Index

ACCOUNTANTS
Office of Chief Accountant, Securities and Exchange Commission, **1:22**
Public Company Accounting Oversight Board. See Sarbanes-Oxley Act (this index)

ACCOUNTING BOOKS AND RECORDS
Case law, criminal prosecution under Securities Exchange Act
Basic requirements, **7:44**
Criminal liability, generally, **7:43**
Elements, **7:45**

ACCOUNTING FRAUD
Counsel representation materials, sentencing, **App 71 to App 73**
Department of Justice, indictment (US v. Flood and Strohm), **App 20**
SEC materials, complaint (SEC v. ClearOne Communications, Flood and Strohm), **App 12**
Sentencing, counsel representation materials, **App 71 to App 73**

ACT OF PRODUCTION DOCTRINE
Informal and formal SEC investigations, **2:13**

ADJUDICATION
Securities and Exchange Commission (SEC), operational divisions and offices, **1:25**

ADJUSTMENT OR ADJUSTMENTS
Federal sentencing guidelines, calculating the sentences, **10:6**

ADMINISTRATIVE LAW JUDGES
Office of Administrative Law Judges, Securities and Exchange Commission, **1:24**

ADVERTISEMENTS
Investment Advisers Act of 1940, **9:46**

AIDING AND ABETTING
Criminal prosecution under Securities Exchange Act of 1934, **7:26**

ANONYMITY
Whistleblower Award Program (SEC), **3:18**

ANTIFRAUD LIABILITY
Criminal prosecution under Securities Act Section 17, **7:17 to 7:19**

ANTI-RETALIATION
Whistleblower Award Program (SEC), protecting whistleblower, **3:59**

ASIA
Internationalization of securities crimes, rise in anti-corruption laws, **5:30**

ASSET EXCHANGE PLATFORMS
Crypto, Securities Act 1933, **7:14**

ASSET FREEZES
International assistance in, **5:18**

ATTORNEY-CLIENT PRIVILEGE AND WORK PRODUCT PROTECTION
"Attorney Proffer," letter from U.S. Attorney to counsel agreeing to treat produced attorney-client or work product material as, **App 66**
Internationalization of securities crimes, **5:53, 5:54**
Non-United States, in-house counsel, **5:54**
United States, in-house counsel, **5:53**

ATTORNEY GENERAL
Dual and successive prosecution policy ("Petite Policy") of Dept. of Justice, **App 27**

ATTORNEY PROFFER
U.S. Attorney agreement to treat produced attorney client or work product material as "attorney proffer," **App 66**

ATTORNEYS
"Attorney Proffer," letter from U.S. Attorney to counsel agreeing to treat produced attorney-client or work product material as, **App 66**
Ethics, New York County Lawyers' Asso. Committee on Professional Ethics: joint representation in criminal cases of clients with conflicting interests, **App 67**
Internationalization of securities crimes, attorney-client privilege and work product protection, **5:53, 5:54**

AUDITS AND AUDITORS
Sarbanes-Oxley Act (this index)

AWARDS
Whistleblower award. See Whistleblower Award Program (SEC) (this index)

BANK OF ENGLAND
Memoranda of Understanding (MOUs)
Generally, **App 59**
Internationalization of securities crimes, initiatives relating to controls and cooperation, **5:11**

BANKRUPTCY ACT OF 1986
Securities and Exchange Commission, **1:9**

BANK SECRECY ACT
Criminal statutes frequently charged in securities cases, money laundering, **6:23**

BONA FIDE PUBLICATIONS
Investment Advisers Act of 1940, **9:13**

BOOKS AND RECORDS
Case law, accounting books and records violations
Basic requirements, **7:44**
Criminal liability, generally, **7:43**
Elements, **7:45**
Criminal prosecutions under Securities Exchange Act of 1934, **7:43 to 7:45**

BRIBERY
Foreign Corrupt Practices Act (FCPA)
Generally, **6:91**
Defenses, **6:95**

BRIBERY—Cont'd
Foreign Corrupt Practices Act (FCPA) —Cont'd
Elements, **6:92**
"Foreign official," **6:93**
"Obtain or retain business," **6:94**
SEC resource guide to U.S. Foreign Corrupt Practices Act, **App 7**
United Kingdom's Bribery Act compared to FCPA, **5:29**
SEC resource guide to U.S. Foreign Corrupt Practices Act, **App 7**
United Kingdom's Bribery Act compared to FCPA, **5:29**

BRITISH COLUMBIA GLOBAL SECURITIES CORPORATION
Internationalization of securities crimes, recent court decisions, **5:16**

BRITISH COLUMBIA SECURITIES COMMISSION
In re Global Securities Corp and British Columbia Securities Commission, **App 36**

BUSINESS ORGANIZATIONS
Federal prosecution, principles of, **App 28**

"BUSINESS" STANDARD
Investment Advisers Act of 1940, **9:4**

CALCULATION OR COMPUTATION
Federal Sentencing Guidelines (this index)

CANADA
Memoranda of Understanding (MOUs)
Consultation cooperation and exchange of information, Alberta BC, Ontario, and Quebec, **App 45**
Ontario Quebec and BC, **App 44**
In re Global Securities Corp and British Columbia Securities Commission, **App 36**

CASE LAW
Generally, **7:1**
Accounting books and records violations
Basic requirements, **7:44**
Criminal prosecutions under Securities Exchange Act, **7:43**
Elements, **7:45**

CASE LAW—Cont'd
Antifraud liability, Securities Act Section 17, **7:17 to 7:19**
Books and records violations. Accounting books and records violations, supra in this topic
Broker-dealer violations, **7:42**
Corporate responsibility for financial reports, **7:46**
Culpability. Standards of culpability, infra in this topic
Defenses
Securities Act Section 17, **7:19**
Standards of culpability, good faith defense, **7:4**
Digital assets as securities, **7:11**
Disclosure and filing violations. See Securities Exchange Act of 1934 (this index)
Elements
Accounting books and records violations, **7:45**
Securities Act Section 5, **7:8**
Securities Exchange Act Section 10 and Rule 10b-5, **7:22 to 7:25**
False filing liability, Securities Act Section 24, **7:20**
Financial reports, corporate responsibility, **7:46**
History and purpose, **7:1**
Intent
Securities Act Section 5, **7:9**
Securities Act Section 17, **7:19**
Securities Exchange Act Section 10(b) and Rule 10b-5, **7:27**
Internationalization of securities crimes, court decisions, **5:15 to 5:26**
Investment Advisers Act of 1940, **7:49**
Investment Company Act of 1940, **7:48**
Jurisdiction, standards of culpability, **7:5**
Liabilities provision of the Securities Act of 1933, **7:7**
Lloyd's of London case, **5:25**
Market manipulation, **7:37**
Morrison v. National Australia Bank, **5:24**
Public Utility Holding Company Act of 1935, **7:50**
Sale or offer, SA Section 5, **7:10**
Securities Act. See Securities Act of 1933 (this index)

CASE LAW—Cont'd
Securities Exchange Act. See Securities Exchange Act of 1934 (this index)
Standards of culpability
Defenses, **7:4**
Good faith defense, **7:4**
Intent, **7:9, 7:18**
Jurisdiction, **7:5**
Securities Exchange Act Section 10(b) and Rule 10b-5, **7:27**
Venue, **7:6**
Willfully, generally, **7:2**
Willfully and knowingly, **7:3**
Trust Indenture Act of 1939, **7:47**
United States v. Balsys, substantive rights, **5:26**
Venue, standards of culpability, **7:6**

CEASE AND DESIST PROCEEDINGS
Investment Advisers Act of 1940, **9:60**

CHARITABLE ORGANIZATIONS AND CHURCH PLANS
Investment Advisers Act of 1940, adviser registration, **9:20**

CHINA
Internationalization of securities crimes, cooperation with Public Company Accounting Oversight Board, **5:32**

COLLATERAL ESTOPPEL
Parallel proceedings. See Parallel Proceedings (this index)

COLLEGE OF EURONEXT REGULATORS
Memoranda of Understanding (MOUs), **App 43**

COMMISSION OF EUROPEAN COMMUNITIES
Memoranda of Understanding (MOUs), statement, **App 41**

COMMODITIES FUTURES TRADING COMMISSION
Investment Advisers Act of 1940, CFTC-registered investment advisers, **9:21**

COMPLAINT
Accounting fraud (SEC v. ClearOne Communications, Flood and Strohm), **App 12**

COMPLAINT—Cont'd
Insider trading complaint (SEC v. CR Intrinsic Investors et al.), **App 13**
SEC materials, **App 14**

COMPLIANCE
Investment Advisers Act of 1940, **9:32, 9:58**
Trust Indenture Act of 1939, conditions precedent, evidence of compliance by obligors and securities sellers, **8:15**
Whistleblower Award Program (SEC), internal compliance, **3:36, 3:40**

CONFERENCES
Securities and Exchange Commission, administrative functions, **1:31**

CONFIDENTIAL INFORMATION
Financial Services Authority decisions on trading on confidential information (David Einhorn and Greenlight Capital), **App 34**

CONFIDENTIALITY
Whistleblower Award Program (SEC), **3:17**

CONFIDENTIALITY AGREEMENTS
Joint defense and confidentiality agreement, counsel representation materials, **App 62, App 63**
Whistleblower Award Program (SEC), **3:53**

CONFLICT OF INTEREST
Investment Advisers Act of 1940, **9:43**

CONGRESSIONAL STAY
Parallel proceedings, stay of congressional investigation, **4:9**

CONSENT
Settlements, civil remedies, **4:22**

CONSPIRACY
Criminal statutes frequently charged. See Criminal Statutes Frequently Charged in Securities Cases (this index)

CONSTITUTIONALITY
Federal Sentencing Guidelines (this index)

