

INTERNATIONAL CORPORATE GOVERNANCE

BIBLIOGRAPHY

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I. The Evolution of the Corporate Form

- Badawi, Adam B., *Influence Costs and the Scope of Board Authority*, 39 J. Corp. L. 675 (2014)
- Baskin, Jonathan Barron & Paul J. Miranti, Jr., *A History of Corporate Finance* (Cambridge University Press, 1997)
- Beatty, Jack ed., *Colossus: How the Corporation Changed America* (Broadway Books, 2001)
- Berle, Adolf A. & Gardiner C. Means, *The Modern Corporation and Private Property* (Transaction Publishers, 1991)
- Carosso, Vincent, *Investment Banking in America: A History* (Harvard University Press, 1970)
- Cassis, Youssef, *Capitals of Capital: A History of International Financial Centres, 1780 – 2005* (Cambridge University Press, 2006)
- Chandler, Alfred, *Strategy and Structure: Chapters in the History of the American Industrial Enterprise* (MIT Press, 1962)
- _____, *The Visible Hand: The Managerial Revolution in American Business* (Harvard University Press, 1977)
- _____, *Scale and Scope: The Dynamics of Industrial Capitalism* (Harvard University Press, 1990)
- Coffee, John C., *The Rise of Dispersed Ownership: The Role of Law in the Separation of Ownership and Control*, 111 Yale L. J. 1 (2001)
- Drucker, Peter, *The Concept of the Corporation* (Mentor, 1983)
- Gevurtz, Franklin A., *The Globalization of Corporate Law: The End of History or a Never-Ending Story?*, 86 Wash. L. Rev. 475 (2011)
- Hansmann, Henry & Reinier Kraakman, *The End of History for Corporate Law*, 89 Geo. L. J. 439 (2001)
- _____, *The Essential Role of Organizational Law*, 110 Yale L. J. 387 (2000)
- Hansmann, Henry et al., *Law and the Rise of the Firm*, 119 Harv. L. Rev. 1335 (2006)
- Mahoney, Paul G., *Contract or Concession? An Essay on the History of Corporate Law*, 34 Ga. L. Rev. 873 (2000)

- McBride, David, *General Corporation Laws: History and Economics*, 74 L. & Contemporary Problems 1 (2011)
- Micklethwait, John & Adrian Wooldridge, *The Company: A Short History of a Revolutionary Idea* (Modern Library Chronicles, 2005)
- Orts, Eric W., *Business Persons: A Legal Theory of the Firm* (Oxford University Press, 2015)
- Pistor, Katharina et al., *The Evolution of Corporate Law: A Cross-Country Comparison*, 23 U. Pa. J. Int'l Econ. L. 791 (2002)
- Rotman, Leonard, *Debunking the "End of History" Thesis for Corporate Law*, 33 Boston College Int'l & Comp. L. Rev. 219 (2010)
- Seligman, Joel, *The Transformation of Wall Street* (3rd ed., Aspen Publishers, 2003)
- _____, *A Brief History of Delaware's General Corporation Law of 1899*, 1 Del. J. Corp. L. 249 (1976)
- Triantis, George G., *Organizations as Internal Capital Markets: The Legal Boundaries of Firms, Collateral, and Trusts in Commercial and Charitable Enterprises*, 117 Harv. L. Rev. 1102 (2004)
- Veasey, E. Norman & Christine Di Guglielmo, *History Informs American Corporate Law: The Necessity of Maintaining a Delicate Balance in the Federal "Ecosystem,"* 1 Va. L. & Bus. Rev. 201 (2006)

II. Corporate Governance

A. In General

- Allen, William et al., *Commentaries and Cases on the Law of Business Organization* (4th ed., Wolters Kluwer, 2012)
- Atanasov, Vladimir, Bernard Black & Conrad S. Ciccotello, *Law and Tunneling*, 37 J. Corp. L. 1 (2011)
- Bachner, Thomas, *Creditor Protection in Private Companies: Anglo-German Perspectives for a European Legal Discourse* (Cambridge University Press, 2009)
- Bainbridge, Stephen, *The New Corporate Governance in Theory and Practice* (Oxford University Press, 2008)
- _____, *Corporate Governance after the Financial Crisis* (Oxford University Press, 2012)
- Bebchuk, Lucian A., *The Myth of the Shareholder Franchise*, 93 Va. L. Rev. 675 (2007)¹
- _____, *The Case for Increasing Shareholder Power*, 118 Harv. L. Rev. 833 (2005)²

¹ Cf. Martin Lipton & William Savitt, *The Many Myths of Lucian Bebchuk*, 93 Va. L. Rev. 733 (2007); E. Norman Veasey, *The Stockholder Franchise Is Not a Myth: A Response to Professor Bebchuk*, 93 Va. L. Rev. 811 (2007).

² Cf. Stephen M. Bainbridge, *Director Primacy and Shareholder Disempowerment*, 119 Harv. L. Rev. 1735 (2006); Leo E. Strine, Jr., *Toward a True Corporate Republic: A Traditionalist Response to Bebchuk's Solution for Improving Corporate America*, 119 Harv. L. Rev. 1759

- Black, Bernard S., *The Legal and Institutional Preconditions for Strong Securities Markets*, 48 UCLA L. Rev. 781 (2001)
- Bradley, Michael et al., *The Purposes and Accountability of the Corporation in Contemporary Society: Corporate Governance at a Crossroads*, 62 Law and Contemporary Problems 9 (1999)
- Brown, J. Robert & Lisa L. Casey, *Corporate Governance: Case and Materials* (2nd ed., Carolina Academic Press, 2016)
- Carney, William J., *Corporate Finance: Principles and Practice* (2nd ed., Foundation Press, 2010)
- Cheffins, Brian R., *Delaware and the Transformation of Corporate Governance*, 40 Del. J. Corp. L. 1 (2015)
- _____, *Company Law: Theory, Structure and Operation* (Oxford University Press, 1997)
- Clark, Robert C., *Corporate Law* (Little, Brown and Company, 1986)
- Clarke, Thomas ed., *Theories of Corporate Governance: The Theoretical Foundations* (Routledge, 2004)
- Dallas, Lynne L., *Short-Termism, the Financial Crisis, and Corporate Governance*, 37 J. Corp. L. 265 (2012)
- Davies, Paul L., *Gower and Davies Principles of Modern Company Law* (8th ed., Sweet & Maxwell, 2008)
- Easterbrook, Frank & Daniel Fischel, *The Economic Structure of Corporate Law* (Harvard University Press, 1991)
- Ferran, Eilis & Look Chan Ho, *Principles of Corporate Finance Law* (2nd ed., Oxford University Press, 2014)
- Ford, Cristie & David Hess, *Can Corporate Monitorships Improve Corporate Compliance?*, 34 J. Corp. L. 679 (2009)
- Geis, George S., *Ex-Ante Corporate Governance*, 41 J. Corp. L. 609 (2016)
- Gilson, Ronald & Reinier Kraakman, *The Mechanisms of Market Efficiency Twenty Years Later: The Hindsight Bias*, 28 J. Corp. L. 715 (2003)
- _____, *The Mechanisms of Market Efficiency*, 70 Va. L. Rev. 549 (1984)
- Goranova, Maria & Lori Versteegen Ryan eds., *Shareholder Empowerment: A New Era in Corporate Governance* (Palgrave Macmillan, 2015)
- Gordon, Jeffrey & Wolf-Georg Ringe eds., *The Oxford Handbook of Corporate Law and Governance* (Oxford University Press, 2017)
- Goshen, Zohar & Assaf Hamdani, *Corporate Control and Idiosyncratic Vision*, 125 Yale L. J. 560 (2016)
- Gramm, Jeff, *Dear Chairman: Boardroom Battles and the Rise of Shareholder Activism* (2006); Lucian A. Bebchuk, *Letting Shareholders Set the Rules*, 119 Harv. L. Rev. 1784 (2006). See also Stephen M. Bainbridge, *Director Primacy: The Means and Ends of Corporate Governance*, 97 Nw. U. L. Rev. 547 (2003); Iman Anabtawi, *Some Skepticism About Increasing Shareholder Power*, 53 UCLA L. Rev. 561 (2006); Lynn Stout, *Bad and Not-So-Bad Arguments for Shareholder Primacy*, 75 S. Cal. L. Rev. 1189 (2002).

- (HarperBusiness, 2016)
- Greenfield, Kent, *The Failure of Corporate Law: Fundamental Flaws and Progressive Possibilities* (University of Chicago Press, 2006)
- Gullifer, Louise & Jennifer Payne, *Corporate Finance Law: Principles and Policy* (Hart Publishing, 2011)
- Hansmann, Henry, *The Ownership of Enterprise* (Harvard University Press, 1996)
- Heaton, J. B., *The “Long Term” in Corporate Law*, 72 *Bus. Law.* 353 (2017)
- Hess, David & Cristie Ford, *Corporate Corruption and Reform Undertakings: A New Approach to an Old Problem*, 41 *Cornell Int’l L. J.* 307 (2008)
- Hirst, Scott, *Social Responsibility Resolutions*, 43 *J. Corp. L.* 217 (2017)
- Holderness, Clifford G., *The Myth of Diffuse Ownership in the United States*, 22 *Rev. Fin. Stud.* 1377 (2007)
- Klausner, Michael, *Fact and Fiction in Corporate Law and Governance*, 65 *Stan. L. Rev.* 1325 (2013)
- Lamoreaux, Naomi R. & William J. Novak eds., *Corporations and American Democracy* (Harvard University Press, 2017)
- MacAvoy, Paul W. & Ira M. Millstein, *The Recurrent Crisis in Corporate Governance* (Palgrave Macmillan, 2003)
- Mallin, Christine A., *Corporate Governance* 4th ed. (Oxford University Press, 2013)
- Monks, Robert A. G. & Nell Minow, *Corporate Governance* (4th ed., John Wiley & Sons, 2008)
- Ramirez, Steven A., *The Special Interest Race to CEO Primacy and the End of Corporate Governance Law*, 32 *Del. J. Corp. L.* 345 (2007)
- Ribstein, Larry E., *The Rise of the Uncorporation* (Oxford University Press, 2010)
- Romano, Roberta, *The Sarbanes-Oxley Act and the Making of Quack Corporate Governance*, 114 *Yale L. J.* 1521 (2005)
- Schön, Wolfgang ed., *Tax and Corporate Governance* (Springer, 2008)
- Schwab, Stewart J. & Randall S. Thomas, *Realigning Corporate Governance: Shareholder Activism by Labor Unions*, 96 *Mich. L. Rev.* 1018 (1998)
- Skeel, David A., Jr. et al., *Inside-Out Corporate Governance*, 37 *J. Corp. L.* 147 (2011)
- Stout, Lynn, *The Shareholder Value Myth* (Berrett-Koehler Publishers, 2012)
- _____, *The Mythical Benefits of Shareholder Control*, 93 *Va. L. Rev.* 789 (2007)
- Thompson, Robert B., *Anti-Primacy: Sharing Power in American Corporations*, 71 *Bus. Law.* 381 (2016)
- Tricker, Bob, *Corporate Governance: Principles, Policies and Practices* 2nd Ed. (Oxford University Press, 2012)
- Webber, David, *The Rise of the Working-Class Shareholder: Labor’s Last Best Weapon* (Harvard University Press, 2018)
- Wright, Mike et al. eds., *The Oxford Handbook of Corporate Governance* (Oxford University Press, 2013)

