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Education:

- J.D. 1980 Yale Law School; Note Editor, Yale Law Journal; First Prize, Yale Law School Nathan Burkan Memorial Competition, 1980.
- M.A. 1975 University of Chicago; N.D.E.A. Title VI Fellowship, 1973-76; Kunstadter Fellow, Department of History, 1973-74; M.A. Comprehensive and Ph.D. Qualifying Examination passed with Honors, 1974; University of Chicago sponsored student at Inter-University Center for Japanese Language Study, Tokyo, Japan, 1974-75.
- B.A. 1973 University of Rochester, with Highest Honors and Distinction in History and with Highest Distinction in English; Phi Beta Kappa; New York State Regents College Scholarship, 1969-73; Jewish Foundation for Education of Girls Scholarship, 1969-72; University of Rochester College Scholarship, 1969-73.

Employment:

- 2011-Present Sterling Professor of Law, Yale Law School
- 2005-Present Director, Yale Law School Center for the Study of Corporate Law
- 1986-Present Professor of Management, Yale School of Management
- 2005-2010 Oscar M. Ruebhausen Professor of Law, Yale Law School
- 1999-2000 Director, Yale Law School Center for the Study of Corporate Law
- 1991-2005 Allen Duffy/Class of 1960 Professor of Law, Yale Law School
- 1985-1991 Professor of Law, Yale Law School
- 1984-1985 Visiting Associate Professor of Law, Yale Law School
- 1984-1985 Associate Professor of Law, Stanford Law School
- 1981-1984 Assistant Professor of Law, Stanford Law School
- 1980-1981 Law Clerk to Hon. Jon O. Newman, U.S. Court of Appeals, Second Circuit
- 1979 Covington & Burling, Washington, D.C. (summer employment)
- 1978 U.S. Securities & Exchange Comm'n, Enforcement Div. (summer employment)
- 1976-1977 Research Report Writer, Development Office, University of Chicago

Publications:

Books

The Advantage of Competitive Federalism for Securities Regulation (AEI Press, 2002)

The Genius of American Corporate Law (AEI Press, 1993)

Foundations of Corporate Law, 2d ed. (Ed.) (LexisNexis, 2010)

Articles

Further Assessment of the Iron Law of Financial Regulation: A Postscript to Regulating in the Dark, 42 Hofstra Law Review (forthcoming)

Getting Incentives Right: Is Deferred Bank Executive Compensation Sufficient? (With Sanjai Bhagat and Brian Bolton), 31 Yale Journal on Regulation (Special conference issue, forthcoming)

For Diversity in the International Regulation of Financial Institutions: Critiquing and Recalibrating the Basel Architecture, 31 Yale Journal on Regulation 1 (2014)

Regulating in the Dark, in C. Coglianesi, ed., Regulatory Breakdown: The Crisis of Confidence in U.S. Regulation (University of Pennsylvania Press, 2012); and 42 Hofstra University Law Review (forthcoming); translated and reprinted in SJTU Law Review, No.3, p. 10 (Sept. 2013) (translated by Xiaochuan Weng); earlier version published in Revue trimestrielle de Droit financier – Corporate Finance and Capital Markets Law Review, volume 2011-4; abridged version published in 1 Journal of Financial Perspectives 23 (2013) and Z. Shishido, ed., Enterprise law: Contracts, Markets, and Law in the US and Japan (Edward Elgar, forthcoming).

Judicial Decisions and Financial Innovation: An Example from Protective Covenants in Debt Contracts, 4 Securities Law Review 404 (2011), a publication of the Shanghai Stock Exchange (translated by Prof. Chen Yangyang)

Institutional Investors and Proxy Voting on Compensation Plans: The Impact of the 2003 Mutual Fund Voting Disclosure Regulation (with Martijn Cremers), 13 American Law and Economics Review 220 (2011)

Against Financial Regulation Harmonization: A Comment, in P. Nobel, K. Krehan and A. Tanner, eds., Law and Economics of Global Financial Institutions (Schulthess 2010)

Does the Sarbanes-Oxley Act Have a Future?, 26 Yale Journal on Regulation 229 (2009)

Reforming Executive Compensation: Focusing and Committing to the Long-term (with Sanjai Bhagat), 26 Yale Journal on Regulation 359 (2009); revised version, Reforming Executive Compensation: Simplicity, Transparency and Committing to the Long-term (with Sanjai Bhagat), 7 European Company and Financial Law Review 273 (2010) ; revised version, Reforming Financial Executives' Compensation for the Long Term (with Sanjai Bhagat), in J. Hill and R. Thomas, eds., The Research Handbook on Executive Pay (Edward Elgar, 2012), translated and reprinted as Reforming Compensation in a World of Government Bailouts: Properly Incentivizing Financial Institutions' Executives, Shanghai Jiao Tong University Law Journal (Winter 2013) (translated by Professor Shen Wei).

The Promise and Peril of Corporate Governance Indices (with Sanjai Bhagat and Brian Bolton), 108 Columbia Law Review 1803 (2008), abridged version in W. Oostwouder and H. Schenk , eds., Corporate Governance: Current issues and the financial crisis (Kluwer, 2011); revised version published as The Effect of Corporate Governance on Performance, in H. K. Baker and R.