CONSTITUTIONALITY—Cont'd
Investment Advisers Act of 1940, record-keeping and disclosure requirements, **9:37**

CONVERSION OF CUSTOMER MONEYS
Mail fraud and wire fraud, **6:39**

CORPORATE FINANCE, DIVISION OF
Securities and Exchange Commission, operational divisions and offices, **1:16**

COUNSEL REPRESENTATION MATERIALS
Audet v. Fraser
Jury instructions, **App 74**
Jury verdict form, **App 75**
Criminal cases of clients with conflicting interests, joint representation, NY County Lawyers' Association Committee on Professional Ethics, **App 67**
District of Columbia Bar Opinion 14: Duty attorney owes to former client subpoenaed by Grand Jury, **App 68**
Duty attorney owes to former client subpoenaed by Grand Jury, **App 68**
Federal sentencing guidelines
Generally, **App 69 to App 73**
Accounting fraud, **App 71 to App 73**
Co-defendant's other level of culpability, **App 73**
Defense sentencing memo, **App 70, App 72, App 73**
Government sentencing memo, **App 71**
Insider trading, **App 70**
Memos, **App 70 to App 73**
Tables, **App 69**
Joint defense agreement
US v. Flood, **App 64**
US v Reeves, **App 65**
Joint defense and confidentiality agreement, **App 62, App 63**
Jury instructions in Audet v. Fraser, **App 74**
Jury verdict form in Audet v. Fraser, **App 75**
Proffer letter from U.S. Attorney, agreement to treat produced attorney

COUNSEL REPRESENTATION MATERIALS—Cont'd
client or work product material as "attorney proffer," **App 66**

CRIMINAL STATUTES FREQUENTLY CHARGED IN SECURITIES CASES
Generally, **6:1 et seq.**
Conspiracy
Generally, **6:24**
Agreement, **6:26**
Elements, **6:25**
Number of persons, **6:27**
Overt act, **6:28**
State of mind, **6:29**
False Claims Act (FCA)
Generally, **6:96**
Expansion of FCA, **6:98**
Financial services, **6:99**
Private claims, **6:97**
False statements statute
Generally, **6:41**
False statement, generally, **6:41**
Nature of the statement, **6:42**
Foreign Corrupt Practices Act (FCPA)
Generally, **6:91**
Criminal information and deferred prosecution agreement (US v. Panalpina), **App 18**
Defenses, **6:95**
Elements, **6:92**
Foreign official, **6:93**
Obtain or retain business, **6:94**
SEC resource guide, **App 7**
United Kingdom's Bribery Act compared to FCPA, **5:29**
Mail fraud and wire fraud
Generally, **6:30**
Conversion of customer moneys, **6:39**
Elements, **6:31**
Financial reporting schemes, **6:38**
Fraudulent financial reporting, **6:38**
Furtherance of scheme, **6:34**
Good faith defense, **6:40**
Insider trading, **6:36**
Market manipulation, **6:37**
Nature of the injury, **6:35**
Prosecutions, generally, **6:36 to 6:39**
Scheme to defraud, **6:32**
Specific intent to defraud, **6:33**

CRIMINAL STATUTES FREQUENTLY CHARGED IN SECURITIES CASES—Cont'd
Money laundering
Generally, **6:11**
Attempts to conduct, **6:18**
Bank Secrecy Act, **6:23**
Concealment, **6:20**
Conducts or attempts to conduct, **6:18**
Covered property, monetary instruments, **6:15**
Financial institutions, **6:12**
Financial transaction, **6:16**
International transportation, **6:21**
Knowledge of specified and unspecified unlawful activities, **6:13**
Monetary instruments, covered property, **6:15**
Monetary transactions, Section 1957, **6:22**
Proceeds, **6:17**
"Specified unlawful activity," **6:14**
Violations, **6:19**
Obstruction of justice
Generally, **6:62**
Section 1503
generally, **6:63**
Elements
generally, **6:66**
Corruptly, **6:70**
Endeavor, **6:72**
Influences, obstructs or impedes, **6:71**
Knowledge, **6:69**
Persons, **6:68**
Proceeding, **6:67**
Overlap between sections 1503 and 1512, **6:64**
Purpose, **6:65**
Section 1505, **6:73**
Section 1510
generally, **6:74**
Obstructing other investigations, **6:75**
Section 1512
generally, **6:76**
Jurisdiction, **6:78**
Persons covered, **6:79**
Prohibited activities, **6:80**

CRIMINAL STATUTES FREQUENTLY CHARGED IN SECURITIES CASES—Cont'd
Obstruction of justice—Cont'd
Section 1512—Cont'd
Testing a witness's or informant's story, **6:77**
Venue, **6:78**
Section 1513, **6:76**
Section 1517
generally, **6:81**
Doubtful applications, **6:82 to 6:85**
Elements, **6:86**
Mandatory records, **6:85**
Section 1519
Audit work papers, failure to retain, **6:90**
Elements, **6:88**
Intent, **6:89**
Sarbanes-Oxley additions, **6:87**
Perjury
Generally, **6:43**
Section 1621
generally, **6:44**
Competent tribunal and authorized officer or person, **6:47**
Immunity, **6:54**
Intent, **6:49**
Literal truth and ambiguities, **6:52**
Materiality, **6:50**
Oath, **6:46**
Recantation, **6:53**
Testify, **6:48**
Two witness rule, **6:51**
Whoever, **6:45**
Section 1622
generally, **6:55**
Elements, **6:56**
Section 1623 (grand jury)
Ambiguity, **6:60**
Ancillary proceeding, **6:58**
Documents presented, **6:59**
Literal truth, **6:60**
Materiality, **6:60**
Purpose, **6:57**
Recantation, **6:61**
Willfulness, **6:60**
Racketeer Influenced and Corrupt Organizations Act (RICO)
Generally, **6:2**

CRIMINAL STATUTES FREQUENTLY CHARGED IN SECURITIES CASES—Cont'd
Racketeer Influenced and Corrupt Organizations Act (RICO)—Cont'd
Department of Justice review, **6:7**
Eighth amendment limitation on RICO forfeiture, **6:10**
Forfeiture, generally, **6:8**
Participation in RICO enterprise, **6:5**
Participation in the RICO enterprise, **6:5**
Pattern of racketeering activity, **6:3**
Predicate offense, securities fraud as, **6:6**
Princeton, Newport and Elliott doctrine, **6:9**
The RICO enterprise, **6:4**
Wire fraud. Mail fraud and wire fraud, supra in this topic

CROSS-BORDER INVESTMENT BUSINESS OVERSIGHT
See Internationalization of Securities Crimes (this index)

CRYPTOCURRENCIES
Asset exchange platforms, **7:14**
Securities Act of 1933, **7:12**

CULPABILITY
Case law, standards of culpability
Defenses, **7:4**
Good faith defense, **7:4**
Intent, **7:9, 7:18**
Jurisdiction, **7:5**
Securities Exchange Act Section 10(b) and Rule 10b-5, **7:27**
Venue, **7:6**
Willfully, generally, **7:2**
Willfully and knowingly, **7:3**
Whistleblower Award Program (SEC), **3:38, App 73**

CUSTODY OF CLIENT FUNDS/SECURITIES
Investment Advisers Act of 1940, **9:47**

DEFENSES
Investment Advisers Act of 1940, **9:55**
Securities Act Section 17, **7:19**
Standards of culpability, good faith defense, **7:4**

DELAY
Whistleblower Award Program (SEC), unreasonable delay, **3:39**

DEPARTMENT OF JUSTICE
Authorization for immunity use, **App 24**
Business organizations, principles of Federal prosecution, **App 28**
Dual and successive prosecution policy (''Petite Policy'') of Dept. of Justice, issued by Attorney General (Dec. 14, 1994), **App 27**
FCPA criminal information and deferred prosecution agreement (US v. Panalpina), **App 18**
Federal Sentencing Guidelines (fraud, insider trading, and sentencing table, effective Nov. 2012), **App 30**
Gillion proffer agreement, **App 23**
Immunity use, Department of Justice authorization for, **App 26**
Insider trading indictment and jury instructions (United States v. Gupta), **App 19**
Insider trading indictment and jury verdict form (United States v. Goffer et al.), **App 17**
Memorandum on outside monitors, **App 29**
Sentencing of organizations, **App 31**
U.S. Attorney application for order granting use immunity, **App 25**
U.S. Attorney's Manual selected provisions, **App 16**
Use immunity, judicial order granting, **App 26**

DIGITAL ASSETS
Criminal prosecutions, **7:15**
Cryptocurrencies. See Cryptocurrencies (this index)
Securities, **7:11**

DISCLOSURE
Case law. See Securities Exchange Act of 1934 (this index)
Investment Advisers Act of 1940, **9:37, 9:43**
Whistleblower Award Program (SEC), **3:58**

DISGORGEMENT
Whistleblower Award Program (SEC), **3:28**

DIVISIONS AND OFFICES OF THE SEC
See Securities and Exchange Commission (this index)

DOCUMENTS
Case law, accounting books and records violations
Basic requirements, **7:44**
Criminal liability, generally, **7:43**
Elements, **7:45**
Criminal prosecutions under Securities Exchange Act of 1934, **7:43 to 7:45**
Whistleblower Award Program (SEC), **App 15**

DODD-FRANK WALL STREET REFORM AND CONSUMER PROTECTION ACT OF 2010
Jurisdiction, **1:11**
Securities and Exchange Commission (SEC), **1:11**

EIGHTH AMENDMENT LIMITATION ON RICO FORFEITURE
Racketeer Influenced and Corrupt Organizations Act (RICO), **6:10**

ENFORCEMENT, DIVISION OF
Securities and Exchange Commission, operational divisions and offices, **1:18**

ENGLAND
See United Kingdom (this index)

EUROPEAN COMMUNITIES
Commission Statement, Memoranda of Understanding (MOUs), **App 41**