B. Shareholders' Meeting and Voting

- Bclinfanti, Tamara C., *The Proxy Advisory and Corporate Governance Industry: The Case or Increased Oversight and Control*, 14 Stan. J. L., Bus. & Fin. 384 (2009)
- Bebchuk, Lucian A. & Kobi Kastiel, *The Untenable Case for Perpetual Dual-Class Stock*, 103 Va. L. Rev. 585 (2017)
- Berger, David J. et al., *Tenure Voting and the U.S. Public Company*, 72 Bus. Law. 295 (2017)
- Black, Bernard, *Shareholder Passivity Reexamined*, 89 Mich. L. Rev. 520 (1990)
- Boros, Elizabeth, *Virtual Shareholder Meetings: Who Decides How Companies Make Decisions*, 28 Melbourne U. L. Rev. 265 (2004)
- Choi, Stephen, Jill Fisch & Marcel Kahan, *Who Calls the Shots? How Mutual Funds Vote on Director Elections*, 3 Harv. Bus. L. Rev. 35 (2013)
- Choi, Stephen et al., *Does Majority Voting Improve Board Accountability?*, 83 U. Chi. L. Rev. 1119 (2016)
- Clark, Robert, *Vote Buying and Corporate Law*, 29 Case Western Reserve L. Rev. 776 (1979)
- Cole, Douglas R., *E-proxies for Sale? Corporate Vote-buying in the Internet Age*, 76 Wash. L. Rev. 793 (2001)
- Curzan, Myron P. & Mark L. Pelesh, *Revitalizing Corporate Democracy: Control of Investment Managers' Voting on Social Responsibility Proxy Issues*, 93 Harv. L. Rev. 670 (1980)
- Cremers, K.J. Martijn & Simone M. Sepe, *The Shareholder Value of Empowered Boards*, 68 Stan. L. Rev. 67 (2016)
- Dallas, Lynne L. & Jordan M. Barry, *Long-Term Shareholders and Time-Phased Voting*, 40 Del. J. Corp. L. 541 (2016)
- Eckstein, Asaf, *Great Expectations: The Peril of an Expectations Gap in Proxy Advisory Firm Regulation*, 40 Del. J. Corp. L. 77 (2015)
- Edelman, Sagiv, *Proxy Advisory Firms: A Guide for Regulatory Reform*, 62 Emory L. J. 1369 (2013)
- Fried, Jesse M., *The Uneasy Case for Favoring Long-Term Shareholders*, 124 Yale L. J. 1554 (2015)
- Geis, George S., *Traceable Shares and Corporate Law*, 113 Nw. U. L. Rev. ____ (2018)
- Gordon, Jeffrey N., *Proxy Contests in an Era of Increasing Shareholder Power: Forget Issuer Proxy Access and Focus on E-Proxy*, 61 Vand. L. Rev. 475 (2008)
- Hirschman, Albert O., *Exit, Voice, and Loyalty: Responses to Decline in Firms, Organizations, and States* (Harvard University Press, 1970)
- Oesterle, Dale A. & Alan R. Palmiter, *Judicial Schizophrenia in Shareholder Voting Cases*, 79 Iowa L. Rev. 485 (1994)
- Pavelich, Joe, *The Shareholder Judgment Rule: Delaware's Permissive Response to Corporate Vote-Buying*, 31 J. Corp. L. 247 (2005)
- Ringe, Wolf-Georg, *The Deconstruction of Equity* (Oxford University Press, 2016)
- Saez, Maribel & Damaso Riano, *Corporate Governance and the Shareholders' Meeting: Voting*

and *Litigation*, 14 *Eur. Bus. L. Rev.* 343 (2013)

C. Board of Directors

- Badawi, Adam B., *Influence Costs and the Scope of Board Authority*, 39 *J. Corp. L.* 675 (2014)
- Bainbridge, Stephen M. & M. Todd Henderson, *Boards-R-Us: Reconceptualizing Corporate Boards*, 66 *Stan. L. Rev.* 1051 (2014)
- Barzuza, Michael & Quinn Curtis, *Board Interlocks and Corporate Governance*, 39 *Del. J. Corp. L.* 669 (2014)
- Bebchuk, Lucian A. & Assaf Hamdani, *Independent Directors and Controlling Shareholders*, 165 *U. Pa. L. Rev.* 1271 (2017)
- Brown, G., *The Independent Director: The Non-Executive Director's Guide to Effective Board Presence* (Palgrave Macmillan, 2015)
- Brown, H. Lowell, *The Corporate Director's Compliance Oversight Responsibility in the Post Caremark Era*, 26 *Del. J. Corp. L.* 1 (2001)
- Browning, Peter C. & William L. Sparks, *The Director's Manual: A Framework for Board Governance* (Wiley, 2016)
- Cain, Matthew D. et al., *How Corporate Governance is Made: The Case of the Golden Leash*, 164 *U. Penn. L. Rev.* 649 (2016)
- Cheffins, Brian & Bernard Black, *Outside Director Liability Across Countries*, 84 *Tex. L. Rev.* 1385 (2006)
- Cremers, K. J. Martijn & Simone M. Sepe, *The Shareholder Value of Empowered Boards*, 68 *Stan. L. Rev.* 67 (2016)
- Dent, Jr., George W., *The Revolution in Corporate Governance, the Monitoring Board, and the Director's Duty of Care*, 61 *B. U. L. Rev.* 623 (1981)
- Dravis, Bruce F., *The Role of Independent Directors in Corporate Governance* 2nd ed. (American Bar Association, 2016)
- Gilson, Ronald J. & Reinier Kraakman, *Reinventing the Outside Director: An Agenda for Institutional Investors*, 43 *Stan. L. Rev.* 863 (1991)
- Gordon, Jeffrey N., *The Rise of Independent Directors in the United States, 1950-2005: Of Shareholder Value and Stock Market Prices*, 59 *Stan. L. Rev.* 1465 (2007)
- Gutierrez, Maria & Maribel Saez, *Deconstructing Independent Directors*, 13 *J. Corp. L. Stud.* 63 (2013)
- Leblanc, Richard ed., *The Handbook of Board Governance* (Wiley, 2016)
- Lorsch, Jay W., *America's Changing Corporate Boardrooms: The Last Twenty-Five Years*, 3 *Harv. Bus. L. Rev.* 119 (2013)
- Miller, Robert T., *The Board's Duty to Monitor Risk after Citigroup*, 12 *U. Penn. J. Bus. L.* 1153 (2010)
- Mirvis, Theodore N. & William Savitt, *The Dangers of Independent Directors*, 40 *Del. J. Corp. L.* 481 (2016)
- Nili, Yaron, *Beyond the Numbers: Substantive Gender Diversity in Boardrooms*, 94 *Indiana L. J.*

___ (2018)

Pan, Eric J., *A Board's Duty to Monitor*, 54 New York Law School L. Rev. 717 (2010)

_____, *Rethinking the Board's Duty to Monitor: A Critical Assessment of the Delaware Doctrine*, 38 Florida St. U. L. Rev. 209 (2011)

Rhode, Deborah L. & Amanda K. Packel, *Diversity on Corporate Boards: How Much Difference Does Difference Make?*, 39 Del. J. Corp. L. 377 (2014)

D. Market for Corporate Control

Arlen, Jennifer & Eric Talley, *Unregulable Defenses and the Perils of Shareholder Choice*, 152 U. Pa. L. Rev. 577 (2003)

Armour, John et al., *The Evolution of Hostile Takeover Regimes in Developed and Emerging Markets: An Analytical Framework*, 52 Harv. Int'l L. J. 219 (2011)

Armour, John & David A. Skeel, Jr., *Who Writes the Rules for Hostile Takeovers, and Why?—The Peculiar Divergence of U.S. and U.K. Takeover Regulation*, 95 Geo. L. J. 1727 (2007)

Bainbridge, Stephen M., *Mergers and Acquisitions* 3rd ed. (Foundation Press, 2012)

_____, *Unocal at 20: Director Primacy in Corporate Takeovers*, 31 Del. J. Corp. L. 769 (2006)

Bebchuk, Lucian A., *The Case for Facilitating Competing Tender Offers*, 95 Harv. L. Rev. 1028 (1982)

Catan, Emiliano M. & Marcel Kahan, *The Law and Finance of Antitakeover Statutes*, 68 Stan. L. Rev. 629 (2016)

Easterbrook, Frank H. & Daniel R. Fischel, *The Proper Role of a Target's Management in Responding to a Tender Offer*, 94 Harv. L. Rev. 1161 (1981)

Gilson, Ronald & Bernard Black, *The Law and Finance of Corporate Acquisitions* (2nd ed., Foundation Press, 1995)

Gilson, Ronald & Reinier Kraakman, *Takeovers in the Boardroom: Burke Versus Schumpeter*, 60 Bus. Law. 1419 (2005)

Gilson, Ronald, *Unocal Fifteen Years Later (and What We Can Do About It)*, 26 Del. J. Corp. L. 491 (2001)

_____, *A Structural Approach to Corporations: The Case Against Defensive Tactics in Tender Offers*, 33 Stan. L. Rev. 819 (1981)

Holstrom, Bengt & Steven N. Kaplan, *Corporate Governance and Merger Activity in the United States: Making Sense of the 1980s and 1990s*, 15 J. Econ. Persp. 131 (2001)

Van Hooghten, Paul, *The European Takeover Directive and Its Implementation* (Oxford University Press, 2009)

Lipton, Martin, *Twenty-Five Years After Takeover Bids in the Target's Boardroom: Old Battles, New Attacks and the Continuing War*, 60 Bus. Law. 1369 (2005)³

_____, *Pills, Polls, and Professors Redux*, 69 U. Chi. L. Rev. 1037 (2002)

³ Cf. Martin Lipton, *Takeover Bids in the Target's Boardroom*, 35 Bus. Law. 101 (1979).