Anderson, eds., Corporate Governance (John Wiley & Sons, 2010)

The Sarbanes-Oxley Act at a Crossroads, in M. Ghertman & C. Menard eds., Regulation, Deregulation and Reregulation Institutional Perspectives 243 (Edward Elgar Publishers, 2009) and in Giuffrè, ed., Quaderni di Giurisprudenza Commerciale (2008); translated and reprinted, La 'Ley Sarbanes-Oxley' en la Encrucijada, in Foro de Derecho Mercantil-Revista Internacional No. 22, 7 (2009)

Corporate Lawsuits in the U.S.: Impact on Share Prices (with Sanjai Bhagat), CFO Connect (February 2008)

Empirical Studies of Corporate Law (with Sanjai Bhagat), in 2 A.M. Polinsky and S. Shavell, eds., Handbook of Law and Economics 945 (Elsevier, 2007)

The States as a Laboratory: Legal Innovation and State Competition for Corporate Charters, 23 Yale Journal on Regulation 209 (2006), and abridged version in A. Gerber and E. Patashnik, eds., Promoting the General Welfare: New Perspectives on Government Performance 282 (Brookings Institution Press 2006); reprinted in 48 Corporate Practice Commentator 669 (2007) and in Robert D. Cooter and Francesco Parisi, eds., Legal Institutions and Economic Development (Edward Elgar, 2010)

The Sarbanes-Oxley Act and the Making of Quack Corporate Governance, 114 Yale Law Journal 1521 (2005); reprinted in 38 Securities Law Review §3:1 (2006) and N. Rapoport, J. Van Niel and B. Dharan, eds., Enron and Other Corporate Fiascos: The Corporate Scandal Reader (2d ed. 2009); excerpted as Sarbanes-Oxley: Quack Corporate Governance, The Corporate Board (September/October 2005), p. 5; also excerpted as Quack Corporate Governance, 28 Regulation 36 (Winter 2005-2006)

After the Revolution in Corporate Law, 55 Journal of Legal Education 342 (2005)

Is Regulatory Competition a Problem or Irrelevant for Corporate Governance?, 21 Oxford Review of Economic Policy 212 (2005)

Does Confidential Proxy Voting Matter?, 32 Journal of Legal Studies 465 (2003)

Event Studies and the Law: Part I: Technique and Corporate Litigation (with Sanjai Bhagat), 4 American Law and Economics Review 141 (2002)

Event Studies and the Law: Part II: Empirical Studies of Corporate Law (with Sanjai Bhagat), 4 American Law and Economics Review (2002) 380

Less is More: Making Institutional Investor Activism a Valuable Mechanism of Corporate Governance, 18 Yale Journal on Regulation 174 (2001); abridged version reproduced in 6 Direito Dos Valores Mobiliários 313 (2006); and a slightly different version in J. McCahery and L. Renneboog, eds., Convergence and Diversity in Corporate Governance Regimes and Capital Markets (Oxford University Press, 2002)

The Need for Competition in International Securities Regulation, 2 Theoretical Inquiries in Law

387 (2001)

Comment on S. Woodward, Regulatory Capture at the U.S. Securities and Exchange Commission, in J. Barth, D. Brumbaugh and G. Yago, eds., Restructuring Regulation and Financial Institutions 121 (Neuhaus Publishing, 2000)

Corporate Law as the Paradigm for Contractual Choice of Law, in F. Buckley, ed., The Fall and Rise of Freedom of Contract 370 (Duke University Press, 1999)

Competition for state corporate law, in Peter Newman, ed., The New Palgrave Dictionary of Economics and the Law, (Macmillan Publishers, 1998)

Derivative securities regulation, in Peter Newman, ed., The New Palgrave Dictionary of Economics and the Law (Macmillan Publishers, 1998)

Empowering Investors: A Market Approach to Securities Regulation, 107 Yale Law Journal 2359 (1998); reprinted in Securities Law Review (West Group/Clark Boardman Callahan Press, 1999); and at 41 Corporate Practice Commentator 321 (1999); a slightly different version is reproduced in K. Hopt, et al., eds., Comparative Corporate Governance-The State of the Art and Emerging Research 143 (Clarendon Press, 1998); abridged version reproduced in A. Tabarrok ed., Entrepreneurial Economics (Oxford University Press, 2002)

Comment on La Porta, et al., Corporate Ownership Around the World, available at http://www.ecgi.de/ecgn/conference98/roberta_romano_comments.htm (Nov. 24, 1998)

Pension Funds and Corporate Governance, in S. Estreicher, ed., Employee Representation in the Emerging Workplace: Alternatives/Supplements to Collective Bargaining, Proceedings of New York University's 50th Annual Conference on Labor 493 (Kluwer Law International, 1998)

The Political Dynamics of Derivative Securities Regulation, 14 Yale Journal on Regulation 279 (1997)

State Competition for Corporate Charters, in J. Ferejohn and B. Weingast, eds., The New Federalism: Can the States be Trusted? 129 (Hoover Institution, 1997), translated as Federalismo concorrenziale e Legge societaria, Anno VI - N.3 Quaderni di economia e finanza 57 (1997)

Corporate Law and Corporate Governance, 5 Industrial and Corporate Change 277 (1996), reprinted in G. Carroll and D. Teece, eds., Firms, Markets and Hierarchies: The Transaction Cost Economics Perspective 365 (Oxford University Press, 1999).

Explaining American Exceptionalism in Corporate Law, in J. McCahery, et al., eds., International Regulatory Competition and Coordination: Perspectives on Economic Regulation in Europe and the United States 127 (Clarendon Press, 1996)

A Thumbnail Sketch of Derivative Securities and Their Regulation, 55 Maryland Law Review 1 (1996)

Commentary on Part V, International Aspects of Corporate Governance, in R. Daniels and R.

