

Global Learning Initiatives Program Course Syllabus

Course Information

Course Name	U.S. Publicly Traded Corporations
Lecturer(s)	Mark L. Shope
Course Description	<p>This course will focus on the practical, theoretical, legal, and business context of publicly traded corporations. Specific topics and coverage will include directors' fiduciary duties, shareholder enforcement of these duties, disclosure obligations, insider trading, shareholder voting, and some public company M&A. We may also consider relevant current events. Throughout the course we will be looking at ways business lawyers can create value for their clients. Although economic analysis will occasionally be a part of the course, no economic background is needed.</p>
Course Objectives	<p>At the conclusion of the course, you will be able to do the following:</p> <ol style="list-style-type: none"> 1. Identify and formulate legal issues and theories that would apply in numerous common situations relating to public companies; 2. Recognize the various business motivations that drive business decision making and the role, work, and ethical considerations of an attorney in this context; 3. Exhibit working knowledge of and be able to compare the various U.S. laws that affect public companies; 4. Use sound research methods to analyze various problems related to public companies; and 5. Deliver strategic advice to clients regarding various situations relating to public companies.
Suggested Proficiencies (if any)	<p>At least one year of prior study of the law in any jurisdiction is required. This class is entirely online. You should be logging onto the e3 platform at least three times a week (if not every day) to view assignments, presentations, contribute to discussions, read posting of others, etc. Activities and assignments will be posted in advance providing ample time for completion.</p>

Reading List (if any)	DALIA TSUK MITCHELL, CORPORATIONS: CASES AND MATERIALS (Carolina Academic Press, 2018). Other cases and articles will be distributed in class.
Grading Criteria	1% Class orientation assignment 19% Discussion posts 30% Quizzes 50% Final Exam

Course Schedule

Class	Date (YYYY/MM/DD)	Course Topic	Lecturer
Week 1	Week of 2021/02/22	The Nature and Purpose of the Corporation; What is a Corporation?; The Corporation and the Community (Tsuk, pgs. 3-61)	Mark L. Shope
Week 2	Week of 2021/03/01	The Nature and Purpose of the Corporation; Ownership and Control (Tsuk, pgs. 61-100, skip Consolidated Rock Products Co. v. Du Bois & Schlensky v. Wrigley)	Mark L. Shope
Week 3	Week of 2021/03/08	Duties of Directors, Officers, and other Insiders; Derivative Litigation (Tsuk, pgs. 138-193, skip Baker v. MacFadden Publications, Inc.; Baker v. Boord & In re Oracle Corp. Derivative Litigation)	Mark L. Shope
Week 4	Week of 2021/03/15	Duties of Directors, Officers, and other Insiders; The Duty of Care (Tsuk, pgs. 193-239)	Mark L. Shope
Week 5	Week of 2021/03/22	Duties of Directors, Officers, and other Insiders; The Duty of Loyalty (Tsuk, pgs. 239-295, skip Benihana of Tokyo, Inc. v.	Mark L. Shope

		Benihana, Inc.)	
Week 6	Week of 2021/03/29	Duties of Directors, Officers, and other Insiders; The Duty to Monitor (Tsuk, pgs. 343-386)	Mark L. Shope
Week 7	Week of 2021/04/05	Duties of Directors, Officers, and other Insiders; The Federal Approach (Tsuk, pgs. 404-457)	Mark L. Shope
Week 8	Week of 2021/04/12	Shareholders in Publicly Held Corporations; Proxy and Consent Contests (Tsuk, pgs. 462-506)	Mark L. Shope
Week 9	Week of 2021/04/19	Shareholders in Publicly Held Corporations; Shareholders' Rights to Information; Shareholder Proposals (Tsuk, pgs. 506-570, skip CA, Inc. v. AFSCME Employees Pension Plan)	Mark L. Shope
Week 10	Week of 2021/04/26	Controlling Shareholders; Fiduciary Duties; Sale of Control (Tsuk, pgs. 687-718)	Mark L. Shope
Week 11	Week of 2021/05/03	Fundamental Transactions; De Facto Merger; Freeze-out Mergers (Tsuk, pgs. 722-772)	Mark L. Shope
Week 12	Week of 2021/05/10	Tender Offers and Hostile Takeovers; Unocal / Revlon Duties (Tsuk, pgs. 772-803)	Mark L. Shope
Week 13	Week of 2021/05/17	Tender Offers and Hostile Takeovers; Extending the Unocal / Revlon Approach (Tsuk, pgs. 803-857, plus Omnicare starting on pg. 867)	Mark L. Shope
Week 14	Week of 2021/05/24	Tender Offers and Hostile Takeover; Anti-Takeover Legislation (Tsuk, pgs. 896-905)	Mark L. Shope
Week 15	Week of 2021/05/31	Final Exam	Mark L. Shope