- Manne, Henry G., *Mergers and the Market for Corporate Control*, 73 J. Political Econ. 110 (1965)
- Maynard, Therese H., *Mergers and Acquisitions: Cases, Materials, and Problems* (3rd ed., Wolters Kluwer, 2013)
- Paredes, Troy A., *The Firm and the Nature of Control: Toward a Theory of Takeover Law*, 29 J. Corp. L. 103 (2003)
- Stout, Lynn A., *Do Antitakeover Defences Decrease Shareholder Wealth?: The Ex Post/Ex Ante Valuation Problem*, 55 Stan. L. Rev. 845 (2002)
- Subramanian, Guhan, *Delaware's Choice*, 39 Del. J. Corp. L. 1 (2014)
- Thompson, Robert B. & D. Gordon Smith, *Toward a New Theory of the Shareholder Role: "Sacred Space" in Corporate Takeovers*, 80 Tex. L. Rev. 261 (2001)

E. Institutional Investors

- Bebchuk, Lucian A., *The Agency Problems of Institutional Investors*, 31 J. Econ. Perspectives 89 (2017)
- Geczy, Christopher et al., *Institutional Investing When Shareholders Are Not Supreme*, 5 Harv. Bus. L. Rev. 73 (2015)
- Gilson, Ronald J. & Jeffrey N. Gordon, *The Agency Costs of Agency Capitalism: Activist Investors and the Revaluation of Governance Rights*, 113 Colum. L. Rev. 863 (2013)
- Gong, Bo, *Understanding Institutional Shareholder Activism: A Comparative Study of the UK and China* (Routledge, 2014)
- Ho, Virginia Harper, *Risk-Related Activism: The Business Case for Monitoring Nonfinancial Risk*, 41 J. Corp. L. 647 (2016)
- Langevoort, Donald C., *The SEC, Retail Investors, and the Institutionalization of the Securities Markets*, 95 Va. L. Rev. 1025 (2009)
- Nix, Petra & Jean Jinghan Chen, *The Role of Institutional Investors in Corporate Governance: An Empirical Study* (Palgrave Macmillan, 2013)
- Reisberg, Arad, *The UK Stewardship Code: On the Road to Nowhere?*, 15 J. Corp. L. Stud. 217 (2015)
- Stapledon, G. P., *Institutional Shareholders and Corporate Governance* (Oxford University Press, 1996)

F. Gatekeepers

- Bhagat, Sanjai et al., *The Promise and Peril of Corporate Governance Indices*, 108 Colum. L. Rev. 1803 (2008)
- Brickey, Kathleen F., *From Boardroom to Courtroom to Newsroom: The Media and the Corporate Governance Scandals*, 33 J. Corp. L. 625 (2008)
- Choi, Stephen, *Market Lessons for Gatekeepers*, 92 Nw. U. L. Rev. 916 (1998)
- Coffee, John C., Jr., *Gatekeepers: The Professions and Corporate Governance* (Oxford University Press, 2006)

- Eckstein, Asaf, *Skin in the Game for Credit Rating Agencies and Proxy Advisors: Reality Meets Theory*, 7 Harv. Bus. L. Rev. 221 (2017)
- _____, *Great Expectations: The Peril of an Expectations Gap In Proxy Advisory Firm Regulation*, 40 Del. J. Corp. L. 77 (2015)
- Morrison, Alan D. & William J. Wilhelm, Jr., *Investment Banking: Institutions, Politics, and Law* (Oxford University Press, 2007)
- Rose, Paul, *The Corporate Governance Industry*, 32 J. Corp. L. 887 (2007)

G. Private Equity and Hedge Fund

- Bebchuk, Lucian A. et al., *The Long-Term Effects of Hedge Fund Activism*, 115 Colum. L. Rev. 1085 (2015)
- Bratton, William W. & Joseph A. McCahery eds., *Institutional Investor Activism: Hedge Funds and Private Equity, Economics and Regulation* (Oxford University Press, 2015)
- Bratton, William W., *Hedge Funds and Governance Targets*, 95 Geo. L. J. 1375 (2007)
- Briggs, Thomas W., *Corporate Governance and the New Hedge Fund Activism: An Empirical Analysis*, 32 J. Corp. L. 681 (2007)
- Buchanan, John et al., *Hedge Fund Activism in Japan: The Limits of Shareholder Primacy* (Cambridge University Press, 2013)
- Cheffins, Brian & John Armour, *The Eclipse of Private Equity*, 33 Del. J. Corp. L. 1 (2008)
- _____, *The Past, Present, and Future of Shareholder Activism by Hedge Funds*, 37 J. Corp. L. 51 (2011)
- Coffee, John C. & Darius Palia, *The Wolf at the Door: The Impact of Hedge Fund Activism on Corporate Governance*, 41 J. Corp. L. 545 (2016)
- Comment, *Unpacking Wolf Packs*, 125 Yale L. J. 773 (2016)
- Goranova, Maria & Lori Versteegen Ryan eds., *Shareholder Empowerment: A New Era in Corporate Governance* (Palgrave Macmillan, 2015)
- Gramm, Jeff, *Dear Chairman: Boardroom Battles and the Rise of Shareholder Activism* (HarperBusiness, 2016)
- Hannes, Sharon, *Super Hedge Fund*, 40 Del. J. Corp. L. 163 (2015)
- Kahan, Marcel & Edward B. Rock, *Hedge Funds in Corporate Governance and Corporate Control*, 155 U. Pa. L. Rev. 1021 (2007)
- _____, *Embattled CEOs*, 88 Texas L. Rev. 987 (2010)
- Lowenstein, Louis, *Management Buyouts*, 85 Colum. L. Rev. 730 (1985)
- Masulis, Ronald W. & Randall S. Thomas, *Does Private Equity Create Wealth?: The Effects of Private Equity and Derivatives on Corporate Governance*, 76 U. Chi. L. Rev. 219 (2009)
- Sharfman, Bernard S., *Activist Hedge Funds in a World of Board Independence: Creators or Destroyers of Long-Term Value?*, Colum. Bus. L. Rev. 813 (2015)
- Strine, Leo E. Jr., *Who Bleeds When the Wolves Bite?: A Flesh-and-Blood Perspective on Hedge Fund Activism and Our Strange Corporate Governance System*, 126 Yale L. J. 1870 (2017)

- Subramanian, Guhan, *Fixing Freezeouts*, 115 Yale L. J. 2 (2005)
- _____, *Deal Process Design in Management Buyouts*, 130 Harv. L. Rev. 590 (2016)
- Tuch, Andrew F., *The Remaking of Wall Street*, 7 Harv. Bus. L. Rev. 315 (2017)
- Verret, J. W., *Dr. Jones and the Raiders of Lost Capital: Hedge Fund Regulation, Part II, A Self-Regulation Proposal*, 32 Del. J. Corp. L. 799 (2007)
- Walker, Owen, *Barbarians in the Boardroom* (FT Publishing, 2016)

H. Protectionism, Government and Sovereign Wealth Funds

- Clark, Gordon L. et al., *Sovereign Wealth Funds: Legitimacy, Governance, and Global Power* (Princeton University Press, 2013)
- Cox, Jason, *Regulation of Foreign Direct Investment After the Dubai Ports Controversy: Has the U.S. Government Finally Figured Out How to Balance Foreign Threats to National Security Without Alienating Foreign Companies?*, 34 J. Corp. L. 293 (2008)
- Cumming, Douglas et al. eds., *The Oxford Handbook of Sovereign Wealth Funds* (Oxford University Press, 2018)
- Epstein, Richard A. & Amanda M. Rose, *The Regulation of Sovereign Wealth Funds: The Virtues of Going Slow*, 76 U. Chi. L. Rev. 111 (2009)
- Georgiev, George Stephanov, *The Reformed CFIUS Regulatory Framework: Mediating Between Continued Openness to Foreign Investment and National Security*, 25 Yale J. Reg. 125 (2008)
- Gilson, Ronald J. & Curtis J. Milhaupt, *Sovereign Wealth Funds and Corporate Governance: A Minimalist Response to the New Mercantilism*, 60 Stan. L. Rev. 1345 (2008)
- Howson, Nicholas, *China's Acquisitions Abroad: Global Ambitions, Domestic Effects*, U. Mich. L. Quad. Winter/Spring 2006, 73
- Kahan, Marcel & Edward Rock, *When the Government is the Controlling Shareholder: Implications for Delaware*, 35 Del. J. Corp. L. 409 (2010)
- Keller, Amy, *Sovereign Wealth Funds: Trustworthy Investors or Vehicles of Strategic Ambition?: An Assessment of the Benefits, Risks and Possible Regulation of Sovereign Wealth Funds*, 7 Geo. J. L. & Pub. Pol'y 333 (2009)
- Li, Ji, *Investing near the National Security Black Hole*, 14 Berkeley Bus. L. J. 1 (2017)
- Li, Xingxing, *National Security Review in Foreign Investments: A Comparative and Critical Assessment on China and U.S. Laws and Practices*, 13 Berkeley Bus. L. J. 255 (2017)
- Mostaghel, Deborah M., *Dubai Ports World under Exon-Florio: A Threat to National Security or a Tempest in a Seaport?*, 70 Albany L. Rev. 583 (2007)
- Pargendler, Mariana et al., *In Strange Company: The Puzzle of Private Investment in State-Controlled Firms*, 46 Cornell Int'l L. J. 569 (2013)
- Pargendler, Mariana, *State Ownership and Corporate Governance*, 80 Fordham L. Rev. 2917 (2012)
- Weimer, Christopher M., *Foreign Direct Investment and National Security Post-FINSA 2007*, 87 Tex. L. Rev. 663 (2009)

I. Corporation and Constitution

- Bebchuk, Lucian A. & Robert J. Jackson, Jr., *Corporate Political Speech: Who Decides?*, 124 Harv. L. Rev. 83 (2010)
- _____, *Shining Light on Corporate Political Spending*, 101 Geo. L. J. 923 (2013)
- Brudney, Victor, *Business Corporations and Stockholders' Rights Under the First Amendment*, 91 Yale L. J. 235 (1981)
- Colombo, Ronald J., *The First Amendment and the Business Corporation* (Oxford University Press, 2014)
- Comments, *Citizens United v. FEC: Corporate Political Speech*, 124 Harv. L. Rev. 75 (2010)
- Haan, Sarah C., *Shareholder Proposal Settlements and the Private Ordering of Public Elections*, 126 Yale L. J. 262 (2016)
- Lamoreaux, Naomi R. & William J. Novak (Eds.), *Corporations and American Democracy* (Harvard University Press, 2017)
- Meese, Alan J. & Nathan B. Oman, *Hobby Lobby, Corporate Law, and the Theory of the Firm: Why For-Profit Corporations Are RFRA Persons*, 127 Harv. L. Rev. 273 (2014)
- Piety, Tamara, *Brandishing the First Amendment: Commercial Expression in America* (University of Michigan Press, 2012)
- Romano, Roberta, *Metapolitics and Corporate Law Reform*, 36 Stan. L. Rev. 923 (1984)

III. Family Firms

- Clark, Jennifer, *Mondo Agnelli: Fiat, Chrysler, and the Power of a Dynasty* (Wiley, 2011)
- Craig, Justin B. & Ken Moores, *Leading a Family Business: Best Practices for Long-Term Stewardship* (Praeger, 2017)
- Drucker, Peter, *Managing in a Time of Great Change* (Harvard Business Review Press, 2009)
- Gersick, Kelin E. et al., *Generation to Generation: Life Cycles of the Family Business* (Harvard Business Review Press, 1997)
- Hutcheson, Henry, *Dirty Little Secrets of Family Business* 3rd ed. (Greenleaf Book Group Press, 2019)
- Landes, David S., *Dynasties: Fortunes and Misfortunes of the World's Great Family Businesses* (Viking, 2006)
- Morck, Randall K. ed., *A History of Corporate Governance Around the World: Family Business Groups to Professional Managers* (University of Chicago Press, 2005)
- Forden, Sara G., *The House of Gucci: A Sensational Story of Murder, Madness, Glamour, and Greed* (William Morrow, 2001)
- Graham, Katharine, *Personal History* (Vintage, 1998)
- Pitts, Gordon, *In the Blood: Battles to Succeed in Canada's Family Businesses* (Doubleday Canada,

2000)

- Price, Jacob, *Perry of London: A Family and a Firm on the Seaborne Frontier* (Harvard University Press, 1992)
- Schulman, Daniel, *Sons of Wichita: How the Koch Brothers Became America's Most Powerful and Private Dynasty* (Grand Central Publishing, 2015)
- Tiftt, Susan E. & Alex S. Jones, *The Trust: The Private and Powerful Family Behind the New York Times* (Little Brown & Co., 1999)
- Togo, Yukiyasu & William Wartman, *Against All Odds: The Story of the Toyota Motor Corporation and the Family That Created It* (St Martins, 1993)
- Wetterberg, Gunnar, *Wallenberg: The Family That Shaped Sweden's Economy* (Gidlunds Förlag, 2014)

