

Summary of Contents

Volume 1

PART I. INTRODUCTION

- Chapter 1. Introduction to the Publicly Traded Corporation
- Chapter 2. Corporate Governance
- Chapter 3. Delaware Corporate Law—Standards of Conduct and Standards of Review

PART II. FEDERAL SECURITIES LAWS

- Chapter 4. Federal Securities Law—Definition of “Security”
- Chapter 5. Securities Act of 1933—Registration
- Chapter 5A. Securities Act of 1933—Exemptions

Volume 2

PART II. FEDERAL SECURITIES LAWS (CONTINUED)

- Chapter 5B. Securities Act of 1933—Liability & Remedies
- Chapter 6. Securities Exchange Act of 1934—Registration, Reporting, and Disclosure
 - Appendix 6A. Plain English Disclosure—Updated SEC Staff Legal Bulletin
 - Appendix 6B. Section 302 Certification of Principal Executive Officer and Principal Financial Officer
 - Appendix 6C. Statement Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- Chapter 7. Private Securities Litigation Reform Act of 1995
 - Appendix 7A. Joint Explanatory Statement of the Committee of Conference—Private Securities Litigation Reform Act of 1995

- Chapter 8. Sarbanes-Oxley (2002); Dodd-Frank (2010); and
JOBS Act (2012)
- Appendix 8A. Auditing internal control over financial
reporting

**PART III. REGULATION OF COMMUNICATIONS TO
SHAREHOLDERS UNDER THE 1934 EXCHANGE ACT**

- Chapter 9. Primer on Proxy Regulation
- Appendix 9A. Proxy Rules—Compliance and Disclosure
Interpretations

Volume 3

**PART III. REGULATION OF COMMUNICATIONS TO
SHAREHOLDERS UNDER THE 1934 EXCHANGE ACT
(CONTINUED)**

- Chapter 10. Shareholder Proposals

**PART IV. CORPORATE MISREPRESENTATION AND
DISCLOSURE**

- Chapter 11. Securities Fraud under Rule 10b-5—Elements;
Standing; “In connection with”; “Scheme
liability”; and “Maker liability”
- Chapter 12. Securities Fraud under Rule 10b-5—Material
Misrepresentation or Omission; Falsity; Duty to
Disclose
- Chapter 13. Securities Fraud under Rule 10b-5—Scienter
- Chapter 13A. Securities Fraud under Rule 10b-5—Scienter—
First Circuit
- Chapter 13B. Securities Fraud under Rule 10b-5—Scienter—
Second Circuit
- Chapter 13C. Securities Fraud under Rule 10b-5—Scienter—
Third Circuit
- Chapter 13D. Securities Fraud under Rule 10b-5—Scienter—
Fourth Circuit
- Chapter 13E. Securities Fraud under Rule 10b-5—Scienter—
Fifth Circuit
- Chapter 13F. Securities Fraud under Rule 10b-5—Scienter—
Sixth Circuit

SUMMARY OF CONTENTS

- Chapter 13G. Securities Fraud under Rule 10b-5—Scienter—
Seventh Circuit
- Chapter 13H. Securities Fraud under Rule 10b-5—Scienter—
Eighth Circuit
- Chapter 13I. Securities Fraud under Rule 10b-5—Scienter—
Ninth Circuit
- Chapter 13J. Securities Fraud under Rule 10b-5—Scienter—
Tenth Circuit

Volume 4

PART IV. CORPORATE MISREPRESENTATION AND DISCLOSURE (CONTINUED)

- Chapter 13K. Securities Fraud under Rule 10b-5—Scienter in
the Eleventh Circuit
- Chapter 14. Securities Fraud under Rule 10b-5—Reliance
- Chapter 15. Securities Fraud under Rule 10b-5—Loss
Causation
- Chapter 16. Securities Fraud under Rule 10b-5—Control
Person Liability; Aiding and abetting Liability;
Statute of Limitations for Rule 10b-5 Actions

PART V. REGULATION OF SECURITIES TRANSACTIONS AMONG OFFICERS, DIRECTORS, AND SHAREHOLDERS

- Chapter 17. Regulation of Securities Transactions of Corporate
Insiders

PART VI. ANTITAKEOVER LEGISLATION

- Chapter 18. Antitakeover Legislation

Table of Laws and Rules

Table of Cases

Index