EUROPEAN SECURITIES AND MARKETS AUTHORITY
Memoranda of Understanding (MOUs), **App 42**

EUROPEAN UNION
Internationalization of securities crimes, **5:52**
Market Abuse Directive, **App 32**
Personal data privacy rules, **5:52**

EVIDENCE
Internationalization of securities crimes
Conflict with foreign laws, production of evidence, **5:20**
Gathering evidence, international assistance, generally, **5:15**
Hague Convention on taking of evidence, **5:36**
Letters rogatory, **5:37, 5:38**
Sharing of information and evidence, generally, **5:35**
Investment Advisers Act of 1940, standard of proof in enforcement proceedings, **9:65**
In re Evidence (Civil Proceedings in Other Jurisdictions) Act (July 27, 1998), **App 37**

EXAMINATIONS
Division of Examinations, Securities and Exchange Commission, **1:21**

EXTRADITION
Internationalization of crimes. See Internationalization of Securities Crimes (this index)

EXTRATERRITORIALITY
Internationalization of crimes. See Internationalization of Securities Crimes (this index)

FALSE CLAIMS ACT (FCA)
Criminal statutes frequently charged. See Criminal Statutes Frequently Charged in Securities Cases (this index)

FALSE STATEMENTS STATUTE
Criminal statutes frequently charged. See Criminal Statutes Frequently Charged in Securities Cases (this index)

FEDERAL SENTENCING GUIDELINES
Generally, **10:1 et seq.**
Calculating the sentences
Adjustments, **10:6**
Gain and loss, Section 2B1.1, **10:3**
Insider trading, Section 2B1.4, **10:5**
Related offense characteristics, Section 2B1.1, **10:4**
Counsel Representation Materials (this index)

FEDERAL SENTENCING GUIDELINES—Cont'd
Department of Justice, sentencing of organizations, **App 31**
Federal Sentencing Guidelines, history, **10:2**
Fraud, **App 30**
Insider trading, **10:5, App 30**
Organizational sentencing guidelines, **10:8, App 31**
Reasonableness of sentence, **10:7**
Restitution, **10:9**
Sentencing tables, **App 30, App 69**
Tables, **App 30, App 69**

FILINGS AND INFORMATION SERVICES, OFFICE OF
Office of Filings and Information Services, Securities and Exchange Commission, **1:23**

FINANCIAL INFORMATION, STRATEGY AND RISK
Division of Risk, Strategy, and Financial Information, Securities and Exchange Commission, **1:20**

FINANCIAL REPORTS
Case law, corporate responsibility, **7:46**
Mail and wire fraud, financial reporting schemes, **6:38**

FOREIGN CORRUPT PRACTICES ACT (FCPA)
Criminal statutes frequently charged. See Criminal Statutes Frequently Charged in Securities Cases (this index)

FORFEITURE
Racketeer Influenced and Corrupt Organizations Act (RICO), **6:8, 6:10**

FORM TCR
Whistleblower Award Program (SEC), **3:15**

FRANCE
Memoranda of understanding (MOU), **App 46**
Understanding and Administrative Agreement, **App 46**

FRAUD
Accounting fraud indictment (US v. Flood and Strohm), **App 20**
Federal Sentencing Guidelines (fraud and sentencing table, effective Nov. 2012), **App 30**
Investment Advisers Act of 1940, fraudulent acts, practices or courses of business, **9:45**
SEC materials, accounting fraud complaint (SEC v. ClearOne Communications, Flood and Strohm), **App 12**

FREEDOM OF INFORMATION ACT
Informal and formal SEC investigations, **2:5**

GENERAL COUNSEL, OFFICE OF
Securities and Exchange Commission, operational divisions and offices, **1:15**

GERMANY
Memoranda of Understanding (MOUs)
Generally, **5:6, App 47**
Asset management, **App 50**
BaFin April 2007, **App 48**
E-3 MOU BaFin December 2007, **App 49**
Protocol Germany, **App 51**
SEC memoranda of understanding (MOU), **5:6**
SEC memoranda of understanding (MOU), **5:6**

GLOBAL SECURITIES CORP.
In re Global Securities Corp. and British Columbia Securities Commission, **App 36**

GOOD FAITH DEFENSE
Mail fraud and wire fraud, **6:40**
Standards of culpability, **7:4**

HAGUE CONVENTION ON TAKING OF EVIDENCE
Internationalization of securities crimes, **5:36**

HEARINGS
Investment Advisers Act of 1940, **9:65**

HUMAN RIGHTS STATUTES
Extradition to the United States, use of to oppose, **5:51**

IMMUNITY
Department of Justice authorization for immunity use, **App 24**
Investigations by SEC. See Investigations (Informal and Formal SEC) (this index)
Orders for use immunity, **App 26**
Perjury, **6:54**
Proffer letter and agreement for immunity with U.S. Attorney and SEC jointly, **App 8**
SEC letter of intent re settlement and immunity agreement, **App 9**
U.S. Attorney. See U.S. Attorney (this index)

INDIA
SEC memoranda of understanding, generally, **5:8**

INDICTMENTS
Accounting fraud (US v. Flood and Strohm), **App 20**
Insider trading indictment and jury instructions (United States v. Gupta), **App 19**
Insider trading indictment and jury verdict form (United States v. Goffer et al.), **App 17**

INFORMATION SERVICES
Securities and Exchange Commission, Office of Filings and Information Services, **1:23**

INSIDER OWNERSHIP REPORTS
Securities Exchange Act of 1934, disclosure and filing, **7:41**

INSIDER TRADING
Counsel representation materials, sentencing, **App 70**
Federal Sentencing Guidelines, **10:5, App 30**
Indictment and jury instructions (United States v. Gupta), **App 19**
Indictment and jury verdict form (United States v. Goffer et al.), **App 17**
Mail fraud and wire fraud, **6:36**

INSIDER TRADING—Cont'd
SEC materials, insider trading complaint (SEC v. CR Intrinsic Investors et al.), **App 13**
Securities Exchange Act of 1934
Section 10 and Rule 10b-5
generally, **7:28**
Classical theory, **7:29**
Confidence, duty of, **7:31**
Duty of trust and confidence, **7:31**
Material nonpublic information, **7:35**
Misappropriation theory, **7:30**
"On the basis of," **7:34**
Shadow trading, **7:32**
Tipper/tippee liability, **7:33**
Trust, duty of, **7:31**
Section 14(e) and Rule 14e-3, tender offers, **7:36**
Sentencing, counsel representation materials, **App 70**
Tipper/tippee liability, criminal prosecution under Securities Exchange Act of 1934 Section 10 and Rule 10b-5, **7:33**

INSTRUCTIONS TO JURY
Department of Justice, insider trading indictment and jury instructions (United States v. Gupta), **App 19**

INSURANCE COMPANIES
Investment Advisers Act of 1940, registration of advisers, **9:18**

INTENT
Securities Act Section 5, **7:9**
Securities Act Section 17, **7:19**
Securities Exchange Act Section 10(b) and Rule 10b-5, **7:27**

INTERFERENCE
Whistleblower Award Program (SEC), **3:40**

INTERNAL COMPLIANCE
Whistleblower Award Program (SEC), **3:36, 3:40**

INTERNATIONAL AFFAIRS, OFFICE OF
Cooperative arrangements with foreign regulators, **App 39, App 40**

INTERNATIONAL AFFAIRS, OFFICE OF—Cont'd
Memoranda of Understanding (MOUs)
Cooperative arrangements with foreign regulators, **App 39, App 40**
Securities and Exchange Commission
Cooperative arrangements with foreign regulators, **App 39**
Securities and Exchange Commission
Cooperative arrangements with foreign regulators, **App 39**
Securities and Exchange Commission, operational divisions and offices, **1:26**

INTERNATIONALIZATION OF SECURITIES CRIMES
Generally, **5:1, 5:2**
Accounting enforcement, Public Company Accounting Oversight Board
China's cooperation with PCAOB, **5:32**
European Commission's cooperation with PCAOB, **5:33**
Role of PCAOB in international enforcement, **5:31**
Anti-corruption
Generally, **5:27**
Asian anti-corruption law, **5:30**
Federal Corrupt Practices Act compared with UK Bribery Act, **5:29**
United Kingdom's Bribery Act, **5:28, 5:29**
APL cases, recent court decisions, **5:17**
Asian anti-corruption law, **5:30**
Asset freezes, recent court decisions, **5:18**
Attorney-client privilege and work product protection
Non-United States, in-house counsel, **5:54**
United States, in-house counsel, **5:53**
British Columbia—Global Securities Corporation, recent court decisions, **5:16**
Conclusions on international regulation and cooperation, **5:34**
Conflict with foreign laws, production of evidence, **5:20**

INTERNATIONALIZATION OF SECURITIES CRIMES—Cont'd
Court decisions, **5:15 to 5:26**
Cross-border investment business oversight. Oversight of cross-border investment business, infra in this topic
Disentitlement, **5:46.50**
European Union personal data privacy rules, **5:52**
Evidence gathering, international assistance, generally, **5:15**
Extradition
Generally, **5:47**
Human rights statutes, use of to oppose extradition to the United States, **5:51**
Overview of United States extradition policy, **5:49**
From the United States, **5:48**
To the United States, **5:50**
Extraterritoriality
Broadening reach of subpoenas, **5:39**
Compelled waivers of foreign security laws, **5:40**
Court decisions, **5:21 to 5:25**
Mutual legal assistance treaties (MLAT's)
generally, **5:41, 5:42**
Newer MLAT's, **5:44**
Swiss MLAT's, **5:43**
Hague Convention on taking of evidence, **5:36**
Human rights statutes, use of to oppose extradition to the United States, **5:51**
Information sharing agreements regarding securities trading in multiple markets, **5:14**
Initiatives relating to controls and cooperation
Generally, **5:10**
Bank of England MOU, **5:11**
Limited purpose broker dealer, **5:12**
IOSCO. International Organization of Securities Commissions (IOSCO) (this index)
Jurisdiction
Generally, **5:21**
Extraterritoriality, above
Lloyd's of London cases, **5:25**

