Instructor: Barry M. Kaplan


Cases, Statutory and Regulatory Texts and Additional Reading: Will be posted on course website.

The Friday time period will be broken up into two sessions, the first from 10:30 am to 11:20 am and the second from 11:30am to 12:20pm.

Readings assigned for each session should be done prior to the session. Many of the readings are for background and will not precisely track the classroom lecture/discussion. We will not generally cover-and you do not have to read-the “problems” sections of the assigned readings.

01/11/13
SESSION 1: OVERVIEW OF SECURITIES
READING: Text pp. 1-22
STATUTE: Securities Exchange Act of 1934 Section 10(b)

SESSION 2: STATEMENTS AND OMISSIONS
READING: Text pp. 45-62

01/18/13
SESSION 3: MATERIALITY
READING: Text pp. 62-92
CASES: Basic, Inc. v. Levinson
Matrixx Initiatives, Inc. v. Siracusano

SESSION 4: SCIENTER
READING: Text pp. 107-135

01/25/13
SESSION 5: RELIANCE / TRANSACTION CAUSATION / FRAUD ON THE MARKET
READING: Text pp. 149-186

SESSION 6: PRIMARY AND SECONDARY LIABILITY / “IN CONNECTION WITH” REQUIREMENT
02/01/13
SESSION 7: LOSS CAUSATION
READING: Text pp. 186-204

SESSION 8: DAMAGES
READING: Text pp. 204-218

02/08/13
SESSION 9: PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995
READING: Text pp. 415-445
STATUTE: Private Securities Litigation Reform Act of 1995

SESSION 10: '33 ACT LITIGATION
READING: Text pp. 269-336
STATUTE: Securities Act of 1933, Sections 11 & 12

02/15/13
SESSION 11: M&A LITIGATION / PROXY LITIGATION
READING: Text pp. 342-374
ADDITIONAL READING: Doug Clark, “Anatomy of a Merger Litigation,” boardmember.com, February 2012

SESSION 12: TENDER OFFER LITIGATION
READING: Text 381-414

02/22/13
SESSION 13: DERIVATIVE LITIGATION
READING: Text pp. 457-460
CASES: Aronson v. Lewis
       Rales v. Blasband
       In re F5 Networks, Inc.

SESSION 14: STATE LAW / SHAREHOLDER RIGHTS / USA/ INDIVIDUAL ACTIONS / WSSA
READING: Text pp. 445-457
       Delaware General Corporate Law § 220
       Securities Act of Washington, RCW 21.20.430
03/01/12

SESSION 15: D&O INSURANCE / INDEMNIFICATION / EXCULPATION
   READING: To be assigned

SESSION 16: INSIDER TRADING
   READING: Text pp. 467-527, 540-548, 575-587

03/08/13

SESSION 17: SEC ENFORCEMENT
   READING: To be assigned

SESSION 18: JURISDICTION / SECURITIES ARBITRATION/RETAIL LITIGATION
   READING: Text pp. 967-998, 1009-1049

SPECIAL OPTIONAL SESSION (To be Scheduled) – THE PRACTICE OF SECURITIES LITIGATION