IV. Bank Corporate Governance

- De Andres, Pablo & Eleuterio Vallelado, *Corporate Governance in Banking: The Role of the Board of Directors*, 32 J. Banking & Fin. 2570 (2008)
- Armour, John & Jeffrey N. Gordon, *Systemic Harms and Shareholder Value*, 6 J. Leg. Analysis 35 (2014)
- Bhagat, Sanjai, *Financial Crisis, Corporate Governance, and Bank Capital* (Cambridge University Press, 2017)
- Booth, J. R. et al., *Boards of Directors, Ownership, and Regulation*, 26 J. Banking & Fin. 1973 (2002)
- Cheffins, Brian R., *Did Corporate Governance "Fail" During the 2008 Stock Market Meltdown? The Case of the S&P 500*, 65 Bus. Law. 1 (2009)
- Chiu, Iris H.-Y., *The Law on Corporate Governance in Bank* (Edward Elgar, 2015)
- Gevurtz, Franklin A., *The Role of Corporate Law in Preventing a Financial Crisis: Reflections on In re Citigroup Inc. Shareholder Derivative Litigation*, 23 Global Bus. & Development L. J. 113 (2010)
- Greuning, Hennievan & Sonja Brajovic-Bratanovic, *Analyzing Banking Risk: A Framework for Assessing Corporate Governance and Risk Management* (3rdEd., World Bank Publications, 2009)
- Kim, Hwa-Jin, *Financial Regulation and Supervision in Corporate Governance of Banks*, 41 J. Corp. L. 707 (2016)
- Luc Laeven et al., *Bank Governance, Regulation and Risk Taking*, 93 J. Fin. Econ. 259 (2009)
- Macey, Jonathan R. & Maureen O'Hara, *The Corporate Governance of Banks*, FRBNY Econ. Policy Rev. 91 (April 2003)
- Miller, Robert T., *Oversight Liability for Risk Management Failures at Financial Firms*, 84 S. Cal. L. Rev. 47 (2010)
- Mülbert, Peter O., *Corporate Governance of Banks*, 10 Eur. Bus. Org. L. Rev. 411 (2009)
- Murphy, Michael, *Assuring Responsible Risk Management in Banking: The Corporate*

Governance Dimension, 36 Del J. Corp. L. 121 (2011)

Okoye, Ngozi Vivian, *Behavioural Risks in Corporate Governance: Regulatory Intervention as a Risk Management Mechanism* (Routledge, 2015)

V. Corporate Groups

Casey, Anthony J., *The New Corporate Web: Tailored Entity Partitions and Creditors' Selective Enforcement*, 124 Yale L. J. 2680 (2015)

Ho, Virginia Harper, *Of Enterprise Principles and Corporate Groups: Does Corporate Law Reach Human Rights?*, 52 Colum. J. Transnat'l L. 113 (2013)

Matheson, John H., *The Modern Law of Corporate Groups: An Empirical Study of Piercing the Corporate Veil in Parent-Subsidiary Context*, 87 North Carolina L. Rev. 1091 (2009)

Witting, Christian A., *Liability of Corporate Groups and Networks* (Cambridge University Press, 2018)

VI. Comparative Corporate Governance in General

Armour, John, Jack B. Jacobs & Curtis J. Milhaupt, *The Evolution of Hostile Takeover Regimes in Developed and Emerging Markets: An Analytical Framework*, 52 Harv. Int'l L. J. 219 (2011)

Backer, Larry Cata, *Comparative Corporate Law: United States, European Union, China and Japan* (Carolina Academic Press 2002)

Bebchuk, Lucian A. & Assaf Hamdani, *The Elusive Quest for Global Governance Standards*, 157 U. Pa. L. Rev. 1263 (2009)

Becht, Marco et al., *Corporate Governance and Control* (ECGI Working Paper, 2005)

Black, Bernard et al., *Legal Liability of Directors and Company Officials Part 2: Court Procedures, Indemnification and Insurance, and Administrative and Criminal Liability*, 2008 Colum. Bus. L. Rev. 1

_____, *Legal Liability of Directors and Company Officials Part 1: Substantive Grounds for Liability*, 2007 Colum. Bus. L. Rev. 614

Bratton, William W. & Joseph A. McCahery, *Incomplete Contracts Theories of the Firm and Comparative Corporate Governance*, 2 Theoretical Inquiries in Law 745 (2001)

_____, *Comparative Corporate Governance and the Theory of the Firm: The Case Against Global Cross Reference*, 38 Colum. J. Transnat'l L. 213 (1999)

Bruner, Christopher M., *Power and Purpose in the "Anglo-American" Corporation*, 50 Va. J. Int'l L. 579 (2010)

Cheffins, Brian & Bernard Black, *Outside Director Liability Across Countries*, 84 Tex. L. Rev. 1385 (2006)

- Clarke, Donald C., *"Nothing But Wind"? The Past and Future of Comparative Corporate Governance*, 59 Am. J. Comp. L. 75 (2011)
- Clarke, Thomas, *International Corporate Governance: A Comparative Approach* (Routledge, 2007)
- Claessens, Stijn et al., *The Separation of Ownership and Control in East Asian Corporations*, 58 J. Fin. Econ. 81 (2000)
- Coffee, John C., *The Future as History: The Prospects for Global Convergence in Corporate Governance and Its Implications*, 93 Nw. U. L. Rev. 641 (1999)
- Denis, Diane K. & John J. McConnell, *International Corporate Governance* (ECGI Working Paper, 2003)
- Dyck, Alexander & Luigi Zingales, *Private Benefits of Control: An International Comparison*, 59 J. Fin. 537 (2004)
- Enriques, Luca & Paolo Volpin, *Corporate Governance Reforms in Continental Europe*, 21 J. Econ. Persp. 117 (2007)
- Ferrarini, Guido & Geoffrey P. Miller, *A Simple Theory of Takeover Regulation in the United States and Europe*, 42 Cornell Int'l L. J. 301 (2009)
- Ferrarini, Guido et al., *Executive Remuneration in the EU: Comparative Law and Practice* (ECGI Working Paper, 2003)
- Gelter, Martin, *The Dark Side of Shareholder Influence: Managerial Autonomy and Stakeholder Orientation in Comparative Corporate Governance*, 50 Harv. Int'l L. J. 129 (2009)
- Gilson, Ronald J., Henry Hansmann & Mariana Pargendler, *Regulatory Dualism as a Development Strategy: Corporate Reform in Brazil, the United States, and the European Union*, 63 Stan. L. Rev. 475 (2011)
- Gilson, Ronald J., *Controlling Family Shareholders in Developing Countries: Anchoring Relational Exchange*, 60 Stan. L. Rev. 633 (2007)
- _____, *Controlling Shareholders and Corporate Governance: Complicating the Comparative Taxonomy*, 119 Harv. L. Rev. 1641 (2006)
- Gourevitch, Peter A. & James Shinn, *Political Power and Corporate Control: The New Global Politics of Corporate Governance* (Princeton University Press, 2005)
- Gup, Benton E. ed., *Corporate Governance in Banking: A Global Perspective* (Edward Elgar Publishing, 2007)
- Hopt, Klaus J. et al. eds., *Corporate Governance in Context: Corporations, States, and Markets in Europe, Japan, and the US* (Oxford University Press, 2005)
- _____, *Comparative Corporate Governance: The State of the Art and Emerging Research* (Oxford University Press, 1998)⁴
- Hopt, Klaus J. & Patrick C. Leyens, *Board Models in Europe: Recent Developments of Internal Corporate Governance Structures in Germany, the United Kingdom, France, and Italy* (ECGI Working Paper, 2004)
- Jordaan, Hendrik F., *A Comparative Analysis of Corporate Fiduciary Law: Why Delaware Should*

⁴ Cf. John W. Cioffi, *State of the Art: A Review Essay on Comparative Corporate Governance: The State of the Art and Emerging Research*, 48 Am. J. Comp. L. 501 (2000).

- Look Beyond the United States in Formulating a Standard of Care*, 31 Int'l Law. 133 (1997)
- Kanda, Hideki et al., eds., *Transforming Corporate Governance in East Asia* (Routledge, 2008)
- Kraakman, Reinier et al. eds., *The Anatomy of Corporate Law: A Comparative and Functional Approach* (3rd ed., Oxford University Press, 2017)⁵
- Mallin, Christine A. ed., *International Corporate Governance: A Case Study Approach* (Edward Elgar Publishing, 2006)
- _____, *Handbook on International Corporate Governance: Country Analyses* (Edward Elgar, 2011)
- McCahery, Joseph A. et al. eds., *Corporate Governance Regimes: Convergence and Diversity* (Oxford University Press, 2002)
- McCahery, Joseph A. & Erik P. M. Vermeulen, *Corporate Governance of Non-Listed Companies* (Oxford University Press, 2008)
- Milhaupt, Curtis J. & Katharina Pistor, *Law and Capitalism: What Corporate Crises Reveal About Legal Systems and Economic Development Around the World* (University of Chicago Press, 2008)⁶
- Morck, Randall K. ed., *A History of Corporate Governance Around the World: Family Business Groups to Professional Managers* (University of Chicago Press, 2005)
- _____, ed., *Concentrated Corporate Ownership* (University of Chicago Press, 2000)
- Paccès, Alessio, *Rethinking Corporate Governance: The Law and Economics of Control Powers* (Routledge, 2013)
- Pagano, Marco & Paolo F. Volpin, *The Political Economy of Corporate Governance*, 95 Am. Econ. Rev. 1005 (2005)
- Pistor, Katharina et al., *The Evolution of Corporate Law: A Cross-Country Comparison*, 23 U. Pa. J. Int'l Econ. L. 791 (2002)
- Rock, Edward B., *America's Shifting Fascination with Comparative Corporate Governance*, 74 Wash. U. L. Q. 367 (1996)
- Roe, Mark J., *Legal Origins, Politics, and Modern Stock Markets*, 120 Harv. L. Rev. 460 (2006)
- _____, *Political Determinants of Corporate Governance: Political Context, Corporate Impact* (Oxford University Press, 2003)
- _____, *Political Preconditions to Separating Ownership from Corporate Control*, 53 Stan. L. Rev. 539 (2000)
- _____, *Strong Managers, Weak Owners: The Political Roots of American Corporate Finance* (Princeton University Press 1994)⁷
- _____, *Some Differences in Corporate Structure in Germany, Japan, and the United States*, 102 Yale L. J. 1927 (1993)
- Romano, Roberta, *A Cautionary Note on Drawing Lessons from Comparative Corporate Law*, 102

⁵ Cf. David A. Skeel, Jr., *Corporate Anatomy Lessons*, 113 Yale L. J. 1519 (2004).

⁶ Cf. David A. Skeel, Jr., *Governance in the Ruins*, 122 Harv. L. Rev. 696 (2008).

⁷ Cf. Stephen M. Bainbridge, *The Politics of Corporate Governance: Roe's Strong Managers, Weak Owners*, 18 Harv. J. L. & Public Policy 671 (1995).