Morck, gen. eds., Corporate Decision-Making in Canada 503 (University of Calgary Press, 1995)

The Politics of Public Pension Funds, 119 The Public Interest 42 (1995)

Politics and Public Pension Funds (Manhattan Institute, 1994)

A Comment on Presidents and the Politics of Structure, 57 Law and Contemporary Problems 59 (1994)

Getting Politics Out of Public Pension Funds, 4 The American Enterprise 42 (November/December 1993)

Pension Fund Politics, Yale Law Report (Spring 1994)

Public Pension Fund Activism in Corporate Governance Reconsidered, 93 Columbia Law Review 795 (1993), reprinted at 35 Corporate Practice Commentator 733 (1994); a version of this article was published in T. Baums, R. Buxbaum and K. Hopt, eds., Institutional Investors and Corporate Governance 105 (Walter de Gruyter & Co., 1994)

What Is the Value of Other Constituency Statutes to Shareholders?, 43 University of Toronto Law Journal 533 (1993)

Comment on Easterbrook and Fischel, "Contract and Fiduciary Duty", 36 Journal of Law and Economics 447 (1993)

A Cautionary Note on Drawing Lessons from Comparative Corporate Law, 102 Yale Law Journal 2021 (1993)

Competition for Corporate Charters and the Lesson of Takeover Statutes, 61 Fordham Law Review 843 (1993), reprinted at 35 Corporate Practice Commentator 389 (1993)

Rethinking Takeover Regulation, 5 Journal of Applied Corporate Finance 47 (Fall 1992)

A Guide to Takeovers: Theory, Evidence and Regulation, 9 Yale Journal on Regulation 119 (1992); a version of the article was reprinted in K. Hopt and E. Wymeersch, eds., European Takeovers - Law and Practice (Butterworths, 1992)

State Competition for Close-Corporation Charters: A Commentary, 70 Washington University Law Quarterly 409 (1992)

Comment on Spiller and Spitzer's "Judicial Choice of Legal Doctrines," 8 Journal of Law, Economics and Organization 47 (1992)

The Shareholder Suit: Litigation without Foundation?, 7 Journal of Law, Economics, and Organization 55 (1991); reprinted in J. Macey, ed., Classics in Corporate Law and Economics (Edward Elgar Publishing, 2008), vol. I

Theory of the Firm and Corporate Sentencing: Comment on Baysinger and Macey, 71 Boston

University Law Review 377 (1991)

Corporate Governance in the Aftermath of the Insurance Crisis, in P. Schuck, ed., Tort Law and the Public Interest: Competition, Innovation, and Consumer Welfare (W.W. Norton, 1991); expanded version published in 39 Emory Law Journal 1155 (1990)

LBO Performance: Comments on Chapter 19, in A. Sametz, ed., The Battle for Corporate Control (Business One Irwin, 1991)

The Politics of the Brady Report: A Comment, 74 Cornell Law Review 865 (1989)

Answering the Wrong Question: The Tenuous Case for Mandatory Corporate Laws, 89 Columbia Law Review 1599 (1989)

Management Buyout Puzzles, in Y. Amihud, ed., Leveraged Management Buyouts: Causes and Consequences (Dow-Jones Irwin, 1989)

The Future of Hostile Takeovers: Legislation and Public Opinion, 57 University of Cincinnati Law Review 457 (1988)

Directors' and Officers' Liability Insurance: What Went Wrong?, in W. Olson, ed., New Directions in Liability Law (Academy of Political Science, 1988); revised version published as, What Went Wrong with Directors' and Officers' Liability Insurance?, 14 Delaware Journal of Corporate Law 1 (1989), reprinted in Insurance Law Anthology, volume IV (1989-90)

The State Competition Debate in Corporate Law, 8 Cardozo Law Review 709 (1987), reprinted in L. Bebchuk, ed., Corporate Law and Economic Analysis (Cambridge University Press, 1990)

The Political Economy of Takeover Statutes, 73 Virginia Law Review 111 (1987), reprinted in 1988 Securities Law Review

A Comment on Information Overload, Cognitive Illusions, and Their Implications for Public Policy, 59 Southern California Law Review 313 (1986)

Law as a Product: Some Pieces of the Incorporation Puzzle, 1 Journal of Law, Economics and Organization 225 (1985), reprinted in R. Posner and F. Parisi, eds., Law and Economics, vol. III (Edward Elgar Publishing, 1997); B.H. Kobayashi and L.E. Ribstein, eds., The Economics of Federalism (Edward Elgar Publishing, 2007).; and J. Macey, ed., Classics in Corporate Law and Economics (Edward Elgar Publishing, 2008), vol. II

Metapolitics and Corporate Law Reform, 36 Stanford Law Review 923 (1984)

On the Benefits of Loss Recoupment: A Response (with Mark Campisano), 21 Tax Notes 209 (Oct. 17, 1983)

Recouping Losses: The Case for Full Loss Offsets (with Mark Campisano), 76 Northwestern University Law Review 709 (1981)

Note, Segregating Schools: The Foreseeable Consequences of Tuition Tax Credits, 89 Yale Law Journal 168 (1979)

Op-eds

Reforming Executive Compensation Is Good for Everyone (with Sanjai Bhagat), denverpost.com (Feb. 8, 2009), http://www.denverpost.com/headlines/ci_11646266

Pick Your Regulator, Forbes (Feb. 16, 2004); also posted at <http://www.aei-brookings.org/policy/page.php?id=176>

