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)
- 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 (2006); Lucian A. Bebchuk, Letting Shareholders Set the Rules, 119 Harv. L. Rev. 1784 (2006). See also

- 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 Verstegen 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 (HarperBusiness, 2016)

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).

- 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)
- 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)
- Wright, Mike et al. eds., The Oxford Handbook of Corporate Governance (Oxford University Press, 2013)

B. Shareholders' Meeting and Voting

Belinfanti, 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)
- 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)
- 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' 1 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 (2^{nd} 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)
- 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)

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

- 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

- 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)
- 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)

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. 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)

IV. 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)

V. 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 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)

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).

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

- _____, 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)
- Pacces, 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 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)
- Zetzsche, Dirk, Shareholder Interaction Preceding Shareholder Meetings of Public Corporations: A Six Country Comparison, 2 Eur. Corp. & Fin. L. Rev. 105 (2005)

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).

VI. 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)

VII. Convergence Discussions⁸

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

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 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).

- 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)

VIII. 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 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)
- 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' 1 L. 733 (2014)
- Karolyi, G. Andrew, Daimler Chrysler 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 Depository 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)

IX. 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.

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)

X. 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

XI. 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' 1 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' 1 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)
- 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)
- 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)
- 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
- 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 Texas 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)

- 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)
- 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)
- 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)

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 & Woochan 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)
- 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)

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)
- 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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