- Yale L. J. 2021 (1993)
- Ventoruzzo, Marco, *Freeze-Outs: Transcontinental Analysis and Reform Proposals*, 50 Va. J. Int'l L. 841 (2010)
- Voigt, Stefan, *Are International Merchants Stupid? Their Choice of Law Sheds Doubt on the Legal Origin Theory*, 5 J. Empirical Leg. Stud. 1 (2008)
- Zetsche, Dirk, *Shareholder Interaction Preceding Shareholder Meetings of Public Corporations: A Six Country Comparison*, 2 Eur. Corp. & Fin. L. Rev. 105 (2005)

VII. Cross-Country Empirical Studies

- Bhattacharya, Utpal & Hazem Daouk, *The World Price of Insider Trading*, 57 J. Fin. 75 (2002)
- Claessens, Stijn et al., *The Separation of Ownership and Control in East Asian Corporations*, 58 J. Fin. Econ. 81 (2000)
- Dyck, Alexander & Luigi Zingales, *Private Benefits of Control: An International Comparison*, 59 J. Fin. 537 (2004)
- Faccio, Mara & Larry H. P. Lang, *The Ultimate Ownership of Western European Corporations*, 65 J. Fin. Econ. 365 (2002)
- La Porta, Rafael et al. (LLS&V), *Investor Protection and Corporate Governance*, 58 J. Fin. Econ. 3 (2000)
- La Porta, Rafael et al., *Corporate Ownership Around the World*, 54 J. Fin. 471 (1999)
- Lins, Karl V., *Equity Ownership and Firm Value in Emerging Markets*, 38 J. Fin. & Quantitative Analysis 159 (2003)
- LLS&V, *Law and Finance*, 106 J. Political Econ. 1113 (1998)
- _____, *Legal Determinant of External Finance*, 52 J. Fin. 1131 (1997)
- Nenova, Tatiana, *The Value of Corporate Voting Rights and Control: A Cross-Country Analysis*, 68 J. Fin. Econ. 325 (2003)
- Pagano, Marco & Paolo F. Volpin, *The Political Economy of Corporate Governance*, 95 Am. Econ. Rev. 1005 (2005)
- Rossi, Stefano & Paolo Volpin, *Cross-Country Determinants of Mergers and Acquisitions* (ECGI Working Paper, 2003)
- Siems, Mathias M., *Shareholder Protection Around the World (Leximetric II)*, 33 Del. J. Corp. L. 111 (2008)
- Spamann, Holger, *The "Antidirector Rights Index" Revisited*, 23 Rev. Fin. Stud. 467 (2009)

VIII. Convergence Discussions⁸

⁸ There exist at least three German *Habilitationsschriften* that extensively cover this topic: For the convergence discussions in general, see Mathias M. Siems, *Die Konvergenz der*

- Bebchuk, Lucian A. & Mark J. Roe, *A Theory of Path Dependence in Corporate Governance and Ownership*, 52 *Stan. L. Rev.* 127 (1999)
- Branson, Douglas M., *The Very Uncertain Prospect of "Global" Convergence in Corporate Governance*, 34 *Cornell Int'l L. J.* 321 (2001)
- Coffee, John C., *The Future as History: The Prospects for Global Convergence in Corporate Governance and Its Implications*, 93 *Nw. U. L. Rev.* 641 (1999)
- Gilson, Ronald J., *Globalizing Corporate Governance: Convergence of Form or Function*, 49 *Am. J. Comp. L.* 329 (2001)
- Licht, Amir N., *The Mother of All Path Dependencies: Toward a Cross-Cultural Theory of Corporate Governance Systems*, 26 *Del. J. Corp. L.* 147 (2001)
- McDonnell, Brett H., *Convergence in Corporate Governance – Possible, but not Desirable*, 47 *Vill. L. Rev.* 341 (2002)
- Osugi, Kenichi, *What is Converging?: Rules on Hostile Takeovers in Japan and the Convergence Debate*, 9 *Asian-Pacific L. & Policy J.* 143 (2007)
- Roe, Mark J., *Chaos and Evolution in Law and Economics*, 109 *Harv. L. Rev.* 641 (1996)
- Siems, Mathias M., *Convergence in Shareholder Law* (Cambridge University Press, 2011)

IX. Cross-Listing and Cross-Border Mergers and Acquisitions

- Basnage, John M. et al., *Cross-Border Tender Offers and Other Business Combination Transactions and the U.S. Federal Securities Laws: An Overview*, 61 *Bus. Law.* 1071 (2006)
- Black, Bernard S., *The First International Merger Wave (and the Fifth and Last U.S. Wave)*, 54 *U. Miami L. Rev.* 799 (2000)
- Coffee, John C., *Racing Towards the Top?: The Impact of Cross-Listings and Stock Market Competition on International Corporate Governance*, 102 *Colum. L. Rev.* 1757 (2002)
- Domowitz, Ian et al., *International Cross-Listing and Order Flow Migration: Evidence from an Emerging Market*, 53 *J. Fin.* 2001 (1998)
- Fanto, James A. & Roberta S. Karmel, *A Report on the Attitudes of Foreign Companies Regarding a U.S. Listing*, 3 *Stan. J. L., Bus. & Fin.* 37 (1997)
- Foerster, Stephen R. & G. Andrew Karolyi, *The Effects of Market Segmentation and Investor Recognition on Asset Prices: Evidence from Foreign Stocks Listing in the United States*, 54 *J. Fin.* 981 (1999)
- Gordon, Jeffrey N., *Pathways to Corporate Convergence?: Two Steps on the Road to Shareholder*

Rechtssysteme im Recht der Aktionäre (Mohr Siebeck, 2005); for the reception of U.S. corporate law in general in Germany, see Jan von Hein, *Die Rezeption US-amerikanischen Gesellschaftsrechts in Deutschland* (Mohr Siebeck, 2008) (1,089 pages); and for the reception of the business judgment rule in Germany, see Andrea Lohse, *Unternehmerisches Ermessen* (Mohr Siebeck, 2005).

- Capitalism in Germany: Deutsche Telekom and Daimler Chrysler*, 5 Colum. J. Eur. L. 219 (1999)
- Gruson, Michael, *Global Shares of German Corporations and Their Dual Listings on the Frankfurt and New York Stock Exchanges*, 22 U. Pa. J. Int'l Econ. L. 185 (2001)
- Gusevaa, Yuliya, *Cross-Listings and the New World of International Capital: Another Look at the Efficiency and Extraterritoriality of Securities Law*, 44 Geo. J. Int'l L. 411 (2013)
- Hargis, Kent, *International Cross-Listing and Stock Market Development in Emerging Economies*, 9 Int'l Rev. Econ. & Fin. 101 (2000)
- Howson, Nicholas C. & Vikramaditya S. Khanna, *Reverse Cross-Listings - The Coming Race to List in Emerging Markets and an Enhanced Understanding of Classical Bonding*, 47 Cornell Int'l L. J. 607 (2014)
- Huddart, Steven et al., *Disclosure Requirements and Stock Exchange Listing Choice in an International Context*, 26 J. Acct. & Econ. 237 (1999)
- Jennings, Chad M., *The American Depositary Revision: Restructuring ADRs for Emerging-Market Investments*, 54 Va. J. Int'l L. 733 (2014)
- Karolyi, G. Andrew, *DaimlerChrysler AG, the First Truly Global Share*, 9 J. Corp. Fin. 409 (2003)
- Kim, Hwa-Jin, *Cross-Listing of Korean Companies on Foreign Exchanges: Law and Policy*, 3 J. Korean L. 1 (2003)
- Licht, Amir, *Legal Plug-Ins: Cultural Distance, Cross-Listing, and Corporate Governance Reform*, 22 Berkeley J. Int'l L. 159 (2004)
- _____, *Cross-Listing and Corporate Governance: Bonding or Avoiding?*, 4 Chi. J. Int'l L. 141 (2003)
- _____, *Managerial Opportunism and Foreign Listing: Some Direct Evidence*, 22 U. Pa. J. Int'l Econ. L. 325 (2001)
- Litvak, Kate, *Sarbanes-Oxley and the Cross-Listing Premium*, 105 Mich. L. Rev. 1857 (2007)
- Miller, Darius P., *The Market Reaction to International Cross-listings: Evidence from Depository Receipts*, 51 J. Fin. Econ. 103 (1999)
- Mitnick, Scott, *Cross-Border Mergers and Acquisitions in Europe: Reforming Barriers to Takeovers*, 2001 Colum. Bus. L. Rev. 683
- Shnitser, Natalya, *A Free Pass for Foreign Firms? An Assessment of SEC and Private Enforcement Against Foreign Issuers*, 119 Yale L. J. 1638 (2010)
- Velli, Joseph, *American Depositary Receipts: An Overview*, 17 Fordham Int'l L. J. 38 (1994)
- Yamori, Nobuyoshi & Taiji Baba, *Japanese Management Views on Overseas Exchange Listings: Survey Results*, 12 J. Int'l Fin. Mgt. & Acct. 286 (2001)

X. Global Securities Markets and Regulatory Competition

A. Regulatory Competition in the United States

- Bebchuk, Lucian A. et al., *Does the Evidence Favor State Competition in Corporate Law?*, 90 Cal. L. Rev. 1775 (2002)

- Bebchuk, Lucian A. & Allen Ferrell, *A New Approach to Takeover Law and Regulatory Competition*, 87 Va. L. Rev. 111 (2001)
- Bebchuk, Lucian A. & Assaf Hamdani, *Vigorous Race or Leisurely Walk: Reconsidering the Competition over Corporate Charters*, 112 Yale L. J. 553 (2002)
- Bebchuk, Lucian A., *Federalism and the Corporation: The Desirable Limits on State Competition in Corporate Law*, 105 Harv. L. Rev. 1435 (1992)
- Carry, William L., *Federalism and Corporate Law: Reflections Upon Delaware*, 83 Yale L. J. 663 (1974)
- Coffee, John C., *The Modern Market for Corporate Charters: Competition, Collusion, and the Future*, 25 Del. J. Corp. L. 87 (2000)
- Kahan, Marcel & Ehud Kamar, *The Myth of State Competition in Corporate Law*, 55 Stan. L. Rev. 679 (2002)
- Roe, Mark J., *Delaware's Politics*, 118 Harv. L. Rev. 2491 (2005)
- _____, *Delaware's Competition*, 117 Harv. L. Rev. 588 (2003)
- Romano, Roberta, *The Advantage of Competitive Federalism for Securities Regulation* (AEI Press, 2002)
- _____, *Empowering Investors: A Market Approach to Securities Regulation*, 107 Yale L. J. 2359 (1998)
- _____, *The Genius of American Corporate Law* (AEI Press, 1993)

B. The Global Markets

- Aggarwal, Reena et al., *U.S. Securities Regulation in a World of Global Exchanges* (ECGI Working Paper, 2006)
- Choi, Stephen J. & Andrew T. Guzman, *Portable Reciprocity: Rethinking the International Reach of Securities Regulation*, 71 S. Cal. L. Rev. 903 (1998)
- _____, *The Dangerous Extraterritoriality of American Securities Law*, 17 Nw. J. Int'l L. & Bus. 207 (1996)
- Choi, Stephen J., *Assessing Regulatory Responses to Securities Market Globalization*, 2 Theoretical Inquiries in Law 613 (2001)
- Fox, Merritt B., *Regulation FD and Foreign Issuers: Globalization's Strains and Opportunities*, 41 Va. J. Int'l L. 653 (2001)
- _____, *The Issuer Choice Debate*, 2 Theoretical Inquiries in Law 563 (2001)
- _____, *The Political Economy of Statutory Reach: U.S. Disclosure Rules in a Globalizing Market for Securities*, 97 Mich. L. Rev. 696 (1998)
- _____, *Securities Disclosure in a Globalizing Market: Who Should Regulate Whom*, 95 Mich. L. Rev. 2498 (1997)
- Geiger, Uri, *Harmonization of Securities Disclosure Rules in the Global Market – A Proposal*, 66 Fordham L. Rev. 1785 (1998)
- _____, *The Case for the Harmonization of Securities Disclosure Rules in the Global Market*, 1997 Colum. Bus. L. Rev. 241