Hostile Takeovers: Lawmakers Shouldn't Shield Local Companies (with Henry Hansmann), Hartford Courant (March 13, 1998)

State Takeover Laws: Constitutional but Dumb, Wall Street Journal (May 14, 1987), reprinted in the Los Angeles Daily Journal (May 22, 1987)

Solicited Presentations, Comments and Lectures:

- 2014: Academy for Global Leadership and Hitotsubashi ICS Enterprise Law Conference, Tokyo; Virginia Law & Business Review Symposium on Power & Control, Today's Corporate Governance Issues; Arizona State University Sandra Day O'Connor College of Law Faculty Colloquium; University of St. Thomas School of Law, Law Journal Symposium on Beyond Crisis-Driven Regulation - Initiatives for Sustainable Financial Regulation; University of Pennsylvania Institute for Law and Economics Spring 2014 Corporate Roundtable; University of Chicago Booth School of Business Stigler Center Conference on 30 Years After the Failure of Continental Illinois Bank: Have We Solved Too Big to Fail?; NYU/ETH 2014 Law & Banking/Finance Conference on Regulating Risk Taking in a Post Credit Crisis Environment; Humboldt University Berlin Law School Faculty and Student Lectures; Yale-Humboldt Consumer Law Lecture; Association of American Law Schools Midyear Meeting Workshop on Blurring Boundaries in Financial and Corporate Law
- 2013 Agency, Partnership, LLCs and Unincorporated Associations Section panel, Association of American Law Schools Annual Meeting; Fordham University School of Law and Max-Planck-Institute Luxembourg Journal of Corporate and Financial Law and Fordham Corporate Law Center Symposium on Harmonization Versus Diversification of Global Financial Regulations; George Mason Law School/Law & Economics Center, Transatlantic Law Forum, The Rule of Law and the Administrative State in Crisis; Distinguished Scholar in Residence, Hofstra University Maurice A. Deane School of Law; University of Pennsylvania Institute for Law and Economics Corporate Roundtable on Delaware Litigation Issues; University of Colorado Boulder Law School Business Law Colloquium; Keynote Speaker, 20th Global Finance Conference; ETH-NYU Law & Banking/Finance Conference; Richard H. McLaren Visiting Professor in Business Law, University of Western Ontario Faculty of Law and Richard H. McLaren Professorship in Business Law Lecture, Toronto
- 2012 Oxford-Columbia Conference on Corporate Governance After the Crisis; Inaugural Annual Zicklin-Capco Institute Paper Series in Applied Finance Conference; George Washington Law School Conference on Striking the Right Balance: Investor and Consumer Protection in the New

- Financial Marketplace; Notre Dame Law & Economics Symposium on Markets & Regulation in the 21st Century; Shanghai Jiao Tong University KoGuan Law School Public Decision-Making and Management Lecture; East China University of Political Science and Law; Shanghai Jiao Tong University Shanghai Advanced Institute of Finance; University of Hong Kong Faculty of Law Asian Institute of International Financial Law 11th Distinguished Public Lecture; Joint Penn/Wharton Financial Institutions Center & Stanford/Hoover Resolution Project Workshop on Cross-Border Resolution Policy: Issues & Options; University of Virginia School of Law Faculty Workshop; Keynote Lecture, EALE 2012, 29th Annual Conference, Stockholm; Center for Corporate Governance, Copenhagen Business School & The Forum for Company Law and Financial Market Law KU Seminar on Financial Regulation; UNI Zurich Law & Finance Lecture Series; ETH Zurich Law & Finance Workshop; University of Western Ontario Faculty of Law Torys LLP Business and Law Pre-eminent Scholars Series
- 2011 Leeds School of Business, University of Colorado at Boulder Finance Seminar; Duke University School of Law Faculty Workshop; Columbia Law School Preliminary Conference Meeting on Corporate Governance after the Crisis; Columbia Law School Corporate Law Reading Group; University of Auckland Faculty of Law Chapman Tripp Fellow; Paris Sorbonne/ETH Zurich Paris Workshop and Lecture Series in Law & Finance; Association of American Law Schools Workshop on Women Rethinking Equality; NBER Summer Institute 2011 Law and Economics Workshop; Fordham Law School Faculty Workshop; Dalhousie University Schulich School of Law, Halifax, Canada Osler, Hoskin and Harcourt Business Law Lecture; University of Pennsylvania Program on Regulation Workshop on Regulatory Breakdown? The Crisis of Confidence in U.S. Regulation; Aspen Institute-UCLA Roundtable on Rethinking Shareholder Primacy and the Purpose of the Firm; Quinnipiac University School of Law Federalist Society Student Chapter; Cornell Law School Conference on Financial Regulatory Reform in the Wake of the Dodd-Frank Act; 49th Henry J. Miller Distinguished Lecture Series, Georgia State University College of Law; 6th Annual Conference on Empirical Legal Studies, Columbia University School of Law Center for Law and Economic Studies Law & Economics Workshop; American Enterprise Institute Conference on Simple Steps to Financial Reform: It's All in the Incentives
- 2010 University of California, Berkeley Administrative Law of Emergencies Conference; New York University Corporate Law Policy Analysis Seminar; University of Delaware Lerner College of Business and Economics Weinberg Center for Corporate Governance Seminar in Corporate Governance; University of St. Gallen Third International Conference on Law and Economics of Global Financial Institutions; Keynote Speech, 2nd Symposium of Financial Case Adjudication Committee of China Adjudication Theory Research Association, Seminar on Financial Innovation and Judicial Review, Shanghai; East China University of Political Science and Law, Songjiang Campus Lecture; NBER Summer Institute Corporate Finance Workshop; NBER Summer Institute Workshop on the Economics of Credit Rating Agencies; Case Western Reserve University School of Law Leet Symposium on The Changing World of Securities Regulation; Vanderbilt Law School Twelfth Annual Law and Business Conference: Shareholder Litigation; Cornell Law School Faculty Workshop; Brooklyn Law School Faculty Workshop; Munich University Center for Advanced Studies Law as a Product Research Programme Opening Event
- 2009 American Economics Association Annual Meeting; AALS Annual Meeting Business Associations Section Panel; Universidad Rey Juan Carlos, Madrid, Spain, I International Conference on Institutional Quality; Columbia University School of Law Corporate Law Reading

