seller's. That's not what I experienced.

She was a genuine partner. I could not have done it without her. And I can do a lot of things alone.

Now I get a new challenge: taking what I learned and helping other owners go through a version of this process that actually works for them.

If you're a firm owner and you see yourself anywhere in this, talk to me.

The first fifteen minutes are with me. I'll give you a straight read on where your firm stands. If it's ready, Sara takes it from there. If it's not, I'll tell you that too.

Free 15-minute market-read call. No obligation, no pitch deck.

Email me directly: matt@somedayconsultants.com

somedayconsultants.com

Matt Cohen is a CPA who founded and sold a cloud-native outsourced accounting firm in Denver. He now works with Sara Sharp at Someday Consultants, an M&A advisory for accounting firms. Someday Consultants provides M&A advisory services, not legal advice.