INTERNATIONALIZATION OF SECURITIES CRIMES—Cont'd
Jurisdiction—Cont'd
Morrison v. National Australia Bank, **5:24**
Letters rogatory, **5:37, 5:38**
Lloyd's of London case, jurisdiction, **5:25**
Memoranda of understanding (MOUs)
International Organization of Securities Commissions Enhanced Multilateral Memorandum of Understanding Concerning Consultation and Cooperation and the Exchange of Information (2016), **App 5A**
SEC memoranda of understanding (MOU), infra in this topic
Morrison v. National Australia Bank, jurisdiction, **5:24**
Mutual legal assistance treaties (MLAT's). Extraterritorial application of U.S. securities laws, supra in this topic
Office of International Affairs, Securities and Exchange Commission, **1:26**
Oversight of cross-border investment business
Generally, **5:13**
Personal data privacy rules, **5:52**
Production of evidence, conflict with foreign laws, **5:20**
SEC exercise of discretion in prosecutions, **5:19**
SEC memoranda of understanding (MOU)
Generally, **5:5**
German MOU, **5:6**
Indian MOU, **5:8**
Portuguese MOU, **5:7**
Statutory changes to allow for greater assistance in securities investigations, **5:45**
Substantive rights, United States v. Balsys, **5:26**
Switzerland
Extraterritorial application of U.S. securities laws, Swiss MLAT, **5:43**
Swiss securities laws, **5:9**
United Kingdom's Bribery Act, **5:28**

INTERNATIONALIZATION OF SECURITIES CRIMES—Cont'd
United States v. Balsys, substantive rights, **5:26**
U.S. constitution and international criminal matters, **5:46**

INTERNATIONAL ORGANIZATION OF SECURITIES COMMISSIONS (IOSCO)
Advancing SEC's mission, **App 39A**
Memorandum of understanding (MOU), **5:4, App 33**
Resolution on principles for record keeping, collection of information, enforcement powers and mutual cooperation to improve the enforcement of securities and future laws, **5:3**

INTERNATIONAL SECURITIES MANUAL
European Court of Justice opinion on market abuse (Geltl v. Daimler), **App 35**
European Union Market Abuse Directive, **App 32**
Financial Services Authority decisions on trading on confidential information (David Einhorn and Greenlight Capital), **App 34**
IOSCO Multilateral Memorandum of Understanding, **App 33**
OECD Convention on Combating Bribery, ratification status, **App 38B**
In re Evidence (Civil Proceedings in Other Jurisdictions) Act (July 27, 1998), **App 37**
In re Global Securities Corp. and British Columbia Securities Commission, **App 36**
In re Securities Act, R.S.B.C. 1996, C.418, **App 36**
United Nations Convention against Corruption, ratification status, **App 38A**
United Nations Convention Against Transnational Organized Crime, **App 38**

INTERNET
Office of Internet Enforcement, Securities and Exchange Commission, **1:29**

INVESTIGATIONS (INFORMAL AND FORMAL SEC)
Generally, **2:1, App 1**
Act of production doctrine, **2:13**
Administrative functions of Securities and Exchange Commission, **1:34**
Cooperation and SEC, **2:8**
Foreign prosecution and immunity, **2:11**
Formal investigations, **2:4**
Freedom of Information Act, **2:5**
Immunity
Generally, **2:9**
Foreign prosecution and immunity, **2:11**
Inadvertent immunity, **2:12**
Letter of informal immunity, **2:10**
Inadvertent immunity, **2:12**
Informal inquiries, **2:3**
Initiation of inquiries, **2:2**
Investment Advisers Act of 1940, enforcement, **9:57**
Letter of informal immunity, **2:10**
Public Company Accounting Oversight Board, **2:7**
Routine uses and dissemination of information, **2:6**
SEC gathering and sharing of information
Generally, **2:14**
Administrative agencies, **2:19**
Coordinated criminal and civil investigations, **2:15**
Criminal referral, **2:18**
Government bad faith, **2:16**
Interference with right to counsel, **2:17**
Other administrative agencies, **2:19**
Third-party litigation, **2:20**
SEC investigations. See Investigations (Informal and Formal SEC) (this index)
Statutory changes to allow for greater assistance in securities investigations, **5:45**
Witness testimony and formal immunity, **2:9**

INVESTMENT ADVISERS ACT OF 1940
Generally, **9:1**

INVESTMENT ADVISERS ACT OF 1940—Cont'd
Administrative enforcement proceedings
Penalties, **9:61**
Sanctions under Section 203(e) and (f), **9:59**
Administrative proceedings, sanctions under Section 203(e) and (f), **9:59**
Advertisements, **9:46**
Adviser, generally, **9:2**
Advising/providing analysis, **9:5**
Agency cross transactions, **9:44**
Agent-principal transactions, **9:44**
Banks and bank holding companies, **9:10**
Blue sky laws, **9:66**
Bona fide publications, **9:13**
Breach of fiduciary duty, **9:42**
Brokers and dealers, **9:12**
"Business" standard, **9:4**
Case law, **7:49**
Cease and desist proceedings, **9:60**
CFTC-registered investment advisers, **9:21**
Civil enforcement proceedings, **9:62**
Compensation, **9:3**
Compliance
Duty to establish procedures, **9:32**
Enforcement proceedings, **9:58**
Conflict of interest, **9:43**
Constitutionality of record-keeping and disclosure requirements, **9:37**
Contracts
Restrictions, **9:38**
Validity, **9:54**
Criminal enforcement proceedings, **9:63**
Custody of client funds/securities, **9:47**
Deceptive or manipulative acts, practices or courses of business, **9:45**
Defenses, generally, **9:55**
Definition
Exceptions to definition, **9:9**
Who is investment adviser, **9:2 to 9:14**
Disclosure
Conflict of interest, **9:43**
Constitutionality of requirements, **9:37**
Enforcement
Generally, **9:56**

INVESTMENT ADVISERS ACT OF 1940—Cont'd
Enforcement—Cont'd
Administrative proceedings
Penalties, **9:61**
Sanctions under Section 203(e) and (f), **9:59**
Cease and desist proceedings, **9:60**
Civil proceedings, **9:62**
Compliance, enforcement proceedings, **9:58**
Criminal proceedings, **9:63**
Exemption, **9:64**
Hearings, **9:65**
Investigative powers, **9:57**
Limitation periods, **9:65**
Mechanisms of enforcement, **9:56 to 9:65**
Orders, **9:65**
Penalties, **9:61**
Powers of exemption, **9:64**
Review, **9:65**
Sanctions under Section 203(e) and (f), **9:59**
Standard of proof, **9:65**
Evidence, enforcement proceedings, **9:65**
Fees
Compensation, **9:3**
Referral cash fees, **9:48**
Fiduciary duty, **9:31**
Fiduciary duty breach, **9:42**
Filing depositories, **9:35**
Foreign private advisers, registration, **9:19**
Fraudulent acts, practices or courses of business, **9:39, 9:45**
Fraudulent conduct, **9:41**
Hearings, **9:65**
Holding companies, **9:10**
Information regulation, **9:28, 9:36**
Inquiry response systems, **9:35**
Insurance companies, advisers to, **9:18**
Intrastate advisers, registration, **9:17**
Investment adviser, generally, **9:2**
Limitation periods, **9:65**
Manipulative acts, practices or courses of business, **9:45**
Material misstatements, prohibition, **9:53**
Mismanagement and trading errors, **9:52**

INVESTMENT ADVISERS ACT OF 1940—Cont'd
Misrepresentations, prohibition, **9:53**
Non-resident
Clients, **9:8**
Investment advisers, **9:8**
"Others," **9:6**
Political contributions, **9:49**
Private actions
Limitation, **9:68**
Right of action, **9:67**
Private fund advisers, registration, **9:24**
Private funds
Registration of advisers, **9:24**
Reporting duty, **9:34**
Private investment vehicles, **9:51**
Professionals, **9:11**
Proxy voting, **9:50**
Record-keeping
Constitutionality of requirement, **9:37**
Duty, **9:33**
Filing depositories, **9:35**
Referral cash fees, **9:48**
Registration
Generally, **9:15**
Cancellation, **9:29**
CFTC-registered investment advisers, **9:21**
Charitable organizations and church plans, **9:20**
Disqualifications, **9:16, 9:26**
Exemptions, **9:16**
Foreign private advisers, **9:19**
Information regulation, **9:28**
Insurance companies, advisers to, **9:18**
Intrastate advisers, **9:17**
Private fund advisers, **9:24**
Procedure, **9:27**
Prohibitions, **9:16**
Regulation of registration information, **9:28**
Requirement, generally, **9:15**
Revocation, **9:29**
Small businesses, advisers to, **9:22**
State-regulated advisers, **9:25**
Suspension, **9:29**
Venture capital fund advisers, **9:23**
Withdrawal, **9:29**
Regulation of advisers, **9:30 to 9:55**

INVESTMENT ADVISERS ACT OF 1940—Cont'd
Reporting duty
Generally, **9:33**
Private funds, **9:34**
Restrictions on investment advisory contracts, **9:38**
Review of enforcement proceedings, **9:65**
Revocation of registration, **9:29**
Rulemaking powers of SEC, **9:30**
Sanctions under Section 203(e) and (f), **9:59**
Scienter, **9:40**
Securities, **9:7**
Securities and Exchange Commission
Jurisdiction, **1:8**
Rulemaking powers, **9:30**
Small businesses, registration of advisers to, **9:22**
Standard of proof, **9:65**
State-regulated advisers, **9:25**
State regulation, **9:66**
Supervision duty, **9:32**
Suspension of registration, **9:29**
Trading errors, **9:52**
Validity of contracts, **9:54**
Venture capital fund advisers, registration, **9:23**