- Group; Osler, Hoskin & Harcourt LLP Distinguished Lecture in Business Law, Queen's University Faculty of Law, Kingston, Ontario; Lewis & Clark Law School Higgins Distinguished Visitor; New York University School of Law, Law and Economics Colloquium; University of Pennsylvania Institute for Law and Economics Corporate Finance Roundtable; INFINITI Conference on International Finance, Trinity College, Dublin, Ireland ; Financial Regulation Reform Collaborative Conference on Regulatory Policy in the Financial Sector: Taking Stock and Looking Forward; Fourth European Company and Financial Law Review Symposium on The Financial Crisis and The European Private Company, The Hague, the Netherlands; Federalist Society 2009 National Lawyers Convention; University of Pennsylvania Risk Regulation Seminar; 4th Annual Conference on Empirical Legal Studies; University of Pennsylvania Institute for Law and Economics Corporate Governance Roundtable
- 2008 American Finance Association Annual Meeting; George Mason University Center for Study of Public Choice Seminar; Northwestern University School of Law, Law & Economics Colloquium; Columbia University School of Law Corporate Law Reading Group; European Corporate Governance Institute General Assembly and Annual Lecture Panel; Federal Reserve Bank of Atlanta Financial Markets Conference; ITAM Extensión Universitaria Corporate Governance Executive Program; REITI International Seminar, Tokyo, Japan; Chartered Secretaries, Law Society and HKCPA CPD Seminar, Hong Kong; Dialogue with Regulators, Hong Kong; Chinese University of Hong Kong EMBA/JD Seminar; 3d Annual Conference on Empirical Legal Studies; Institute of Corporate Directors 2008 Conference on Governance and Financial Markets in North America, Montreal, Canada; Faculty Workshop Ohio State University Moritz College of Law; University of Michigan Law School Legal Theory Workshop; University of Utrecht Conference on Governance of the Modern Firm
- 2007 American Economics Association Annual Meeting; NYU/Penn Conference on Law and Finance; University of Connecticut School of Law Conference on D&O Insurance Shareholders' Friend or Foe?; University of Pennsylvania Institute for Law and Economics Roundtable on Corporate Governance; American Law and Economics Association Annual Meeting ; SEC Roundtable Discussion regarding the Federal Proxy Rules and State Corporation Law; Università degli Studi di Napoli Federico II Conference, Competitività dei Mercati Finanziari e Interessi Protetti; University of Nice Sophia Antipolis Conference on Regulation, De-regulation and Re-regulation: Institutional Perspectives; Society of Corporate Secretaries & Governance Professionals 61st National Conference on Leading in Corporate Governance; University of Western Ontario Faculty of Law Pre-eminent Business Law Scholars Seminar Series; Stanford Law School Law & Economics Seminar; HEC Montréal and Concordia University John Molson School of Business Institute for Governance of Private and Public Organizations; Philadelphia Federal Reserve Bank Policy Forum
- 2006 Association of American Law Schools Annual Meeting, Business Associations Section Program on Programs Between Law Schools and Business Schools; American Finance Association Annual Meeting; Florida State University College of Law Faculty Workshop; University of Pennsylvania Institute for Law and Economics/Finance Seminar; University of Southern California Law School Center in Law, Economics and Organization Workshop; Yale School of Management, Management for Lawyers; University of Illinois College of Law Illinois Program in Business Law and Policy Corporate Colloquium; ISNIE 10th Annual Conference on Institutions: Economic Political & Social Behavior; Keynote Speaker, Canadian Law and Economics Association Annual Meeting; Hong Kong Institute of Chartered Secretaries Corporate Governance Conference;