- Guzman, Andrew T., *Public Choice and International Regulatory Competition*, 90 Geo. L. J. 971 (2002)
- Hill, Jennifer G., *The Shifting Balance of Power between Shareholders and the Board: News Corp's Exodus to Delaware and Other Antipodean Tales* (ECGI Working Paper, 2008)
- Jackson, Howell E. & Eric J. Pan, *Regulatory Competition in International Securities Markets: Evidence from Europe in 1999 – Part I*, 56 Bus. Law. 653 (2001)
- Jackson, Howell E., *Centralization, Competition, and Privatization in Financial Regulation*, 2 Theoretical Inquiries in Law 649 (2001)
- Kane, Mitchell A. & Edward B. Rock, *Corporate Taxation and International Charter Competition*, 106 Mich. L. Rev. 1229 (2008)
- Karmel, Roberta S., *The Once and Future New York Stock Exchange: The Regulation of Global Exchanges*, 1 Brook. J. Corp. Fin. & Com. L. 355 (2007)
- _____, *The Case for a European Securities Commission*, 38 Colum. J. Transnat'l L. 9 (1999)
- Kokkoris, Ioannis & Rodrigo Olivares-Caminal, *Lessons from the Recent Stock Exchange Merger Activity*, 4 J. Competition L. & Econ. 837 (2008)
- Licht, Amir N., *Stock Exchange Mobility, Unilateral Recognition, and the Privatization of Securities Regulation*, 41 Va. J. Int'l L. 583 (2001)
- _____, *Games Commissions Play: 2x2 Games of International Securities Regulation*, 24 Yale J. Int'l L. 61 (1999)
- _____, *International Diversity in Securities Regulation: Roadblocks on the Way to Convergence*, 20 Cardozo L. Rev. 227 (1998)
- _____, *Regulatory Arbitrage for Real: International Securities Regulation in a World of Interacting Securities Markets*, 38 Va. J. Int'l L. 563 (1998)
- Michie, Ranald C., *The Global Securities Market: A History* (Oxford University Press, 2006)
- Nielsson, Ulf, *Stock Exchange Merger and Liquidity: The Case of Euronext*, 12 J. Fin. Mkt. 229 (2009)
- Poser, Norman, *The Stock Exchanges of the United States and Europe: Automation, Globalization and Consolidation*, 22 U. Pa. J. Int'l Econ. L. 497 (2001)
- Romano, Roberta, *The Need for Competition in International Securities Regulation*, 2 Theoretical Inquiries in Law 387 (2001)
- Schuster, Gunnar, *Extraterritoriality of Securities Laws: An Economic Analysis of Jurisdictional Conflicts*, 26 Geo. J. Int'l L. 165 (1994)
- Smith, Trig R., *The S.E.C. and Regulation of Foreign Private Issuers: Another Missed Opportunity at Meaningful Regulatory Change*, 26 Brooklyn J. Int'l L. 765 (2000)
- Steinberg, Marc I. & Lee E. Michaels, *Disclosure in Global Securities Offerings: Analysis of Jurisdictional Approaches, Commonality and Reciprocity*, 20 Mich. J. Int'l L. 207 (1999)

XI. Corporate Governance and International Law

- Ho, Daniel E., *Compliance and International Soft Law: Why Do Countries Implement the Basle Accord?*, 5 J. Int'l Econ. L. 647 (2002)
- Karmel, Roberta S., *The Case for a European Securities Commission*, 38 Colum. J. Transnational L. 9 (1999)
- Kim, Hwa-Jin, *Taking International Soft Law Seriously: Its Implications for Global Convergence in Corporate Governance*, 1 J. Korean L. 1 (2001)
- Lee, Lawrence L. C., *The Basle Accords as Soft Law: Strengthening International Banking Supervision*, 39 Va. J. Int'l L. 1 (1998)
- Licht, Amir N., *Games Commissions Play: 2x2 Games of International Securities Regulation*, 24 Yale J. Int'l L. 61 (1999)
- Steinberg, Marc I. & Lee E. Michaels, *Disclosure in Global Securities Offerings: Analysis of Jurisdictional Approaches, Commonality and Reciprocity*, 20 Mich. J. Int'l L. 207 (1999)

XII. Selected Jurisdictions and Their Firms and Markets

Brazil

- Black, Bernard, Antonio Gledson de Carvalho & Joelson Sampaio, *The Evolution of Corporate Governance in Brazil*, 20 Emerging Mkts. Rev. 176 (2014)
- Black, Bernard, Antonio Gledson de Carvalho & Erica Christina Rocha Gorga, *What Matters and for Which Firms for Corporate Governance in Emerging Markets? Evidence from Brazil (and Other BRIK Countries)*, 18 J. Corp. Fin. 934 (2012)
- Guy, Shannon, *Regulation of Private Equity in Brazil: Policy Questions Presented and Critique*, 2 Mich. J. Private Equity & Venture Capital L. 309 (2013)

China

- Allen, Franklin & Jun Qian, *China's Financial System and the Law*, 47 Cornell Int'l L. J. 499 (2014)
- Art, Robert C. & Minkang Gu, *China Incorporated: The First Corporation Law of the People's Republic of China*, 20 Yale J. Int'l L. 273 (1995)
- Cai, Hua, *Bonding, Law Enforcement and Corporate Governance in China*, 13 Stan. J. L. Bus. & Fin. 82 (2007)
- Chan, Kam C. et al., *China's Capital Markets: Challenges from WTO Membership* (Edward Elgar, 2007)
- Clarke, Donald, *Law Without Order in Chinese Corporate Governance Institutions*, 30 Nw. J. Int'l L. & Bus. 125 (2010)
- _____, *The Independent Director in Chinese Corporate Governance*, 31 Del. J. Corp. L. 125 (2006)
- Cousin, Violaine, *Banking in China* (2nd ed., Palgrave Macmillan, 2011)
- Eu, David, *Financial Reforms and Corporate Governance in China*, 34 Colum. J. Transnat'l L.

469 (1996)

- Gong, Bo, *Understanding Institutional Shareholder Activism: A Comparative Study of the UK and China* (Routledge, 2014)
- Guizot, Amelle, *China's Economy: The Financial and Banking System, Foreign Exchange and Interest Rate Risk Policies* (Harriman House, 2007)
- Guo, Li, *Chines Style VIEs: Continuing to Sneak under Smog?*, 47 *Cornell Int'l L. J.* 569 (2014)
- _____, *Securities*, in: *Chinese Business Law 81* (Yuanshi Bu ed., C.H. Beck / Hart / Nomos, 2010)
- _____, *The Chinese Financial Conglomerate and Its Company Law Implications*, 7 *J. Kor. L.* 197 (2007)
- Howson, Nicholas C., "Quack Corporate Governance" As Traditional Chinese Medicine—The Securities Regulation Cannibalization of China's Corporate Law and a State Regulator's Battle Against Party State Political Economic Power, 37 *Seattle U. L. Rev.* 667 (2014)
- _____, *Enforcement without Foundation? - Insider Trading and China's Administrative Law Crisis*, 60 *Am. J. Comp. L.* 955 (2012)
- Huang, Hui, *Institutional Structure of Financial Regulation in China: Lessons from the Global Financial Crisis*, 10 *J. Corp. L. Stud.* 219 (2010)
- Liaw, K. Thomas, *Investment Banking & Investment Opportunities in China* (John Wiley & Sons, 2007)
- Liebman, Benjamin L. & Curtis J. Milhaupt, *Reputational Sanctions in China's Securities Market*, 108 *Colum. L. Rev.* 929 (2008)
- Lin Lin, *The Evolution of Partnerships in China from the Perspective of Asset Partitioning*, 18 *Stan. J. L. Bus. & Fin.* 216 (2013)
- MacNeil, Iain, *Adaptation and Convergence in Corporate Governance: The Case of Chinese Listed Companies*, 2 *J. Corp. L. Stud.* 289 (2002)
- Milhaupt, Curtis J. & Wentong Zheng, *Beyond Ownership: State Capitalism and the Chinese Firm*, 103 *Geo. L. J.* 665 (2015)
- Ruskola, Teemu, *Conceptualizing Corporations and Kinship: Comparative Law and Development Theory in a Chinese Perspective*, 52 *Stan. L. Rev.* 1599 (2000)
- Sanderson, Henry & Michael Forsythe, *China's Superbank* (Bloomberg Press, 2013)
- Tan, Lay-Hong & Jiangyu Wang, *Modelling an Effective Corporate Governance System for China's Listed State-Owned Enterprises: Issues and Challenges in a Transitional Economy*, 7 *J. Corp. L. Stud.* 143 (2007)
- Walter, Carl E. & Fraser J. T. Howie, *Privatizing China: The Stock Markets and Their Role in Corporate Reform* (John Wiley & Sons, 2003)
- _____, *Red Capitalism: The Fragile Financial Foundation of China's Extraordinary Rise* (Wiley, 2012)
- Wang, Jiangyu, *Company Law in China* (Edward Elgar, 2014)
- _____, *The Political Logic of Corporate Governance in China's State-owned Enterprises*, 47 *Cornell Int'l L. J.* 631 (2014)
- Wu, Mark, *Piercing China's Corporate Veil: Open Questions from the New Company Law*, 117 *Yale L. J.* 329 (2007)

Zhang, Joe, *Inside China's Shadow Banking: The Next Subprime Crisis* (Enrich Professional Publishing, 2013)

Zhen, Yong, *China's Capital Markets* (Woodhead, 2013)

Eastern Europe

Atanasov, Vladimir et al., *How Does Law Affect Finance? An Examination of Equity Tunneling in Bulgaria*, 96 J. Fin. Econ. 155 (2010)

_____, *Learning from the General Principles of Company Law for Transition Economies: The Case of Bulgaria*, 31 J. Corp. L. 1003 (2006)

Avilov, Gainan et al., *General Principles of Company Law for Transition Economies*, 24 J. Corp. L. 190 (1999)

Bainbridge, Stephen & Rado Bohinc, *Corporate Governance in Post-Privatized Slovenia*, 49 Am. J. Comp. L. 49 (2001)

Breskovski, Vassil, *Directors' Duty of Care in Eastern Europe*, 29 Int'l Law. 77 (1995)

Coffee, Jr., John C., *Privatization and Corporate Governance: The Lessons from Securities Market Failure*, 25 J. Corp. L. 1 (1999)

Mickiewicz, Tomasz M. ed., *Corporate Governance and Finance in Poland and Russia* (Palgrave Macmillan, 2007)

European Union

Becht, Marco et al., *Centros and the Cost of Branching*, 9 J. Corp. L. Stud. 171 (2009)

Becht, Marco, *Reciprocity in Takeovers* (ECGI Working Paper, 2003)

Behrens, Peter, *International Company Law in View of the Centros Decision of the ECJ*, 1 Eur. Bus. Org. L. Rev. 125 (2000)

Elhauge, Einer, *Toward a European Sale of Control Doctrine*, 41 Am. J. Comp. L. 627 (1993)

Enriques, Luca & Matteo Gatti, *EC Reforms of Corporate Governance and Capital Markets Law: Do They Tackle Insiders' Opportunism?*, 28 Nw. J. Int'l L. & Bus. 1 (2007)

Enriques, Luca, *EC Company Law Directives and Regulations: How Trivial Are They?*, 27 U. Pa. J. Int'l Econ. L. 1 (2007)