INVESTMENT COMPANY ACT OF 1940
Case law, **7:48**
Securities and Exchange Commission, jurisdiction, **1:7**

INVESTMENT MANAGEMENT, DIVISION OF
Securities and Exchange Commission, operational divisions and offices, **1:19**

ITALY
Memoranda of Understanding (MOUs)
Generally, **App 52**
Consultation cooperation and exchange of information, **App 53**

JAPAN
Memoranda of Understanding (MOUs)
Generally, **App 54**

JAPAN—Cont'd
Memoranda of Understanding (MOUs) —Cont'd
Terms of reference Japan Financial Services Agency, **App 55**

JOINT AND SEVERAL ACTS OR MATTERS
Counsel representation materials, joint defense and confidentiality agreement, **App 62, App 63**
Criminal cases of clients with conflicting interests, joint representation, NY County Lawyers' Association Committee on Professional Ethics, **App 67**
Joint defense agreement
US v. Flood, **App 64**
US v Reeves, **App 65**
Joint defense and confidentiality agreement
Counsel representation materials, **App 62, App 63**
New York County Lawyers' Asso. Committee on Professional Ethics: joint representation in criminal cases, clients with conflicting interests, **App 67**
Proffer letter and agreement for immunity with U.S. Attorney and SEC jointly, **App 8**

JOINT DEFENSE AGREEMENTS
Parallel proceedings. See Parallel Proceedings (this index)

JUDICIAL REVIEW
Securities and Exchange Commission, **1:40**

JUMPSTART OUR BUSINESS STARTUPS ACT OF 2012 (JOBS)
Securities and Exchange Commission (SEC), **1:12**

JURISDICTION
Internationalization of crimes. See Internationalization of Securities Crimes (this index)
SEC. See Securities and Exchange Commission (this index)

JURY INSTRUCTIONS
Counsel representation materials, Audet v. Fraser, **App 75**

JURY INSTRUCTIONS—Cont'd
Department of Justice, insider trading indictment and jury instructions (United States v. Gupta), **App 19**

JUSTICE DEPARTMENT
See Department of Justice (this index)

LETTERS
Amendments to Whistleblower Program Rules, letter (Sept. 18, 2018), **App 3B**
House Committee on Financial Services to SEC Chair, **App 15D**
Informal immunity, informal and formal SEC investigations, **2:10**
Proffer letter, U.S. Attorney agreement to treat produced attorney client or work product material as "attorney proffer," **App 66**
SEC letter of intent re settlement and immunity agreement, **App 9**

LIMITATION PERIODS
Investment Advisers Act of 1940, **9:65**

LLOYD'S OF LONDON
Extraterritoriality, internationalization of securities crimes, cases, **5:25**

MAIL FRAUD
Criminal statutes frequently charged. See Criminal Statutes Frequently Charged in Securities Cases (this index)

MANUALS
International securities. See International Securities Manual (this index)
SEC Enforcement Manual (Feb. 24, 2026), **App 6**
U.S. Attorney's Manual selected provisions, **App 16**

MARKET ABUSE
European Court of Justice opinion on market abuse (Geltl v. Daimler), **App 35**
European Union Market Abuse Directive, **App 32**

MARKET MANIPULATION
Mail fraud and wire fraud, **6:37**
Securities Exchange Act, criminal prosecution, **7:37**

MATERIAL NONPUBLIC INFORMATION
Insider trading, criminal liability under Securities Exchange Act of 1934, **7:35**

MEMORANDA OF UNDERSTANDING (MOUS)
BaFin April 2007, **App 48**
Bank of England
Generally, **App 59**
Internationalization of securities crimes, **5:11**
Canada
Consultation cooperation and exchange of information, Alberta BC, Ontario, and Quebec, **App 45**
Ontario Quebec and BC, **App 44**
College of Euronext Regulators, **App 43**
Commission of European Communities Statement, **App 41**
Consultation cooperation and exchange of information
Alberta BC, Ontario, and Quebec, **App 45**
International Organization of Securities Commissions, **App 5A**
United Kingdom, **App 60**
E-3 MOU BaFin December 2007, **App 49**
European Securities and Markets Authority, **App 42**
Federal Financial Supervisory Authority, Germany
BaFin April 2007, **App 48**
E-3 MOU BaFin December 2007, **App 49**
France, **App 46**
France Understanding and Administrative Agreement, **App 46**
Germany. See Germany (this index)
India, SEC memoranda of understanding, **5:8**
International affairs, office of
Cooperative arrangements with foreign regulators, **App 39, App 40**
Securities and Exchange Commission
Cooperative arrangements with foreign regulators, **App 39**

MEMORANDA OF UNDERSTANDING (MOUS) —Cont'd
Internationalization of crimes. See Internationalization of Securities Crimes (this index)
Internationalization of securities crimes, Bank of England MOU, **5:11**
International Organization of Securities Commissions Enhanced Multilateral Memorandum of Understanding Concerning Consultation and Cooperation and the Exchange of Information (2016), **App 5A**
IOSCO Multilateral Memorandum of Understanding, **5:4, App 33**
Italy
Generally, **App 52**
Consultation cooperation and exchange of information, **App 53**
Japan
Generally, **App 54**
Terms of reference Japan Financial Services Agency, **App 55**
Ontario Quebec and BC, **App 44**
Protocol Germany, **App 51**
Russia, **App 56**
Switzerland, SEC memorandum of understanding (MOU), **5:9**
UK FSA, **App 58**
UKQ, **App 57**
Understanding and Administrative Agreement, France, **App 46**
United Kingdom
Bank of England, **App 59**
Consultation cooperation and exchange of information, **App 60**
Protocol FSA and FRC, **App 61**
UK FSA, **App 58**
UKQ, **App 57**
United Kingdom. See United Kingdom (this index)

MISAPPROPRIATION
Insider trading, criminal liability under Securities Exchange Act of 1934 Section 10 and Rule 10b-5, **7:30**

MONETARY SANCTIONS
Whistleblower Award Program (SEC), **3:28**

MONEY LAUNDERING
Criminal statutes frequently charged. See Criminal Statutes Frequently Charged in Securities Cases (this index)

MORRISON V. NATIONAL AUSTRALIA BANK
Internationalization of securities crimes, jurisdiction, **5:24**

MUNICIPAL SECURITIES, OFFICE OF
Securities and Exchange Commission, operational divisions and offices, **1:28**

MUTUAL LEGAL ASSISTANCE TREATIES (MLAT'S)
See Internationalization of Securities Crimes (this index)

NO-ACTION LETTERS
Securities and Exchange Commission, administrative functions, **1:32**

NON-FUNGIBLE TOKENS
Securities Act of 1933, **7:13**

OBSTRUCTION OF JUSTICE
Criminal statutes frequently charged. See Criminal Statutes Frequently Charged in Securities Cases (this index)

OFFER OR SALE
Case law, Securities Act Section 5, **7:10**

OFFICES AND DIVISIONS OF THE SEC
SEC. See Securities and Exchange Commission (this index)

ORGANIZATIONAL SENTENCING GUIDELINES
As to sentencing guidelines, generally. See Federal Sentencing Guidelines (this index)

ORIGINAL INFORMATION
Whistleblower Award Program (SEC), **3:4, 3:7 et seq.**

OUTSIDE MONITORS
Department of Justice memorandum, **App 29**

OVERSIGHT OF CROSS-BORDER INVESTMENT BUSINESS
See Internationalization of Securities Crimes (this index)

OWNERSHIP
Criminal prosecution under Securities Exchange Act of 1934, insider ownership reports, **7:41**

PARALLEL PROCEEDINGS
Generally, **4:1**
Administrative proceedings, civil remedies, **4:21**
Advancement of fees, **4:35**
Civil remedies
Generally, **4:22 et seq.**
Administrative proceedings, **4:21, 4:32**
Administrative proceedings: disqualification from appearing or practicing before the commission, **4:33**
Available remedies, **4:23**
Bar orders & other equitable remedies, **4:28**
Civil monetary penalties, **4:24**
Clawbacks, **4:29**
Disgorgement, **4:25**
Disgorgement, statute of limitation, **4:26**
Equity receiverships, **4:30**
FIRREA, **4:31**
Remedies for failure to pay settlement disgorgement or penalties, **4:27**
Settlements on consent, **4:22**
Collateral estoppel
Generally, **4:15**
Administrative hearings, **4:21**
Criminal acquittals, **4:19**
Criminal convictions, **4:18**
Double jeopardy, **4:17**
Mistrials, **4:20**
Mutuality
generally, **4:16**
administrative hearings, **4:21**
criminal acquittals, **4:19**
criminal convictions, **4:18**
Department of Justice investigations
Generally, **4:10**
Grand Jury investigation, **4:11**
Grand Jury secrecy, **4:14**

PARALLEL PROCEEDINGS—Cont'd
Department of Justice investigations —Cont'd
Search warrants, **4:12**
Wiretaps, **4:13**
Fifth Amendment privilege against self-incrimination, **4:3**
Indemnification, **4:35**
Joint defense agreements
Generally, **4:36**
Common interest, protection, **4:39**
Corporations and employees, agreement between, **4:42**
Development, **4:37**
Drafting, **4:41**
History, **4:37**
Protecting the common interest, **4:39**
Scope, **4:38**
Waiver, **4:40**
Withdrawal, **4:40**
Legal fees, **4:35**
Multiple representation, **4:34**
Proffers, **4:2**
Protective orders. Stays and protective orders, supra in this topic
Self-incrimination, **4:3**
Settlements on consent, **4:22**
Stays and protective orders
Generally, **4:4**
Administrative proceedings, **4:6**
Civil proceedings, **4:6**
Congressional, stay of congressional investigation, **4:9**
Congressional investigation, **4:9**
Defendants' requests for stays, **4:8**
Protective orders, **4:5**
Stays sought by the government, **4:7**