- Chinese University of Hong Kong and University of Hong Kong Seminar; Conference on Empirical Legal Studies; University of Virginia School of Law, Law and Economics Workshop; University of British Columbia Faculty of Law Faculty Talk and Law and Economics Seminar
- 2005 European Corporate Governance Institute and Oxford Review of Economic Policy Corporate Governance Conference, Saïd Business School, Oxford University; Fordham Law School Advanced Business Law Seminar; Columbia Law School Contemporary Corporate Law Scholarship Reading Group; John F. Kennedy School of Government, Regulatory Policy Program for the Center for Business and Government, Corporate Governance and Public Policy Seminar series; National Association of Corporate Directors, Atlanta Chapter; 2005-06 Torys Visiting Professor in Business Law, Dalhousie Law School, Halifax, Nova Scotia; Oscar M. Ruebhausen Inaugural Lecture, Yale Law School; Consiglio Nazionale Forense, Yale Law School and Fondazione dell'Avvocatura Seminario di studi in onore di Guido Calabresi, Rome; ABA Section on International Law 2005 Fall Meeting, Brussels; American College of Business Court Judges Inaugural Meeting
- 2004 Harald Voss Memorial Lectures, Institute for Law and Finance, Johann Wolfgang Goethe-Universität; 8th Post Graduation Course on Securities Law, Instituto dos Valores Mobiliários, Faculdade de Direito de Lisboa; University of Virginia School of Law Colloquium in Business Law; University of North Carolina Chapel Hill School of Law Faculty Workshop and Speaker Series; University of Iowa College of Law Faculty Seminar; NBER Corporate Finance Spring Meeting; Columbia University Center for Law and Economic Studies Interdisciplinary Workshop Conference on Law, Finance and Political Economy; University of Chicago Law School Law and Economics Workshop; University of Denver School of Law Faculty Workshop; Kirkland & Ellis LLP Corporate Law & Economics Workshop; New York University School of Law Faculty Workshop; Columbia University School of Law Blue Sky Group Lunch; LSE/NYU Corporate Governance Conference; University of Virginia Conference on Promoting the General Welfare: American Democracy and the Political Economy of Government Performance
- 2003 Third Annual Conference of Vanderbilt Law School Law and Business Program on Corporate and Securities Litigation; Northwestern University School of Law Colloquium in Law and Economics; American Enterprise Institute Book Panel on Competitive Federalism for Securities Regulation: A Win for Investors?; Harvard Law School Labor and Worklife Program Conference on Capital that Matters: Managing Labor's Capital; Western Finance Association 38th Annual Conference; Plenary Lecturer, European Association of Law and Economics 20th Annual Conference, Nancy, France; Federalist Society 7th Annual Corporate Governance Conference; Yale Law School Center for the Study of Corporate Law International Symposium on Assessing Corporate Law Reform in a Transatlantic Context ; The Matthews Lecture, University of Mississippi School of Law; Centre for European Policy Studies Roundtable on Corporate Governance Reform in the EU, Brussels; University of Pennsylvania Institute for Law and Economics Roundtable; Vienna University of Economics and Business Administration and UNCITRAL Forum für Internationales Wirtschaftsrecht, Vienna; Vienna University of Economics and Business Administration Institut für Bürgerliches Recht, Handels- und Wertpapierrecht workshop
- 2002 Professional Liability Underwriting Society 2002 D&O Liability & Insurance Issues Symposium Panel on the Evolution of the Derivative Lawsuit; Yale Law School Center for the Study of Corporate Law Panel Discussion on The Enron Situation: A View from the Professions;

- University of the Pacific McGeorge School of Law 2002 Annual International Law Symposium Panel on Global Securities Markets and Regulation; P&G Distinguished Lecture series, Texas A&M University College of Business; George Mason University School of Law Robert A. Levy Fellows Workshop; Columbia Law School Center for International Political Economy Conference on Global Markets, Domestic Institutions: Corporate Law and Governance in a New Era of Cross-Border Deals; NBER Corporate Finance Program Spring Meeting; Federation of European Securities Exchanges Convention 2002 "European Union Legislation for a European Capital Market"; Kellogg Graduate School of Management Conference on Credible Financial Disclosure; German American Lawyers Association, Hamburg, Germany; NBER Summer Institute 2002 Law and Economics Workshop; University of Michigan Law School Law and Economics Workshop; Yale Law School Center for the Study of Corporate Law Occasional Breakfast panel on Corporate Governance and Listing Standards; Columbia University School of Law and New York University School of Law Joint Law and Economics Workshop; University of California Boalt Hall School of Law Law and Economics Seminar
- 2001 University of Pennsylvania Law and Economics Workshop; CEPR/CeRP/ESF/FEEM/Fondazione Courmayeur-CNPDC Conference on The Firm and its Stakeholders: The Evolving Role of Corporate Finance, Courmayeur, Italy; First Annual Joe C. Davis Law and Business Program Conference, Vanderbilt University Law School; Clifford Chance Visiting Fellow, University of Cambridge Faculty of Law Centre for Corporate and Commercial Law; University of Cambridge Centre for Business Research Conference on Corporate Governance: Reassessing Ownership and Control; Visiting Research Scholar, Business Law Center, University of Tokyo Faculty of Law; University of Tokyo Department of Economics Microeconomics Workshop; NBER Summer Institute Law and Economics Workshop; CEPR/CEMFI Workshop, Understanding Financial Architecture: Corporate Governance, Madrid, Spain
- 2000 Distinguished Visiting Faculty, University of Toronto Faculty of Law Intensive Course; University of Toronto Law and Economics Workshop; Fried, Frank, Harris, Shriver & Jacobson Corporate Law and Economics Workshop; University of Miami School of Law Center for the Study of Mergers and Acquisitions, Fourth Annual Institute on Mergers & Acquisition Millennium Program: Workshop on Emerging Issues in M&A; Business Associations Section Panel on Researching and Teaching Corporate Law in the Next Century, Association of American Law Schools, Annual Meeting; New York University Center for Law and Business Law and Finance Series, Spring 2000: Mini-Conference on Shareholder Proposals; Siena Conference on Company Law and Capital Market Law; University of Virginia School of Law Federalist Society; Ohio State University College of Law Faculty Workshop; American Law and Economics Association Annual Meeting; University of Pennsylvania Institute for Law and Economics Corporate Roundtable; Yale Law School in Los Angeles-2000; Tel Aviv University Buchmann Faculty of Law and Cegla Institute for Comparative and Private International Law International Conference on Protecting Investors in a Global Economy; ABA New York 2000 Annual Meeting, Section of Administrative Law and Regulatory Practice Panel on Should Business Support Federalism in the Age of the Regulatory State?; Columbia University School of Law Legal Theory Workshop; Department of Justice Antitrust Division Corporate Governance Workshop; University of Cincinnati College of Law Center for Corporate Law Annual Lecture; Yale University School of Management Faculty Workshop
- 1999 Corporate Finance and Derivatives panel, opening ceremonies for The International Center for Finance at the Yale School of Management; Mellon Lecturer, University of Pittsburgh School of