Fabrizio, Barca & Marco Becht, *The Control of Corporate Europe* (Oxford University Press, 2003)

Ferrarini, Guido et al. eds., *Reforming Company Law and Takeover Law in Europe* (Oxford University Press, 2004)

Ferrarini, Guido, *One Share – One Vote: A European Rule?*, 3 Eur. Company & Fin. L. Rev. 147 (2006)

Gelter, Martin & Mathias M. Siems, *Judicial Federalism in the ECJ's Berlusconi Case: Toward More Credible Corporate Governance and Financial Reporting?*, 46 Harv. Int'l L. J. 487 (2005)

Gilson, Ronald J., *The Political Ecology of Takeovers: Thoughts on Harmonizing the European Corporate Governance Environment*, 61 Fordham L. Rev. 161 (1992)

- Hernández-López, Ernesto, *Bag Wars and Bank Wars, The Gucci and Banque National de Paris Hostile Bids: European Corporate Culture Responds to Active Shareholders*, 9 Fordham J. Corp. & Fin. L. 127 (2003)
- Pinto, Arthur R., *The European Union's Shareholder Voting Rights Directive from an American Perspective: Some Comparisons and Observations*, 32 Fordham Int'l L. J. 587 (2009)
- Ringe, Wolf-Georg, *The European Company Statute in the Context of Freedom of Establishment*, 7 J. Corp. L. Stud. 185 (2007)
- Siems, Mathias M., *The Case Against Harmonisation of Shareholder Rights*, 6 Eur. Bus. Org. L. Rev. 539 (2005)
- Zumbansen, Peer & Daniel Saam, *The ECJ, Volkswagen and European Corporate Law: Reshaping the European Varieties of Capitalism*, 8 German L. J. 1027 (2007)

France

- Aste, Lauren J., *Reforming French Corporate Governance: A Return to the Two-Tier Board?*, 32 George Washington J. Int'l L. & Econ. 1 (1999)
- Fanto, James A., *The Role of Corporate Law in French Corporate Governance*, 31 Cornell Int'l L. J. 31 (1998)
- Fanto, James A., *The Transformation of French Corporate Governance and United States Institutional Investors*, 21 Brook. J. Int'l L. 1 (1995)
- Tiberghien, Yves, *Entrepreneurial States: Reforming Corporate Governance in France, Japan, and Korea* (Cornell University Press, 2007)

Germany

- Börsch, Alexander, *Global Pressure, National System: How German Corporate Governance Is Changing* (Cornell University Press, 2007)
- Cheffins, Brian R., *The Metamorphosis of "Germany Inc.": The Case of Executive Pay*, 49 Am. J. Comp. L. 497 (2001)
- Dinh, Viet D., *Codetermination and Corporate Governance in a Multinational Business Enterprise*, 24 J. Corp. L. 975 (1999)
- Du Plessis, Jean J. et al., *German Corporate Governance in International and European Context* 2nd Ed. (Springer, 2012)
- Karacz, Maximilian C., *A Market for Incorporations in Germany: American Competitive Federalism as a Viable Model in the Largest Economy in the EU?*, 49 Harv. Int'l L. J. Online 83 (2008)
- Kim, Hwa-Jin, *Markets, Financial Institutions, and Corporate Governance: Perspectives from Germany*, 26 Geo. J. Int'l L. 371 (1995)
- O'Sullivan, Mary, *Contests for Corporate Control: Corporate Governance and Economic Performance in the United States and Germany* (Oxford University Press 2000)
- Payne, Jennifer ed., *Takeovers in English and German Law* (Hart Publishing, 2003)
- Ringe, Georg, *Changing Law and Ownership Patterns in Germany: Corporate Governance and*

the Erosion of Deutschland AG, 63 Am. J. Comp. L. 493 (2015)

Mark G. Robilotti, *Codetermination, Stakeholder Rights, and Hostile Takeovers: A Reevaluation of the Evidence from Abroad*, 38 Harv. Int'l L. J. 536 (1997)

Roe, Mark J., *German Co-Determination and German Securities Markets*, 1998 Colum. Bus. L. Rev. 167

Roth, Markus, *Outside Director Liability: German Stock Corporation Law in Transatlantic Perspective*, 8 J. Corp. L. Stud. 337 (2008)

Schnorbus, York, *Tracking Stock in Germany: Is German Corporate Law Flexible Enough to Adopt American Financial Innovations?*, 22 U. Pa. J. Int'l Econ. L. 541 (2001)

India

Armour, John & Priya Lele, *Law, Finance, and Politics: The Case of India* (ECGI Working Paper, 2008)

Black, Bernard S. & Vikramaditya S. Khanna, *Can Corporate Governance Reforms Increase Firms' Market Values?: Evidence from India*, 4 J. Empirical Leg. Stud. 749 (2007)

Khanna, Tarun & Krishna Palepu, *Is Group Affiliation Profitable in Emerging Markets?: An Analysis of Diversified Indian Business Groups*, 55 J. Fin. 867 (2000)

Mathew, Shaun J., *Hostile Takeovers in India: New Prospects, Challenges, and Regulatory Opportunities*, 2007 Colum. Bus. L. Rev. 800 (2007)

Israel

Blass, Asher et al., *Corporate Governance in an Emerging Market: The Case of Israel*, 10 J. App. Corp. Fin. 79 (1998)

Licht, Amir N., *David's Dilemma: A Case Study of Securities Regulation in a Small Open Market*, 2 Theoretical Inquiries in Law 673 (2001)

_____, *Managerial Opportunism and Foreign Listing: Some Direct Evidence*, 22 U. Pa. J. Int'l Econ. L. 325 (2001)

Rock, Edward B., *Greenhorns, Yankees and Cosmopolitans: Venture Capital, IPOs, Foreign Firms and U.S. Markets*, 2 Theoretical Inquiries in Law 711 (2001)

Italy

Cheffins, Brian R., *Current Trends in Corporate Governance: Going From London to Milan via Toronto*, 10 Duke J. Comp. & Int'l L. 5 (1999)

Enriques, Luca, *Corporate Governance Reforms in Italy: What Has Been Done and What Is Left to Do*, 10 Eur. Bus. Org. L. Rev. 477 (2009)

Ferrarini, Guido, Paolo Giudici & Mario Stella Richter, *Company Law Reform in Italy: Real Progress?*, 69 Rabels Zeitschrift für ausländisches und internationales Privatrecht 658 (2005)

Ferrarini, Guido & Paolo Giudici, *Financial Scandals and the Role of Private Enforcement: The Parmalat Case* (ECGI Working Paper, 2005)

- Macey, Jonathan R., *Italian Corporate Governance: One American's Perspective*, 1998 Colum. Bus. L. Rev. 121
- Segato, Lorenzo, *A Comparative Analysis of Shareholder Protections in Italy and the United States: Parmalat as a Case Study*, 26 Nw. J. Int'l L. & Bus. 373 (2006)
- Ventoruzzo, Marco, *Experiments in Comparative Corporate Law: The Recent Italian Reform and the Dubious Virtues of a Market for Rules in the Absence of Effective Regulatory Competition*, 40 Tex. Int'l L. J. 113 (2004)

Japan

- Aoki, Masahiko & Ronald Dore eds., *The Japanese Firm: The Sources of Competitive Strength* (Oxford University Press 1996)
- Aoki, Masahiko & Hugh Patrick eds., *The Japanese Main Bank System: Its Relevance for Developing and Transforming Economies* (Oxford University Press 1995)
- Aoki, Masahiko & Gary R. Saxonhouse eds., *Finance, Governance, and Competitiveness in Japan* (Oxford University Press 2000)
- Aoki, Masahiko, *Information, Corporate Governance, and Institutional Diversity: Competitiveness in Japan, the USA, and the Transitional Economies* (Oxford University Press 2001)
- Aronson, Bruce E., *The Olympus Scandal and Corporate Governance Reform: Can Japan Find a Middle Ground between the Board Monitoring Model and Management Model?*, 30 UCLA Pac. Basin L. J. 93 (2012)
- Gilson, Ronald J. & Curtis J. Milhaupt, *Choice as Regulatory Reform: The Case of Japanese Corporate Governance*, 53 Am. J. Comp. L. 343 (2005)
- Gilson, Ronald J. & Mark J. Roe, *Lifetime Employment: Labor Peace and the Evolution of Japanese Corporate Governance*, 99 Colum. L. Rev. 508 (1999)
- _____, *Understanding the Japanese Keiretsu: Overlaps Between Corporate Governance and Industrial Organization*, 102 Yale L. J. 871 (1993)
- Gilson, Ronald J., *The Poison Pill in Japan: The Missing Infrastructure*, 2004 Colum. Bus. L. Rev. 21
- Kawashima, Shiro & Susumu Sakurai, *Shareholder Derivative Litigation in Japan: Law, Practice, and Suggested Reforms*, 33 Stan. J. Int'l L. 9 (1997)
- Learmount, Simon, *Corporate Governance: What Can Be Learned from Japan?* (Oxford University Press, 2004)
- Milhaupt, Curtis J. & Robert J. Jackson, Jr., *Corporate Governance and Executive Compensation: Evidence from Japan*, 2014 Colum. B. L. Rev. 111 (2014)
- Milhaupt, Curtis J. & Mark D. West, *Economic Organizations and Corporate Governance in Japan: The Impact of Formal and Informal Rules* (Oxford University Press, 2004)
- Milhaupt, Curtis J., *In the Shadow of Delaware? The Rise of Hostile Takeovers in Japan*, 105 Colum. L. Rev. 2171 (2005)
- _____, *Creative Norm Destruction: The Evolution of Nonlegal Rules in Japanese Corporate Governance*, 149 U. Penn. L. Rev. 2083 (2001)
- _____, *The Market for Innovation in the United States and Japan: Venture Capital and the*

- Comparative Corporate Governance Debate*, 91 Nw. U. L. Rev. 865 (1997)
- _____, *A Relational Theory of Japanese Corporate Governance: Contract, Culture, and the Rule of Law*, 37 Harv. Int'l L. J. 3 (1996)
- _____, *Managing the Market: The Ministry of Finance and Securities Regulation in Japan*, 30 Stan. J. Int'l L. 423 (1994)
- Mitsumasu, Akira, *Control and Coordination of Subsidiaries in Japanese Corporate Groups* (World Scientific Publishing Company, 2015)
- Miwa, Yoshiro & J. Mark Ramseyer, *Corporate Governance in Transitional Economies: Lessons from the Prewar Japanese Cotton Textile Industry*, 29 J. Leg. Stud. 171 (2000)
- Morikawa, Hidemasa, *Zaibatsu: The Rise and Fall of Family Enterprise Groups in Japan* (University of Tokyo Press, 1992)
- Puchniak, Dan W., *The Efficiency of Friendliness: Japanese Corporate Governance Succeeds Again without Hostile Takeovers*, 5 Berkeley Bus. L. J. 195 (2008)
- Ramseyer, J. Mark, *Columbian Cartel Launches Bid for Japanese Firms*, 102 Yale L. J. 2005 (1993)
- Shishido, Zenichi, *Reform in Japanese Corporate Law and Corporate Governance: Current Changes in Historical Perspective*, 49 Am. J. Comp. L. 653 (2001)
- _____, *Japanese Corporate Governance: The Hidden Problems of the Corporate Law and Their Solutions*, 25 Del. J. Corp. L. 189 (2000)
- West, Mark D., *Why Shareholders Sue: The Evidence from Japan*, 30 J. Leg. Stud. 351 (2001)
- _____, *The Puzzling Divergence of Corporate Law: Evidence and Explanations from Japan and the United States*, 150 U. Pa. L. Rev. 527 (2001)
- _____, *The Pricing of Shareholder Derivative Actions in Japan and the United States*, 88 Nw. U. L. Rev. 1436 (1994)

Kazakhstan

- Brown, Jr., J. Robert, *Culture, Chaos and Capitalism: Privatization in Kazakhstan*, 19 U. Pa. J. Int'l Econ. L. 909 (1998)

Korea

- Bae, Kee-Hong et al., *Tunneling or Value Added? Evidence from Mergers by Korean Business Groups*, 57 J. Fin. 2695 (2002)
- Black, Bernard S. et al., *Does Corporate Governance Predict Firms' Market Values? Evidence from Korea*, 22 J. L., Econ., & Org. 366 (2006)
- _____, *Predicting Firms' Corporate Governance Choices: Evidence from Korea*, 12 J. Corp. Fin. 660 (2006)
- Black, Bernard S. et al., *Corporate Governance in Korea at the Millennium: Enhancing International Competitiveness*, 26 J. Corp. L. 537 (2001)
- Black, Bernard S., *The Role of Self-Regulation in Supporting Korea's Securities Markets*, 3 J.

