Bond Issuance Valuation Yields and Secondary Market Trading

Posted on February 24, 2018

Introduction

A corporate bond moves through several connected stages: the issuer decides to borrow, advisers structure the security, investors price it in the primary market, and later holders trade it in the secondary market. Bond value changes because promised cash flows are discounted at yields that reflect market interest rates, credit risk, liquidity, maturity, embedded options, and tax treatment. The original essay identified coupon payments, face value, present value, yield, and over-the-counter trading, but it treated pricing as a sequence of table lookups and used an oversized hypothetical without distinguishing coupon rate from market yield. This revised analysis follows the bond from issuance through secondary trading. It explains how price and yield are related, reconstructs the five-year example, clarifies the role of underwriters and disclosure, and shows why the same bond may trade at par, a premium, or a discount over its life.

Why a Company Chooses a Bond

A company may issue bonds to fund capital investment, refinance existing debt, acquire another business, or support general operations. Debt allows existing owners to avoid issuing additional equity, but it creates contractual obligations. Before borrowing, management evaluates the amount, maturity, currency, fixed or floating rate, security, covenants, and repayment structure. The issuer's existing leverage and cash-flow stability affect whether the market will accept the proposed terms. A bond is not simply "interest only" in every form. A traditional bullet bond pays periodic coupons and returns principal at maturity, while other structures may amortize principal, pay no coupon, float with a reference rate, or contain conversion and call features. The chosen structure should match the issuer's financing need and capacity to service debt.

Mandate, Due Diligence, and Structuring

For a public corporate issue, the company normally appoints one or more investment banks as lead managers or underwriters. They advise on timing, maturity, coupon format, investor audience, and expected pricing. Lawyers, auditors, trustees, rating agencies, and other specialists may participate. Due diligence examines financial statements, material risks, litigation, use of proceeds, and the issuer's authority to borrow. Offering documents describe the security and the company so investors can assess risk. Covenants may limit additional borrowing, asset sales, or other actions, while

requiring reporting or maintenance of specified conditions. Investment banks do not “own the essential knowledge of the bond”; their role is to coordinate market expertise, distribution, pricing, and regulatory process while the issuer remains responsible for accurate disclosure.

Credit Quality and the Required Yield

Investors compare the bond with a benchmark such as government securities of similar maturity and demand additional yield for risk. The credit spread compensates for the possibility of delayed or incomplete payment, uncertainty about recovery, and changes in credit quality. Ratings summarize an agency’s opinion but do not guarantee repayment and should not replace independent analysis. Senior secured debt generally has a stronger claim than subordinated unsecured debt, although the entire capital structure and jurisdiction matter. A company with volatile earnings or high leverage usually must offer a higher yield than a stronger borrower. Liquidity also matters: investors may demand compensation if the issue is small or expected to trade infrequently. The required yield at pricing determines the amount investors are willing to pay for the promised cash flows.

Bookbuilding and Primary-Market Pricing

During bookbuilding, underwriters communicate an initial price or yield indication and collect orders from institutional investors. The order book reveals demand at different levels. Strong demand may allow the issuer to reduce the yield; weak demand may require a larger spread, a smaller deal, or postponement. Final allocation is not purely first-come, first-served. Underwriters may favor investors considered likely to hold or support orderly trading, subject to applicable rules and issuer objectives. The coupon is often chosen so the issue price is close to par, but a bond can be issued above or below face value. The issuer receives the offering proceeds net of fees and any discount, while investors receive the new securities through settlement systems.

The Present-Value Logic of Bond Price

A bond’s value is the present value of its future cash flows. For a plain fixed-rate bond, those cash flows are coupon payments plus repayment of face value at maturity. Each payment is discounted at the market yield appropriate to its timing and risk. If the yield is expressed per coupon period, the price equals the sum of each coupon divided by one plus the periodic yield raised to the relevant period, plus face value discounted to maturity. This equation explains the inverse relationship between price and yield. When market yields rise, the fixed payments become less attractive and their present value falls. When yields decline, existing fixed coupons become more attractive and price rises. The relationship is mechanical for unchanged cash flows, though credit and option changes can alter both expected cash flows and discount rates.

Reworking the Five-Year Pricing Example

Consider a five-year bond with $1,000 face value and a 5% annual coupon, so it pays $50 each year and $1,000 at maturity. If investors require 6%, the coupon is below the market rate and the bond must be priced at a discount. The present value of principal is approximately $1,000 divided by 1.06 to the fifth power, or $747.26. The present value of the five $50 coupons is approximately $210.62. Their sum is $957.88. The original calculation reached this price correctly. The interpretation is crucial: the investor pays less than $1,000 so that the combination of coupons and the $42.12 gain toward par produces a yield of about 6%, assuming payments occur as promised and the bond is held under the stated conditions.

Par, Premium, and Discount

A bond trades at par when its coupon rate equals the required yield under the relevant conventions. It trades at a discount when the coupon rate is lower and at a premium when the coupon rate is higher. Price naturally moves toward face value as maturity approaches if required yield and credit expectations remain unchanged, a process sometimes described as pull to par. The price paid does not change the contractual face value or coupon. An investor who purchases the example at $957.88 still receives $50 annually and $1,000 at maturity. A premium buyer receives the same cash flows but pays more upfront, so the yield is below the coupon rate. These distinctions prevent the common mistake of treating coupon rate as the investor’s actual return.

