

Corporate Law

Professor Pierluigi Matera
(pronouns: he, him, his)

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Instructor

Pierluigi Matera

Email

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Office Hours

Office Hours will be every other Thursday, from 6:00pm to 7:00pm. I kindly request you to sign up for office hours by 7:00pm the day before via email (p.matera@unilink.it and f.fioriti@libralelegalpartners.com)

I strongly encourage you to come to office hours with questions or concerns about any aspect of the class or material.

Please note that there will be no office hours after our last session.

Meetings and Location

Monday, 12:00pm – 15:00pm

Room to be assigned

Catalog Description

Course about the legal structure and characteristics of business corporations. Topics include the promotion and formation of corporations; the distribution of power between management and shareholders; the limitations on management powers imposed by state law fiduciary duties and federal securities laws; shareholder derivative suits; capital structure and financing of corporations; and fundamental changes in corporate structure, such as mergers and sales of assets.

Prerequisite

None

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Course Description

The course will introduce you to the law, policy, and theory of business corporations. We will delve into the corporate form and investigate how its story is inextricably entangled with the story of capitalism. We will touch upon the rise of Delaware's dominance, its staying power, past and future challenges, and why all this matters for corporate law and business. We will briefly mention the core structural characteristics of the business corporation across the jurisdictions of the major market economies. We will then focus on how corporate charters, state law, and federal securities laws define, distribute, and limit rights, powers, duties, and liabilities among corporate constituencies in various corporate contexts: formation, securities issuance, management, voting, large transactions, litigation. Our final meetings will be devoted to M&A—transactional planning (in particular, takeover strategies and defensive tactics) and litigation.

Course Materials

There are 5 main sets of materials for the course. Nevertheless, the *Bainbridge* and the *Allen, Kraakman & Khanna* (together with the cases, statutes and regulations cited in this Packet) are what I require. The materials are as follows:

1. *Textbook*. During our sessions, in addition to AK&K, I will also refer to *Bainbridge*, CORPORATE LAW, Fourth Edition (2020).
(*This book is also referred to as 'Bainb.'* in the Course Schedule).
2. *Casebook*. The casebook for this course is *Allen, Kraakman & Khanna, COMMENTARIES AND CASES ON THE LAW OF BUSINESS ORGANIZATION*, Sixth Edition (2021).
(*This casebook is also referred to as 'AK&K'* in the Course Schedule).

You are encouraged to read the relevant section(s) or case(s), should you be especially interested in a particular topic. Nevertheless, you are required to read only the cases that are cited in the Course Packet.

3. *Course Packet (articulated in 11 Sections)*. We will use slides as a teaching/learning aid throughout the course. These slides constitute the Course Packet. The Course Packet is articulated in 11 Sections—I will gradually post these Sections on Smart Learn (before the class meetings during which we cover the corresponding topics). Therefore, before the end of our sessions (Monday, May 13), the entire Course Packet will be available on Smart Learn.
(*This Course Packet is also referred to as 'Packet Sec. [the number of the section]'* in the Course Schedule).
4. *Additional Materials*. From time to time, we might also supplement slides with additional materials (scholarship, excerpts, cases if not available in the casebook, practice tests), which will be distributed through Smart Learn in due course.
5. *Statutes and Regulations*. Statutes and regulations are extremely important. You must read the key provisions discussed in the course packet and cases. All the statutes are public domain and available online (all relevant statutes are available through Westlaw and/or Lexis and/or elsewhere—*e.g.*, see Delaware General Corporation Law, <https://delcode.delaware.gov/title8/c001/index.html>). Please note that, as a guide to these often very complicated provisions, prof. Holger Spamann has made simplified versions of relevant parts of the Delaware General Corporation Law and the Federal Proxy Rules available as book, which can be purchased at <https://www.amazon.com/dp/B09CB5X7W1>. The simplified versions are also available online at <https://simplifiedcodes.com/>. While these are useful for your understanding, you must ultimately consult the original text.

Course Objectives

Objectives	Assessments
<p>Upon successful completion of this course, you should be able to:</p> <ul style="list-style-type: none"> • know and understand the origin of the corporate form and the economic theory underpinning it; 	<p>You will be assessed on these learning objectives through:</p> <ul style="list-style-type: none"> • take-home paper + in-class exam;

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| <ul style="list-style-type: none"> • know and understand the basic theory and policy behind corporate law, and the most significant implications that it raises; | <ul style="list-style-type: none"> • take-home paper + in-class exam; |
| <ul style="list-style-type: none"> • know and understand the basic substantive and procedural law of corporations and apply it to complex fact patterns; | <ul style="list-style-type: none"> • take-home paper + in-class exam; |
| <ul style="list-style-type: none"> • know and understand basic notions of antitrust and financial market regulations; | <ul style="list-style-type: none"> • take-home paper + in-class exam; |
| <ul style="list-style-type: none"> • demonstrate the command of the most significant doctrines | <ul style="list-style-type: none"> • take-home paper + in-class exam; |
| <ul style="list-style-type: none"> • engage in legal analysis, reasoning, problem-solving, and oral communication. | <ul style="list-style-type: none"> • class participation and case brief + take-home paper + in-class exam. |
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Exams and Grading