- Korean L. 17 (2003)
- Chang, James Jinho & Hyun-Han Shin, *Family Ownership and Performance in Korean Conglomerates*, 15 Pacific-Basin Fin. J. 329 (2007)
- Choi, Stephen, *The Future Direction of Takeover Law in Korea*, 7 J. Korean L. 25 (2007)
- _____, *Evidence on Securities Class Actions*, 57 Vand. L. Rev. 1465 (2004)
- Chung, Dae Hwan, *Introduction to South Korea's New Securities-Related Class Action*, 30 J. Corp. L. 165 (2004)
- Ehrlich, Craig & Dae-Seob Kang, *U.S. Style Corporate Governance in Korea's Largest Companies*, 18 UCLA Pacific Basin L. J. 1 (2000)
- Kim, E. Han & Woonchan Kim, *Changes in Korean Corporate Governance: A Response to Crisis*, J. App. Corp. Fin. 47 (Winter 2008)
- Kim, Hwa-Jin, Haruka Okihara & Stephen Woodcock, *Importing Hazardous Substances from the United States?: The Poison Pill in Japan and Korea*, 10 J. Kor. L. 1 (2010)
- Kim, Hwa-Jin, & Alice Z. Chen, *Private Equity in Korea: History, Industry and Policy*, in: Korean Business Law 199 (Edward Elgar, 2012)
- Kim, Hwa-Jin, Seung-Hwan Lee & Stephen Woodcock, *Favoritism and Corporate Law: The Confused Corporate Opportunity Doctrine in the Hyundai Motor Case*, 3 Mich. J. Private Equity & Venture Capital L. 41 (2013)
- Kim, Hwa-Jin, Korean Business Law (Edward Elgar, 2012) (Ed.)
- _____, *Concentrated Ownership and Corporate Control: Wallenberg Sphere and Samsung Group*, 14 J. Kor. L. 39 (2014)
- _____, *The Case for Market for Corporate Control in Korea*, 10 Oxford U. Comp. L. Forum 2 (2009)
- _____, *Directors' Duties and Liabilities in Corporate Control and Restructuring Transactions: Recent Developments in Korea*, 7 Oxford U. Comp. L. Forum 2 (2006)
- _____, *Toward the "Best Practice" Model in a Globalizing Market: Recent Developments in Korean Corporate Governance*, 2 J. Corp. L. Stud. 345 (2002)
- _____, *Living with the IMF: A New Approach to Corporate Governance and Regulation of Financial Institutions in Korea*, 17 Berkeley J. Int'l L. 61 (1999)
- Kim, Joongi, *A Forensic Study of Daewoo's Corporate Governance: Does Responsibility for the Meltdown Solely Lie with the Chaebol and Korea?*, 28 Nw. J. Int'l L. & Bus. 273 (2007)
- Kim, Jooyoung & Joongi Kim, *Shareholder Activism in Korea: A Review of How PSPD Has Used Legal Measures to Strengthen Korean Corporate Governance*, 1 J. Korean L. 51 (2001)
- Lee, Hyun Chul, *Efficient and Inefficient Debt Restructuring: A Comparative Analysis of Voting Rules in Workouts*, 40 Cornell Int'l L. J. 661 (2007)
- Milhaupt, Curtis J., *Privatization and Corporate Governance in a Unified Korea*, 26 J. Corp. L. 199 (2001)
- _____, *Property Rights in Firms*, 84 Va. L. Rev. 1145 (1998)
- Pritchard, A. C., *Monitoring of Corporate Groups by Independent Directors*, 9 J. Korean L. 1 (2009)

Seo, Jeong, *Who Will Control Frankenstein? The Korean Chaebol's Corporate Governance*, 14 *Cardozo J. Int'l & Comp. L.* 21 (2006)

The Netherlands

Quinn, Danielle, *Dutch Treat: Netherlands Judiciary Only Goes Halfway Towards Adopting Delaware Trilogy in Takeover Context*, 41 *Vand. J. Transnat'l L.* 1211 (2008)

Russia

Adachi, Yuko, *Building Big Business in Russia: The Impact of Informal Corporate Governance Practices* (Routledge, 2012)

Baev, Andrei A., *Implications of Emerging Legal Structures for Capital Markets in Russia*, 2 *Stan. J. L. Bus. & Fin.* 211 (1996)

Black, Bernard, Reinier Kraakman & Anna Tarassova, *Russian Privatization and Corporate Governance: What Went Wrong?*, 52 *Stan. L. Rev.* 1731 (2000)

Black, Bernard & Reinier Kraakman, *A Self-Enforcing Model of Corporate Law*, 109 *Harv. L. Rev.* 1911 (1996)

Black, Bernard, *The Corporate Governance Behavior and Market Value of Russian Firms*, 2 *Emerg. Mkts. Rev.* 89 (2001)

_____, *Does Corporate Governance Matter?: A Crude Test Using Russian Data*, 149 *U. Penn. L. Rev.* 2131 (2001)

Brown, Jr., J. Robert & Kostyantyn Shkurupiy, *Corporate Governance in the Former Soviet Union: The Failure of the Self-Enforcing Model*, 7 *Colum. J. E. Eur. L.* 629 (2000)

Fox, Merritt B. & Michael A. Heller, *Corporate Governance Lessons from Russian Enterprise Fiascoes*, 75 *N. Y. U. L. Rev.* 1720 (2000)

Fox, Merritt B., *Ongoing Issues in Russian Corporate Governance*, 52 *Colum. J. Transnat'l L.* 435 (2014)

Gololobov, Dmitry, *The Yukos Money Laundering Case: A Never-Ending Story*, 28 *Mich. J. Int'l L.* 711 (2007)

McCarthy, Daniel J. et al. eds., *Corporate Governance in Russia* (Edward Elgar Publishing, 2005)

McGee, Robert W. & Galina G. Preobragenskaya, *Accounting and Financial System Reform in a Transition Economy: A Case Study of Russia* (Springer, 2010)

Note, *Corporate Governance and Foreign Investment Nightmares in Russia: A Case Study of Unified Energy Systems*, 42 *Va. J. Int'l L.* 889 (2002)

Sakwa, Richard, *The Quality of Freedom: Khodorkovsky, Putin and the Yukos Affair* (Oxford University Press, 2009)

Stern, Jonathan P., *The Future of Russian Gas and Gazprom* (Oxford University Press, 2005)

Winkler, Matteo M., *Arbitration without Privity and Russian Oil: The Yukos Case before the Houston Court*, 27 *U. Pa. J. Int'l Econ. L.* 115 (2006)

Spain

McKean, Ashley., *Corporate Governance Law in Spain: A Vibrant Transition Fueled by the Recent Reforms of Aldama*, 35 *Geo. J. Int'l L.* 105 (2003)

Sweden

Cronqvist, Henrik & Mattias Nilsson, *Agency Costs of Controlling Minority Shareholders*, 38 *J. Fin. & Q. Analysis* 695 (2003)

Dahlquist, Magnus & Göran Robertsson, *Direct Foreign Ownership, Institutional Investors, and Firm Characteristics*, 59 *J. Fin. Econ.* 413 (2001)

Dent, George W., Jr., *Corporate Governance: The Swedish Solution*, 64 *Fl. L. Rev.* 1633 (2012)

Elvander, Nils, *Two Labour Market Regimes in Sweden: A Comparison Between the Saltsjöbaden Agreement of 1938 and the Industrial Agreement of 1997*, 10 *Industrielle Beziehungen* 146 (2003)

Gilson, Ronald J. & Reinier Kraakman, *Investment Companies as Guardian Shareholders: The Place of the MSIC in the Corporate Governance Debate*, 45 *Stan. L. Rev.* 985 (1993)

Gilson, Ronald J., *Controlling Shareholders and Corporate Governance: Complicating the Comparative Taxonomy*, 119 *Harv. L. Rev.* 1641 (2006)

Kim, Hwa-Jin, *Concentrated Ownership and Corporate Control: Wallenberg Sphere and Samsung Group*, 14 *J. Kor. L.* 39 (2014)

Wetterberg, Gunnar, *Wallenberg: The Family That Shaped Sweden's Economy* (Gidlunds Förlag, 2014)

Ukraine

Gegenheimer, Gary A., *Bank Regulatory Reform in Ukraine*, 39 *Int'l Law.* 843 (2005)

United Kingdom

Armour, John & David A. Skeel, Jr., *Who Writes the Rules for Hostile Takeovers, and Why?: The Peculiar Divergence of U.S. and U.K. Takeover Regulation*, 95 *Geo. L. J.* 1727 (2007)

Armour, John et al., *Private Enforcement of Corporate Law: An Empirical Comparison of the UK and US*, 6 *J. Emp. Leg. Stud.* 687 (2009)

Black, Bernard S. & John C. Coffee, Jr., *Hail Britannia? Institutional Investor Behavior Under Limited Regulation*, 92 *Mich. L. Rev.* 1997 (1994)

Cadbury, Adrian, *Corporate Governance and Chairmanship: A Personal View* (Oxford University Press, 2002)

Cheffins, Brian R., *Corporate Ownership and Control: British Business Transformed* (Oxford University Press, 2009)

_____, *History and the Global Governance Revolution: The UK Perspective*, 43 *Bus. History* 87 (2001)

_____, *Law, Economics and the UK's System of Corporate Governance: Lessons from History*, 1 *J.*

Corp. L. Stud. 71 (2001)

Chiu, Iris H-Y, *Reviving Shareholder Stewardship: Critically Examining the Impact of Corporate Transparency Reforms in the UK*, 38 Del. J. Corp. L. 983 (2014)

Gong, Bo, *Understanding Institutional Shareholder Activism: A Comparative Study of the UK and China* (Routledge, 2014)

Kenyon-Slade, Stephen, *Mergers and Takeovers in the US and UK: Law and Practice* (Oxford University Press, 2004)

Miller, Geoffrey, *Political Structure and Corporate Governance: Some Points of Contrast between the United States and England*, 1998 Colum. Bus. L. Rev. 52

Nolan, Richard, *Shareholder Rights in Britain*, 7 Eur. Bus. Org. L. Rev. 549 (2006)

Reisberg, Arad, *The UK Stewardship Code: On the Road to Nowhere?*, 15 J. Corp. L. Stud. 217 (2015)

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