

Syllabus

Class 1: 1/11 Intro

Class 2: 1/18 *In re Walt Disney (Brehm v. Eisner)*: The Appeal

Class 3: 1/25 State Competition

Roberta Romano, Law as A Product: Some Pieces of the Incorporation Puzzle, 1 J. L. Econ. & Org. 225 (1985)

Presenter:

Comments:

Ehud Kamar, A Regulatory Competition Theory of Indeterminacy in Corporate Law, 98 Colum. L. Rev. 1908 (1998)

Presenter:

Comments:

Class 4: 2/1 Do States Compete?

Lucian Bebchuk & Assaf Hamdani, Vigorous Race or Leisurely Walk: Reconsidering the Competition over Corporate Charters, 112 Yale L. J. 552 (2002)

Presenter:

Comments:

Mark J. Roe, Delawares Competition, 117 Harv. L. Rev. 588 (2003)

Presenter:

Comments:

Class 5: 2/8 International State Competition

Jens Dammann, Freedom of Choice in European Corporate Law, 29 Yale J. Int'l. L. 477 (2004)

Presenter:

Comments:

Ehud Kamar, Beyond Competition for Incorporations, forthcoming Georgetown Law Journal (2006)

Presenter:

Comments:

Class 6: Takeover Theory

Lynn Stout, Are Takeover Premiums Really Premiums? Market Price, Fair Value and Corporate Law, 99 Yale L. J. 1235 (1990)

Presenter:

Comments:

Lucian Bebchuk, The Case Against Board Veto in Corporate Takeovers, 69 University of Chicago Law Review 973 (2002)

Presenter:

Comments:

Class 7: 2/15 Takeover Defenses

Robert Daines & Michael Klausner, Do IPO Charters Maximize Firm Value? Antitakeover Protection in IPOs, 17 J. L. Econ. & Org. 83 (2001)

Presenter:

Comments:

Stephen Fraidin and Jon Hanson, Toward Unlocking Lockups, 103 Yale Law Journal 1739 (1994)

Presenter:

Comments:

Class 8: 2/22 Institutional Investors

Elliott Weiss & John Beckerman, Let the Money do the Monitoring: How Institutional Investors Can Reduce Agency Costs in Securities Class Actions, 104 Yale L. J. 2053 (1995)

Presenter:

Comments:

Roberta Romano, Public Pension Fund Activism in Corporate Governance Reconsidered, 93 Columbia Law Review 795 (1993)

Presenter:

Comments:

Class 9: 3/8 Securities Fraud

Janet Cooper Alexander, Do the Merits Matter? A Study of Settlements in Securities Class Actions, 43 Stanford Law Review 497 (1991)

Presenter:

Comments:

Jim Cox and Randall Thomas, Empirically Reassessing the Lead Plaintiff Provision: Is the Experiment Paying Off? (Working Paper)

Presenter:

Comments:

Class 10: 3/22 Freezeouts

Guhan Subramanian, Post-Siliconix Freeze-Outs: Theory & Evidence (Harvard Law Sch. John M. Olin Discussion Paper Series, Working Paper No. 472, 2005),

Presenter:

Comments:

Elliott J. Weiss & Lawrence J. White, File Early, Then Free Ride: How Delaware Law (Mis)Shapes Shareholder Class Actions, 57 Vand. L. Rev. 1797 (2004)

Presenter:

Comments:

Class 11: 3/29 Convergence/Comparative Corporate Governance

Djankov, La Porta, Lopez-de-Silanes, and Shleifer, The Law and Economics of Self-Dealing (Working Paper)

Presenter:

Comments:

Mark Roe, Political Preconditions to Separating Ownership from Corporate Control, 53 Stanford Law Review 539 (2000)

Presenter:

Comments:

Class 12: 4/5 Shareholder Access to Director Nominations

Class 13: 4/12 Reserved

Class 14: 4/19 Reserved