PCAOB
See Sarbanes-Oxley Act (this index)

PENALTIES
Investment Advisers Act of 1940, administrative proceedings, **9:61**
Whistleblower Award Program (SEC), **3:28**

PERJURY
Criminal statutes frequently charged. See Criminal Statutes Frequently Charged in Securities Cases (this index)

PERSONAL DATA
Internationalization of securities crimes, personal data privacy rules, **5:52**

PETITE POLICY
Dual and successive prosecution policy (''Petite Policy'') of Dept. of Justice, issued by Attorney General (Dec. 14, 1994), **App 27**

POLITICAL CONTRIBUTIONS
Investment Advisers Act of 1940, **9:49**

PORTUGAL
SEC memoranda of understanding, generally, **5:7**

PRINCETON, NEWPORT AND ELLIOTT DOCTRINE
Racketeer Influenced and Corrupt Organizations Act (RICO), **6:9**

PRIVACY
Internationalization of securities crimes, personal data privacy rules, **5:52**

PRIVATE RIGHT OF ACTION
Investment Advisers Act of 1940, **9:67**
Trust Indenture Act of 1939 (this index)
Whistleblower Award Program (SEC), **3:59**

PROFFER LETTER
U.S. Attorney agreement to treat produced attorney client or work product material as ''attorney proffer,'' **App 66**

PROFFER SESSIONS
Parallel proceedings, **4:2**

PROSECUTION
Business organizations, principles of federal prosecution, **App 28**
Criminal, digital assets, **7:15**
Principles of Federal Prosecution of Business Organizations, **App 28**

PROTECTIVE ORDERS
Parallel proceedings. See Parallel Proceedings (this index)

PROXIES
Securities Exchange Act of 1934, proxy materials, disclosure, **7:39**

PROXY MATERIALS
Case law, Securities Exchange Act of 1934, disclosure and filing violations, **7:39**
Investment Advisers Act of 1940, **9:50**

PUBLIC COMPANY ACCOUNTING OVERSIGHT BOARD
See Sarbanes-Oxley Act (this index)

PUBLIC UTILITY HOLDING COMPANY ACT OF 1935
Case law, **7:50**

RACKETEER INFLUENCED AND CORRUPT ORGANIZATIONS ACT (RICO)
Criminal statutes frequently charged. See Criminal Statutes Frequently Charged in Securities Cases (this index)

RECANTATION
Perjury, **6:53, 6:61**

RECORDS AND RECORDING
Case law, accounting books and records violations
Basic requirements, **7:44**
Criminal liability, generally, **7:43**
Elements, **7:45**
Criminal prosecutions under Securities Exchange Act of 1934, **7:43 to 7:45**
Investment Advisers Act of 1940, record keeping duty of advisers
Generally, **9:33**
Constitutionality of requirement, **9:37**

REFERRALS
Criminal prosecution, Securities and Exchange Commission, administrative functions, **1:36 to 1:38**
Investment Advisers Act of 1940, cash fees, **9:48**
SEC materials, **App 14**

REGIONAL OFFICES
Securities and Exchange Commission, operational divisions and offices, **1:27**

REGISTRATION
Investment advisers. See Investment Advisers Act of 1940 (this index)

REPORTS AND REPORTING
Case law, annual and periodic reports, disclosure and filing violations, **7:40**
Investment Advisers Act of 1940, reporting duty of advisers, **9:33, 9:34**
Whistleblower Award Program (SEC), interference with reporting systems, **3:40**

RESTITUTION
Sentencing, **10:9**

RICO (RACKETEER INFLUENCED AND CORRUPT ORGANIZATIONS ACT)
Criminal statutes frequently charged. See Criminal Statutes Frequently Charged in Securities Cases (this index)

RISK, STRATEGY, AND FINANCIAL INFORMATION, DIVISION OF
Securities and Exchange Commission, operational divisions and offices, **1:20**

RULE MAKING PROCEDURES
Administrative functions, SEC, **1:39**
Investment Advisers Act, rule-making powers of SEC, **1:39**

RUSSIA
Memoranda of Understanding (MOUs), **App 56**

SALE OR OFFER
Case law, Securities Act Section 5, **7:10**

SARBANES-OXLEY ACT
Accounting enforcement, internationalization of securities crimes, **5:31 to 5:33**
Investigations (informal and formal SEC), roles of PCAOB, **2:7**
Jurisdiction, Securities and Exchange Commission (SEC), **1:10**
Obstruction of justice, Section 1519, Sarbanes-Oxley additions, **6:87**
Public Company Accounting Oversight Board
European Commission's cooperation with PCAOB, **5:33**

SARBANES-OXLEY ACT—Cont'd
Public Company Accounting Oversight Board—Cont'd
Internationalization of securities crimes
China's cooperation with PCAOB, **5:32**
Role of PCAOB in international enforcement, **5:31**
Securities and Exchange Commission (SEC), **1:10**

SCIENTER
Investment Advisers Act of 1940, **9:40**

SEC
See Securities and Exchange Commission (this index)

SECURITIES ACT OF 1933
Case law
Criminal liabilities provisions, **7:7**
Criminal prosecutions, digital assets, **7:15**
Crypto asset exchange platforms, **7:14**
Cryptocurrencies, **7:12**
Digital assets as securities, **7:11**
Liabilities provision of the Securities Act of 1933, **7:7**
Non-fungible tokens, **7:13**
Section 5, **7:8 to 7:10**
Elements, **7:8**
Intent, **7:9**
Sale or offer, **7:10**
Section 17
Antifraud liability, **7:17 to 7:19**
Criminal liability, **7:17 to 7:19**
Defenses, **7:19**
Intent, **7:18**
Section 24
Criminal liability, **7:20**
False filing liability, **7:20**
Criminal prosecutions, digital assets, **7:15**
Crypto asset exchange platforms, **7:14**
Cryptocurrencies, **7:12**
International securities manual, In re Securities Act, R.S.B.C. 1996, C.418, **App 36**
Non-fungible tokens, **7:13**

SECURITIES ACT OF 1933—Cont'd
Section 5
Defenses, **7:16**
Securities and Exchange Commission, **1:3**

SECURITIES AND EXCHANGE COMMISSION (SEC)
Generally, **1:1**
Accounting fraud complaint (SEC v. ClearOne Communications, Flood and Strohm), **App 12**
Administrative functions
Generally, **1:30**
Comments, **1:33**
Conferences, **1:31**
Cooperation with foreign and domestic authorities, **1:35**
Formal referral for criminal prosecution, **1:37**
Informal referral for criminal prosecution, **1:38**
Investigations, **1:34**
No-action letters, **1:32**
Referrals for criminal prosecution, **1:36 to 1:38**
Rule making procedures, **1:39**
Subpoena materials, **App 2**
Administrative Law Judges, Office of, **1:24**
Administrative subpoena materials (In the Matter of Enron Corp.), **App 2**
Advancing SEC's mission through international organizations, **App 39A**
Bankruptcy Act of 1986, **1:9**
Comments, administrative functions, **1:33**
Complaint, SEC materials, **App 14**
Conferences, administrative functions, **1:31**
Cooperation, SEC statement on relationship of cooperation to agency enforcement decisions, **App 5**
Cooperation with foreign and domestic authorities, administrative functions, **1:35**
Deferred prosecution agreement, **App 15F**
Divisions and offices. Operational divisions and offices, infra in this topic

SECURITIES AND EXCHANGE COMMISSION (SEC)—Cont'd
Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010, **1:11**
Enforcement activities
Generally, **1:1**
Enforcement Manual (Feb. 24, 2026), **App 6**
Enforcement power, generally, **1:1**
Rules on enforcement activities (17 C.F.R. § 202.5), **App 11**
SEC statement on relationship of cooperation to agency enforcement decisions, **App 5**
Foreign Corrupt Practices Act, resource guide, **App 7**
Formal order of investigation, **App 1**
Gathering and sharing of information. See Investigations (Informal and Formal SEC) (this index)
Insider trading complaint (SEC v. CR Intrinsic Investors et al.), **App 13**
International Affairs, Office of
Cooperative arrangements with foreign regulators, **App 39**
Operational divisions and offices, **1:26**
Internationalization of crimes. See Internationalization of Securities Crimes (this index)
Investigations
Administrative functions, **1:34**
Formal order of investigation, **App 1**
Informal and formal. See Investigations (informal and formal SEC) (this index)
Investment Advisers Act of 1940. See Investment Advisers Act of 1940 (this index)
Investment Company Act of 1940, **1:7**
Judicial review, **1:40**
Generally, **1:40**
Jumpstart our business startups act of 2012, **1:12**
Jurisdiction
Generally, **1:2**
Bankruptcy Act of 1986, **1:9**
Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010, **1:11**
Investment Advisers Act of 1940, **1:8**

SECURITIES AND EXCHANGE COMMISSION (SEC)—Cont'd
Jurisdiction—Cont'd
Investment Company Act of 1940, **1:7**
Sarbanes-Oxley Act of 2002, **1:10**
Securities Act of 1933, **1:3**
Securities Enforcement Remedies and Penny Stock Reform Act of 1990, **1:5**
Securities Exchange Act of 1934, **1:4**
Trust Indenture Act of 1939, **1:6**
Manuals, Enforcement Manual (Feb. 24, 2026), **App 6**
Memoranda of understanding (MOU)
England. See United Kingdom (this index)
Germany. See Germany (this index)
India, SEC memoranda of understanding, generally, **5:8**
International Affairs, Office of, cooperative arrangements with foreign regulators, **App 39**
Internationalization of crimes. See Internationalization of Securities Crimes (this index)
United Kingdom. See United Kingdom (this index)
No-action letters, administrative functions, **1:32**
No enforcement action letter (Mar. 20, 2025), **App 5A**
Non-prosecution agreement, **App 15E**
Office of Administrative Law Judges, **1:24**
Offices and divisions. Operational divisions and offices, infra in this topic
Operational divisions and offices
Generally, **1:14**
Adjudication, **1:25**
Administrative Law Judges, Office of, **1:24**
Chief Accountant, Office of, **1:22**
Corporate Finance, Division of, **1:16**
Enforcement, Division of, **1:18**
Examinations, Division of, **1:21**
Filings and Information Services, Office of, **1:23**
International Affairs, Office of, **1:26**
Internet Enforcement, Office of, **1:29**
Investment Management, Division of, **1:19**