- Law; Tilberg University Conference on Convergence and Diversity in Corporate Governance Regimes and Capital Markets; Yale Center for Environmental Law and Policy and University of Liège Regulatory Competition and Economic Integration Workshop
- 1998 Conference on Alternative Perspectives on Corporate Governance, Columbia Law School Sloan Project on Corporate Governance; New York University Center for Law and Business Law and Finance Seminar; Milken Institute Research Roundtable on Restructuring Regulation and Financial Institutions; Stanford Law School Law and Economics Workshop; AALS Workshop on Business Associations; American Law and Economics Association Annual Meeting; Columbia Law School Conference on Corporate Governance Today; American Enterprise Institute Seminar; NBER Summer Institute Law and Economics Workshop; Corporate Group Conference on What Are the Aims of Corporate Governance and When Does it Matter?; European Corporate Governance Network Conference on Corporate Governance and Economic Performance at Fondazione Mattei, Milan; American Enterprise Institute Seminar
- 1997 Roundtable on Federalism, Hoover Institution, Stanford University; Conference on The Power and Influence of Pension and Mutual Funds, New York University Salomon Center, Leonard N. Stern School of Business; Corporate Governance Panel, Georgetown University Law Center Corporate Counsel Institute; Georgetown University Law Center John M. Olin Program in Law and Economics Conference on International Economic Regulation; Columbia University Law School and L'Ecole Polytechnique Fédérale (Zürich) Conference on Cross-Border Views of Corporate Governance; Max-Planck-Institut Hamburg Conference on Comparative Corporate Governance; Hoover Seminar on Collective Choice, Stanford University; University of California, San Diego, Political Science Department Law and Behavioral Studies Seminar; Lecturer, Universidad Internacional Menéndez Pelayo seminar on Regulatory Competition, Barcelona; Italian Association of the Yale Law School Alumni Conference on Features of Federalism; Seminar at the Commissione Nazionale Per le Società e La Borsa (CONSOB), Rome; George Mason University School of Law Donner Conference on Conflicts of Law; Harvard Law School Seminar in Law and Economics
- 1996 Workshop on Economics and Finance for Corporate Lawyers, Centre for Law and Economics, Australian National University Faculty of Law; Seminar on Derivatives Regulation in the United States Problems and Issues, University of Melbourne Faculty of Law; University of Sydney Faculty of Law Continuing Legal Education Seminar on Regulating Financial Derivatives in the US & Australia; Speaker, Law and Economics Association of New Zealand Annual Meeting; Lecture on Takeover Law, Chapman Tripp Sheffield Young, Barristers & Solicitors, Wellington New Zealand; Workshop, Ministry of Justice, Wellington, New Zealand; Columbia Law School Conference on Employees and Corporate Governance; Olin Law and Economics Workshop, University of Chicago Law School; Olin Workshop, University of Southern California Law Center; Legal Theory Workshop, University of Pennsylvania Law School; Rational Choice, Legal Institutions and Political Organizations Symposium, New York University School of Law; Finance Seminar, College of Business and Administration, University of Missouri at Columbia; Corporate Finance Workshop, NBER Summer Institute; University of Pennsylvania Law School Law and Economics Institute Roundtable on Two Models of Regulation: Fiduciary Duties and Derivatives; Faculty Workshop, Fisher School of Accounting, University of Florida; Faculty Workshop, University of Illinois at Urbana-Champaign College of Law; American Law and Economics Association Annual Meeting Panel on A Look Back at the 1980's