Your grade will be based on:

- Midterm, that is, a 3-hour, in-class, restricted open-book exam, halfway through the course. During the exam, you will be allowed to consult only a print version of the Delaware General Corporation Law and of the Model Business Corporation Act. The exam may include essay prompts and/or issue spotters. The midterm counts 40% toward the final grade;
- Final exam, that is, a 3-hour, in class, restricted open-book exam, at the end of the semester. During the exam, you will be allowed to consult only a print version of the Delaware General Corporation Law and of the Model Business Corporation Act. The exam may include essay prompts and/or issue spotters. The final exam counts 60% toward the final grade. Students who fail any of the in-course assessments shall take an extended, 4-hour final exam. This exam shall have additional sections depending upon the lacking contribution to the final grade. In the later sessions, oral exam may be available, provided that the exam will cover the entire program. Special sessions of review will be a requirement to take the oral exam.

In addition, attendance and participation will be considered in grading. In particular, your final grade may be adjusted by one increment based on attendance and participation: one point up (*e.g.*, '26' may become '27').

Through the in-class assessments (in-class participation, midterm, and take-home paper) and the final exam, I will assess your ability to spot legal issues, analyze them in a way that reflects command of the relevant doctrine, discuss theoretical and practical implications as well as the underlying policy. Strong answers also benefit from clear writing, logical organization, and good judgment. I value essays that tackle the core.

Course Policies

Class Readings

I will assign some cases and readings (see the Course Schedule). You are expected to complete these assignments by the time that class begins. Please note that reading assignments and other

assignments marked ‘(**)’ are optional; all others are required.

Practice Tests

Before the final exam, we will schedule two non-mandatory sessions where I will administrate practice tests. Practice tests are primarily learning tools and replicate the pattern of the final exam. They are designed to guide you in your review of the materials and preparation for the final exam. I encourage you to attend these sessions.

Laptop Policy

The use of laptops in the classroom is allowed to take notes and check on course materials. We are a community of scholars who come together three times a week to discuss Corporations. In this context, the environment for engagement and discussion is much better and much livelier if we leave the world of social media behind. In this way, we are better able to pay attention to and respect each other's arguments and thoughts. I thank you in advance for this.

Classroom Climate

The classroom ethos should be of respectful, pluralistic, and rigorous engagement. In this class, we will discuss corporate law from a variety of ideological and methodological perspectives. Participation in a discussion can take many forms—you can concur on and add support to an idea, clarify it, distinguish it from related ideas, or disagree and challenge it. However you choose to participate, I invite you to approach class discussion with an open mind as well as with respect, empathy, social and historical awareness. There may be times when someone expresses an idea that you find wrong or offensive. If you wish to challenge the idea, be sure to target the idea itself rather than the person who expressed it. It is never appropriate to demean or denigrate fellow students.

Academic Integrity

Plagiarism is not tolerated and will be taken extremely seriously.

That said, I strongly encourage you to discuss the material in this class with other students. It is fine to get feedback from other students. However, your finished work should then be your own work. This means that, once you have talked with fellow students, you should revise your work yourself. The other student should not re-write anything for you.

For further information regarding Law School plagiarism policy, you may consult the Academic and Disciplinary Regulations.

Attendance and Participation

As School attendance and grading policies make clear, you are expected to attend class regularly. If you will be absent on a particular day, please email me in advance. Unexcused absences will negatively affect your grade.

Class Preparation and Participation

Your preparation and active participation in class are crucial to your individual learning and success in this course as well as the collective learning which is aimed to be accomplished in class. Therefore, I expect you to be prepared, read the assigned cases and materials, and participate on a regular basis.

During class, I call on students without advance notice to discuss the assigned cases and readings. I realize, however, that situations may arise that prevent you from preparing properly—this should not be a reason for you to skip class. Therefore, you may opt out of class discussion up to 4 times over the course of the semester. To opt out of a particular session, please email me (p.matera@unilink.it) at any time up to 1 hour before that class and indicate your name and opt-out date in the subject (e.g., ‘[Name] Corporate Law opt-out for [Date in the following format: March 14]’). There is no need to explain the

reason; if you want to communicate anything else, please send a separate email. I will take into account the lack of preparation that is not excused through an opt-out. As I clarified above, I reserve the right to adjust your final grade by no more than one increment based on attendance.

Disability Accommodations

Link Campus University is committed to equal access for students with disabilities. If you have a specific disability and require accommodations in this class, please reach out to the appropriate University Office. All discussions and written materials will be kept confidential.

Final Dissertations

Students whose final grades are 28/30 or above may apply to be supervised for the final dissertation.

Course Schedule

See the attached Course Schedule