SECURITIES AND EXCHANGE COMMISSION (SEC)—Cont'd
Operational divisions and offices —Cont'd
Municipal Securities, Office of, **1:28**
Office of General Counsel, **1:15**
Regional offices, **1:27**
Risk, Strategy, and Financial Information, Division of, **1:20**
Trading and Markets, Division of, **1:17**
Organization, generally, **1:13 to 1:29**
Proffer letter and agreement for immunity with U.S. Attorney and SEC jointly, **App 10**
Referral for criminal prosecution, administrative functions, **1:36 to 1:38**
Referrals, SEC materials, **App 14**
Resource guide to U.S. Foreign Corrupt Practices Act, **App 7**
Rule making procedures
Administrative functions, **1:39**
Investment Advisers Act, **1:39**
Sarbanes-Oxley Act of 2002, **1:10**
SEC Letter of Intent re settlement and immunity agreement, **App 9**
Securities Act of 1933, **1:3**
Securities Enforcement Remedies and Penny Stock Reform Act of 1990, **1:5**
Securities Exchange Act of 1934, **1:4**
SEC v. ClearOne Communications, Flood and Strohm (accounting fraud complaint), **App 12**
SEC v. CR Intrinsic Investors et al. (insider trading complaint), **App 13**
SEC v. Delta Equity Services Corp. and Grenier case materials, **App 10**
Subpoenas
SEC information for regulated entities directed to supply information other than pursuant to, **App 3**
Supplemental information for persons requested to supply information voluntarily or directed to supply information pursuant to, **App 4**
Tip, SEC materials, **App 14**
Trust Indenture Act of 1939, **1:6**
Voluntary inquiry close-out letter (Mar. 24, 2025), **App 5B**
Whistleblower award claims, **App 15H**

SECURITIES AND EXCHANGE COMMISSION (SEC)—Cont'd
Whistleblower Award Program. See Whistleblower Award Program (SEC) (this index)

SECURITIES ENFORCEMENT REMEDIES AND PENNY STOCK REFORM ACT OF 1990
Jurisdiction, **1:5**
Securities and Exchange Commission, **1:5**

SECURITIES EXCHANGE ACT OF 1934
Case law
Generally, **7:21**
Aiding and abetting, **7:26**
Annual and periodic reports, disclosure and filing violations, **7:39**
Disclosure and filing violations
Annual and periodic reports, **7:39**
Insider ownership reports, **7:41**
Proxy materials, **7:40**
Insider ownership reports, disclosure, **7:41**
Insider trading
generally, **7:28**
Classical theory, **7:29**
Confidence, duty of, **7:31**
Duty of trust and confidence, **7:31**
Material nonpublic information, **7:35**
Misappropriation theory, **7:30**
"On the basis of," **7:34**
Section 10 and Rule 10b-5, **7:28 to 7:35**
Shadow trading, **7:32**
Tender offers, **7:36**
Tipper/tippee liability, **7:33**
Trust, duty of, **7:31**
Market manipulation, **7:37**
Proxy materials, disclosure, **7:40**
Section 10 and Rule 10b-5
Elements, **7:22 to 7:25**
"In connection with," Section 10(b), **7:25**
Insider trading, **7:28 to 7:35**
Intent to defraud, Section 10(b), **7:27**
Materiality, Section 10(b), **7:24**

SECURITIES EXCHANGE ACT OF 1934—Cont'd
Case law—Cont'd
Section 10 and Rule 10b-5—Cont'd
Misstatement or omission, Section 10(b), **7:23**
Standards of culpability, Section 10(b), **7:27**
Market manipulation, **7:37**
Proof of a violation, **7:38**
Proxy materials, disclosure, **7:40**
Securities and Exchange Commission, **1:4**

SELF-INCRIMINATION
Parallel proceedings, **4:3**

SENTENCING
Federal guidelines. See Federal Sentencing Guidelines (this index)

SETTLEMENT AGREEMENTS
SEC letter of intent re settlement and immunity agreement, **App 9**

SHADOW TRADING
Insider trading, **7:32**

SIGNIFICANCE OF INFORMATION
Whistleblower Award Program (SEC), **3:33**

SMALL BUSINESSES
Investment Advisers Act of 1940, registration of advisers, **9:22**

STAYS AND PROTECTIVE ORDERS
Parallel proceedings. See Parallel Proceedings (this index)

STRATEGY, RISK AND FINANCIAL INFORMATION
Division of Risk, Strategy, and Financial Information, Securities and Exchange Commission, **1:20**

SUBORNATION OF PERJURY, SECTION 1622
Elements of offense, **6:56**
Scope of Section, **6:55**

SUBPOENAS
Documents, administrative subpoena for, **App 2**

SUBPOENAS—Cont'd
Extraterritorial application of U.S. securities laws, broadening reach of subpoenas, **5:39**
Individual, administrative subpoena for, **App 2**
SEC information for regulated entities directed to supply information other than pursuant to, **App 3**
Supplemental information for persons requested to supply information voluntarily or directed to supply information pursuant to, **App 4**

SWITZERLAND
Internationalization of securities crimes, SEC memorandum of understanding (MOU), **5:9**

TENDER OFFERS
Insider trading, criminal liability under Securities Exchange Act of 1934, **7:36**

TIP
SEC materials, **App 14**

TIPPER/TIPPEE LIABILITY
Insider trading, criminal prosecution under Securities Exchange Act of 1934 Section 10 and Rule 10b-5, **7:33**

TOKEN
Non-fungible, Securities Act of 1933, **7:13**

TRADING AND MARKETS, DIVISION OF
Securities and Exchange Commission, operational divisions and offices, **1:17**

TREATIES
Mutual legal assistance treaties (MLATs). See Internationalization of Securities Crimes (this index)

TRUST INDENTURE ACT OF 1939
Applicability
Exempted securities, **8:3**
Scope, **8:2**
SEC's power to exempt, **8:4**
Bondholders' lists
Obligors and securities sellers, to trustee, **8:13**

TRUST INDENTURE ACT OF 1939 —Cont'd
Bondholders' lists—Cont'd
Trustees, to indenture holders, **8:19**
Case law, **7:47**
Claims against obligor
Generally, **8:24**
Apportionment, **8:26**
Defenses, **8:31**
Exceptions, **8:25**
Indenture holder's duties and powers, **8:29**
Paying agent's duties, **8:28**
Regulations on indenture provisions, **8:30**
Removal of trustee, **8:27**
Resignation of trustee, **8:27**
Trustee's claims, generally, **8:24**
Conditions precedent, evidence of compliance, **8:15**
Defenses, claims against obligor, **8:31**
Disqualification of trustees, **8:10**
Duties
Indenture holder, **8:29**
Obligors and securities sellers, infra in this topic
Paying agent, **8:28**
Trustees, infra in this topic
Eligibility of trustees, **8:9**
Enforcement actions of SEC, **8:32**
Evidence
Compliance with conditions precedent, **8:15**
Recording of indenture, **8:16**
Fair value certificates, **8:17**
Introduction, **8:1**
Investigation of trustees by SEC, **8:11**
Obligors and securities sellers
Bondholders' lists, provision to trustee, **8:13**
Compliance with conditions precedent, evidence to trustee, **8:15**
Conditions precedent, evidence of compliance, **8:15**
Duties, generally, **8:13 to 8:18**
Evidence of recording of indenture, provision to trustee, **8:16**
Fair value certificates to trustee, **8:17**
Filing periodic reports, **8:14**
Periodic reports, **8:14**

TRUST INDENTURE ACT OF 1939 —Cont'd
Obligors and securities sellers—Cont'd
Prohibition on certain representations, **8:18**
Recording of indenture, evidence to trustee, **8:16**
Representations, prohibition on certain one, **8:18**
Paying agent's duties, **8:28**
Periodic reports, **8:14**
Private cause of action
Actions, generally, **8:33**
Assessment of damages, **8:36**
Damages, **8:36**
Misleading statements, liability, **8:34**
Trustee's powers upon obligor's default, **8:35**
Qualification process
Generally, **8:5**
Effect of qualification, **8:8**
Registration not required, **8:7**
Registration required, **8:6**
Recording of indenture, **8:16**
Registration
Not required, **8:7**
Required, **8:6**
Regulations
Claims against obligor, **8:24 to 8:31**
Duties and powers of trustees, **8:19 to 8:23**
Duties of obligors and securities sellers, **8:13 to 8:18**
Enforcement by SEC, **8:12**
Obligors and securities sellers duties, **8:13 to 8:18**
Rulemaking by SEC, **8:12**
Trustee's duties and powers, **8:19 to 8:23**
Reporting, **8:14**
Securities and Exchange Commission (SEC)
Generally, **1:6**
Enforcement, **8:12, 8:32**
Exemption of securities, **8:4**
Investigation of trustees, **8:11**
Rulemaking, **8:12**
Securities sellers. Obligors and securities sellers, supra in this topic