Current Yield and Yield to Maturity

Current yield equals the annual coupon divided by the bond’s current price. It measures coupon income relative to price but ignores the gain or loss between purchase price and face value, the timing of cash flows, and reinvestment. Yield to maturity is the single discount rate that equates the observed price with the promised payments, assuming the bond is held to maturity and payments occur as scheduled. It is an internal rate of return, not a guaranteed realized return. Actual performance depends on default, sale price, reinvestment rates, taxes, fees, and optional redemption. Yield to call may be more relevant for a callable premium bond because the issuer can repay before final maturity. Investors should identify which yield a quotation represents.

Accrued Interest and the Transaction Price

Bond quotations often report a “clean” price that excludes coupon interest accrued since the previous payment. The buyer normally pays the seller the clean price plus accrued interest, producing the “dirty” or invoice price. This convention prevents a seller from losing the coupon earned during the holding period. When the next coupon is paid, the buyer receives the full amount even though part

economically belongs to the seller through accrued interest. Day-count conventions determine the calculation and vary by market and security. Ignoring accrued interest can cause confusion when the cash settlement differs from a displayed price. New issues may use different settlement and interest conventions from seasoned bonds, so transaction documents and market rules matter.

Interest-Rate Sensitivity: Duration and Convexity

Longer maturity and lower coupon generally increase sensitivity to yield changes because more value is concentrated in distant payments. Duration summarizes the approximate percentage price change for a small yield movement, while convexity improves the estimate for larger movements and reflects the curvature of the price-yield relationship. A five-year low-coupon bond normally has greater duration than a five-year high-coupon bond, all else equal. Duration is not simply time to maturity, and it does not capture every risk. Changes in credit spread, liquidity, or embedded options can produce price movements beyond a basic interest-rate estimate. Portfolio managers use duration to compare and hedge exposure, but the measure relies on assumptions and should be interpreted with scenario analysis.

Secondary-Market Trading

After issuance, investors trade bonds with one another rather than sending sale proceeds back to the issuer. Many corporate bonds trade over the counter through dealers and electronic request-for-quote systems instead of a centralized stock exchange. The bond market contains many issuers, maturities, coupons, covenants, ratings, and issue sizes; an individual security may trade infrequently. Dealers may provide bids and offers from inventory or arrange a trade with another customer. Regulatory reporting systems such as FINRA’s TRACE increase post-trade transparency for eligible U.S. bonds, but investors may still encounter wider spreads and less continuous pricing than in heavily traded equities. Liquidity can deteriorate during stress, increasing the cost of selling.

What Moves a Bond After Issuance?

Benchmark interest rates are one driver, but secondary prices also respond to company earnings, leverage, mergers, litigation, commodity prices, rating actions, sector risk, and changes in recovery expectations. A bond can fall even when government yields decline if the issuer’s credit spread widens more. It can rise after debt repayment or improved cash flow. Supply and demand matter as index inclusion, fund flows, regulations, or dealer balance-sheet capacity change. Callable bonds may stop appreciating as much as noncallable bonds when yields fall because the probability of early redemption increases. Inflation expectations affect nominal fixed payments, while currency movements matter for investors whose home currency differs from the bond’s denomination. Bond analysis is therefore a joint assessment of rates, credit, structure, and market liquidity.

The Issuer’s Position After the Sale

Secondary price changes do not ordinarily alter the coupons or principal that the issuer owes. A company whose bond falls to 90 still owes the contractual face amount unless it repurchases or restructures the security. Market price nevertheless matters because it signals the cost of issuing new debt, can affect investor confidence, and may create an opportunity for repurchase subject to cash, covenants, and law. The issuer must continue making payments, complying with covenants, and providing required disclosures. At maturity, principal is repaid or refinanced. Failure can lead to restructuring, enforcement, or insolvency proceedings. The bond’s lifecycle therefore ends not with issuance but with performance of the contract or resolution of default.

Risk and Suitability for Investors

Bondholders face interest-rate, credit, liquidity, call, reinvestment, inflation, currency, and operational risks. A quoted high yield may signal a low price and substantial default risk rather than an easy return. Diversification can reduce issuer-specific exposure but does not eliminate market-wide loss. Investors should review offering documents, payment priority, maturity, options, financial condition, trade prices, and transaction costs. Regulatory investor resources emphasize that bonds can lose value and that selling before maturity may produce a gain or loss (Financial Industry Regulatory Authority [FINRA], 2025; U.S. Securities and Exchange Commission [SEC], 2024). Suitability depends on objectives, horizon, risk capacity, taxes, and need for liquidity.

Conclusion

Bond issuance and trading connect corporate finance with present-value mathematics and market risk. In the primary market, the issuer and underwriters structure the security, disclose information, build an order book, and set a price consistent with required yield. The five-year example demonstrates why a 5% coupon bond is worth $957.88 when comparable yield is 6%. After issuance, the security trades among investors, usually through dealer-based markets, and its price responds to rates, credit, liquidity, and contractual features. Coupon rate, current yield, and yield to maturity answer different questions, while duration and convexity describe price sensitivity. Understanding the full lifecycle prevents bond valuation from becoming a mechanical calculation detached from underwriting, disclosure, risk, and secondary-market behavior.

References

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