TRUST INDENTURE ACT OF 1939 —Cont'd
Trustees
Bondholders' lists, furnishing to indenture holders, **8:19**
Claims against obligor, **8:24 to 8:31**
Costs, undertaking for, **8:23**
Default, duties in case of, **8:22**
Disqualification, **8:10**
Duties, **8:19 to 8:23**
Eligibility of trustees, **8:9**
Indenture holders, duties to, **8:19, 8:20**
Prior to default, duties, **8:21**
Private right of action, **8:35**
Reporting to indenture holders, duty, **8:20**
SEC's power to investigate, **8:11**
Undertakings, **8:23**

UKQ
Memoranda of Understanding (MOUs), **App 57**

UNITED KINGDOM
Bank of England MOU
Generally, **App 59**
Internationalization of securities crimes, initiatives relating to controls and cooperation, **5:11**
Financial Services Authority decisions on trading on confidential information (David Einhorn and Greenlight Capital), **App 34**
Internationalization of securities crimes
Federal Corrupt Practices Act compared with UK Bribery Act, **5:29**
UK Bribery Act, **5:28**
Memoranda of Understanding (MOUs)
Bank of England
generally, **App 59**
Internationalization of securities crimes, initiatives relating to controls and cooperation, **5:11**
Consultation cooperation and exchange of information, **App 60**
Protocol FSA and FRC, **App 61**
UK FSA, **App 58**
UKQ, **App 57**

UNITED NATIONS
Convention against Corruption, ratification status, **App 38A**
Convention Against Transnational Organized Crime, **App 38**

U.S. ATTORNEY
Application for order granting use immunity, **App 25**
Broad ''letter immunity,'' **App 21, App 22**
Manual selected provisions, **App 16**
Proffer letter
Agreement to treat produced attorney client or work product material as ''attorney proffer,'' **App 66**
Proffer letter, agreement to treat produced attorney client or work product material as ''attorney proffer,'' **App 66**

U.S. CONSTITUTION AND INTERNATIONAL CRIMINAL MATTERS
Internationalization of securities crimes, **5:46**

USE OF MAILS
Mail fraud. See Criminal Statutes Frequently Charged in Securities Cases (this index)

USE OF WIRES
Wire fraud. See Criminal Statutes Frequently Charged in Securities Cases (this index)

VENTURE CAPITAL FUNDS
Investment Advisers Act of 1940, registration of advisers, **9:23**

VENUE
Criminal securities case law, **7:6**

VERDICT
Department of Justice, insider trading indictment and jury verdict form (United States v. Goffer et al.), **App 17**

VOLUNTARY SUBMISSION
Whistleblower Award Program (SEC), **3:3**

WAIVER
Extraterritorial application of U.S. securities laws, compelled waivers of foreign security laws, **5:40**
Whistleblower Award Program (SEC), employee's right to monetary award, **3:56**

WALL STREET REFORM AND CONSUMER PROTECTION ACT OF 2010
Securities and Exchange Commission (SEC), **1:11**

WHISTLEBLOWER AWARD PROGRAM (SEC)
Generally, **3:1**
Additional obligations, refusal as post-submission disqualifier, **3:23**
Administrative actions covered, **3:24**
Adverse preliminary determination, relevant factors to response, **3:47**
Amendments to Whistleblower Program Rules, letter (Sept. 18, 2018), **App 3B**
Anonymity
Representation by attorney, **3:18**
Whistleblower, **3:18**
Appeals of final award orders, **3:51**
Application for consideration as a receiver, **App 15G**
Assistance provided, **3:34**
Attorney representation, anonymity, **3:18**
Awards
Adverse preliminary determination, relevant factors to response, **3:47**
Amount, generally, **3:44**
Appeals of final orders, **3:51**
Claims, **3:29 to 3:31**
Contested preliminary award, **3:46**
Contesting, **3:48**
Determinations, **3:41 to 3:51**
Documents, SEC materials, **App 15**
Enhancement of amount, **3:32 to 3:36**
Issuance, **3:42, 3:43**
Payment, **3:49, 3:50**
Preliminary award determinations, **3:45 et seq.**
Preliminary summary disposition, **App 3C**
Recipient, **3:43**

WHISTLEBLOWER AWARD PROGRAM (SEC)—Cont'd
Awards—Cont'd
Reduction of amount, **3:37 to 3:40**
Summary dispositions of award claims, **3:44.50**
Waiving an employee's right to monetary award, agreement, **3:56**
Claims
Award claims, **3:29 to 3:31**
Notice of covered action, **3:29, App 15C**
Related actions, award claim, **3:31**
SEC actions, award claim, **3:30**
Collection of monetary sanctions, **3:28**
Confidentiality agreement redacted, **App 15A**
Contested preliminary award, **3:46**
Covered actions
Administrative actions, **3:24**
Claims, notice, **3:29**
Judicial actions, **3:24**
Multiple actions, **3:26, 3:27**
Successful enforcement requirement, **3:25**
Culpability, **3:38**
Deferred prosecution agreement, **App 15F**
Delay unreasonable, **3:39**
Deposits, **3:28**
Disgorgement, **3:28**
Documents, SEC materials, **App 15**
Eligibility
Generally, **3:2**
Compliance and audit professionals, exceptions, **3:12**
Factual information, **3:5**
Independent analysis, **3:6**
Officers, directors, trustees and partners, exceptions, **3:13**
Original information, **3:4, 3:7 et seq., 3:11**
Voluntary submission, **3:3**
Enforcement success
Multiple successful actions, **3:26**
Requirement, **3:25**
Enhancement of award
Generally, **3:32**
Assistance provided, **3:34**
Definitions, **3:34**

WHISTLEBLOWER AWARD PROGRAM (SEC)—Cont'd
Enhancement of award—Cont'd
Interest of law enforcement, **3:35**
Internal compliance, participation, **3:36**
Law enforcement interest, **3:35**
Significance of information, **3:33**
Factual information requirement, **3:5**
Form TCR, **3:15**
Frivolous or fraudulent award applications, permanent bars for, **3:23.50**
House Committee on Financial Services, letter, **App 15D**
Identity protections, **3:57**
Independent analysis, **3:6**
Interest
Law enforcement's interest, **3:35**
Monetary sanction, **3:28**
Internal compliance
Interference with, award reduction, **3:40**
Participation by whistleblower, award enhancement, **3:36**
Investor funds, payment by, **3:50**
Issuance of award, **3:43**
Judicial actions covered, **3:24**
Law enforcement interest, **3:35**
Letter from House Committee on Financial Services, **App 15D**
Liquidated damages, **3:55**
Monetary sanctions, **3:28**
Multiple successful SEC actions, **3:26**
Multiple whistleblowers submitting information, **3:16**
Non-disparagement clauses, **3:54**
Non-prosecution agreement, **App 15E**
Notice of covered action, **3:29, App 15C**
Original information
Exclusions
generally, **3:7 et seq.**
criminally culpable individuals, **3:8**
experts retained to assist whistleblower, **3:10**
government agency employees, **3:9**
qualified, **3:11**
Qualified exclusions, **3:11**
Requirement, generally, **3:4**
Payment, **3:49, 3:50**
Penalties, **3:28**

WHISTLEBLOWER AWARD PROGRAM (SEC)—Cont'd
Post-submission disqualifications
Generally, **3:20**
Additional obligations, refusal, **3:23**
Auditor's information, **3:22**
Refusal as to additional obligations, **3:23**
Wrongful conduct, **3:21**
Preliminary award determinations, **3:45 et seq.**
Protecting information
Anonymity for whistleblowers, **3:18**
Confidentiality, **3:17**
Representation by attorney anonymously, **3:18**
Third parties, **3:19**
Protecting whistleblower
Generally, **3:52**
Anti-retaliation, **3:59**
Confidentiality agreements, **3:53**
Disclosing employee's identity as SEC whistleblower, **3:58**
Failure to report to SEC, application of protections, **3:64**
Identity seeking, **3:57**
Internal-only, **3:62**
Lawful acts, limitation to, **3:63**
Liquidated damages, **3:55**
Non-disparagement clauses, **3:54**
Private right of action, **3:59**
Requiring employee representations, **3:57.50**
Retaliation against investors, SEC enforcement actions for, **3:62.50**
SEC action, **3:60, 3:61, 3:62**
Severance agreements, **3:55**
Waiving employee's right to monetary award, agreement, **3:56**
Reduction of award
Generally, **3:37**
Culpability, **3:38**
Interference, **3:40**
Internal compliance, interference with, **3:40**
Reporting systems, interference with, **3:40**
Unreasonable delay, **3:39**
Related actions, **3:27**

WHISTLEBLOWER AWARD PROGRAM (SEC)—Cont'd
Reporting systems, interference with, **3:40**
Severance agreements, **3:55**
Significance of information, **3:33**
Submitting information
Generally, **3:14**
Auditor's information, **3:22**
Form TCR, **3:15**
Multiple whistleblowers, **3:16**
Post-submission disqualifications, **3:20 to 3:23**
Voluntary submission, **3:3**
Wrongful conduct, **3:21**
Successful enforcement requirement, **3:25**
Unreasonable delay, **3:39**
Voluntary submission, **3:3**
Whistleblower award documents, **App 15**
Whistleblower payment information form, **App 15B**
Wrongful conduct as post-submission disqualifications, **3:21**

WIRE FRAUD
Criminal statutes frequently charged. See Criminal Statutes Frequently Charged in Securities Cases (this index)

WITNESSES
Informal and formal SEC investigations, witness testimony and formal immunity, **2:9**
Perjury. See Criminal Statutes Frequently Charged in Securities Cases (this index)

WORK PRODUCT AND WORK PRODUCT PROTECTION
''Attorney Proffer,'' letter from U.S. Attorney to counsel agreeing to treat produced attorney-client or work product material as, **App 66**
Internationalization of securities crimes, **5:53, 5:54**
Non-United States, in-house counsel, **5:54**
United States, in-house counsel, **5:53**