- 1995 Judge Simon E. Sobeloff Lecture, University of Maryland School of Law; Nobel Symposium on Law and Finance: Corporate Governance and Financial Contracting; Walter A. Haas School of Business, University of California at Berkeley Conference on Firms, Markets and Organizations; University of Arizona College of Law Securities Litigation Legislation Conference; Italian Association of the Yale Law School Alumni Conference on Achievements and Failures of Law and Economics: 35 Years Later; Law and Economics Workshop, University of Michigan Law School; Faculty lecture, University of Oregon Charles H. Lundquist College of Business and University of Oregon School of Law, Law and Entrepreneurship Program; Faculty Workshop, George Mason University School of Law; American Law and Economics Association Annual Meeting; International Aspects of Corporate Finance Panel, Industry Canada Conference on Corporate Decision-Making in Canada; American Enterprise Institute Federalism Workshop
- 1994 Warwick University Conference on International Regulatory Competition and Coordination; Issues in Corporate Governance Speaker, Manhattan Institute; Institute for Law and Economics, University of Pennsylvania Roundtable on Current Issues in the Regulation of Mutual Funds
- 1993 Financial Executives Institute's Committee on Investment of Employee Benefit Assets Seventh Annual Meeting; Faculty Workshop, New York University School of Law; Finance Faculty Workshop, New York University Graduate School of Business; Corporate Law Faculty Workshop, Columbia University School of Law; Corporate Law Roundtable, American Enterprise Institute; Seminar on the Analysis of Security Prices, Center for Research in Security Prices, University of Chicago Graduate School of Business; Columbia University School of Law Center for Law and Economic Studies Relational Investing Conference; Faculty, American Law Institute-American Bar Association Course of Study, the American Law Institute's Principles of Corporate Governance
- 1992 John A. Weir Memorial Lecture, University of Alberta, Edmonton; Robert L. Levine Lecture, Fordham University School of Law; Law and Economics Workshop, University of Chicago Law School; Commentator, Law and Contemporary Problems Conference on Regulating Regulation: the Political Economy of Administrative Procedures and Regulatory Instruments; National Bureau of Economic Research Corporate Finance Program Meeting; Accounting Faculty Workshop, New York University Graduate School of Business; Faculty Workshop, Katz Graduate School of Business, University of Pittsburgh; Universität Osnabrück, Conference on Institutional Investors and Corporate Governance; Newcomb Foundation and Department of Economics Lecture, Tulane University; Duquesne University School of Law, Law and Economics Symposium; Commentator, University of Chicago Law School, John M. Olin Centennial Conference in Law and Economics; University of Toronto Faculty of Law, Conference on The Corporate Stakeholder Debate: The Classical Theory and its Critics
- 1991 Distinguished Visiting Professor of Legal Theory, University of Toronto, Faculty of Law; Legal Theory Workshop, Vanderbilt University School of Law; Legal Studies Workshop, University of Virginia School of Law; Symposium on Takeovers and Related Transactions, Brussels, Belgium; Washington University, Fourth Annual F. Hodge O'Neil Corporate & Securities Law Symposium; University of Illinois at Urbana-Champaign, Institute of Government and Public Affairs, Conference on the Economics and Politics of Administrative Law and Procedure; Center for Research in Management, Haas School of Business Administration, University of California at Berkeley, Conference on The New Science of Organization; American Law and Economics Association First Annual Meeting; Overview on Class and Derivative Issues in Corporate

Governance Panel, ABA National Institute on Dynamics of Corporate Control

- 1990 Seminar Series on Civil Justice, Manhattan Institute; Institutional Analysis Workshop and Olin Law and Economics Program Workshop, University of California at Berkeley, School of Business Administration; Ameritech Lecture Series on Regulation and Illinois Seminar on the Political Economy of Institutions, University of Illinois at Urbana-Champaign, Department of Economics; Seminar on Collective Choice, Hoover Institution, Stanford University; Faculty Colloquium, Emory University School of Law; Faculty Workshop, George Mason University School of Law; Law and Economics Center, George Mason University School of Law, Conference on Sentencing of the Corporation; Foundation of the Federal Bar Council, 1990 Winter Bench and Bar Conference
- 1989 Legal Studies Workshop, University of Pennsylvania Law School; Law and Economics Workshop, Harvard Law School; Faculty Colloquium, Indiana University at Bloomington School of Law; Lowe Institute/Wells Fargo Campus Speakers Series on Corporate Governance, Claremont-McKenna College; Law and Economics Workshop, University of Michigan Law School; Faculty Workshop, New York University Law School; Faculty Workshop, University of Southern California Law Center; Canadian Law and Economics Association, First John M. Olin Annual Conference, University of Toronto Faculty of Law; Continuing Legal Education Series Lecture, Crowell & Moring; New York University Graduate School of Business, Conference on Corporate Governance, Restructuring and the Market for Corporate Control; The Federalist Society Third Annual Lawyers Conference on Securities and Corporate Law: Legal Responses in an Era of Dynamic Markets; American Enterprise Institute, Seminar on Leveraged Buy-out Issues
- 1988 John M. Olin Distinguished Lecturer, University of Toronto, Department of Political Science; University of Cincinnati Law Review and College of Law, Conference on Regulating Corporate Takeovers; Law and Economics Workshop, University of Chicago Law School; Legal Theory Workshop, Tulane University School of Law; Legal Theory Workshop, Cornell University Law School; Faculty Workshop, Northeastern School of Law; Faculty Workshop, Boston University School of Law; Faculty Workshop, Georgetown University Law Center; Faculty Workshop, University of Toronto Faculty of Law; Western Economic Association International Conference, Invited Session, Contemporary Policy Issues: Theory, Evidence and Policy Concerning State Regulation of Takeovers; Columbia University Law School, Conference on Contractual Freedom in Corporate Law; Cornell University Law School and Cornell Law Review, Conference on The Regulation of Secondary Trading Markets: Program Trading, Volatility, Portfolio Insurance, and the Role of Specialists and Market Makers; New York University Graduate School of Business Administration, Conference on Management Buyouts; National Conference of State Legislators, National Issues Seminar, The Takeover Game: Writing the Rules; Connecticut Bar Foundation, External Relations of Corporate Law Departments Session
- 1987 Academy of Political Science and Manhattan Institute for Policy Research, Conference on New Directions in Liability Law; Business Associations Section Panel, Association of American Law Schools Annual Meeting; Corporate Takeovers and Insider Trading: Who Should Regulate? Panel, American Enterprise Institute, Annual Policy Conference
- 1986 Harvard Law School, Conference on the Economics of Corporate and Capital Markets Law; Benjamin N. Cardozo Law School, Inaugural Conference of the Samuel and Ronnie Heyman Program on Corporate Governance on The Forces Shaping Corporate Law: A Look to the Future;

Faculty Workshop, Northwestern University School of Law; Faculty Workshop, George Mason University Center for the Study of Public Choice; Law and Economics Workshop, Harvard Law School; Law and Economics Workshop, University of Toronto Faculty of Law; Legal Studies Workshop, University of Virginia Law School; Yale School of Organization and Management, Conference on Economics of Organization

1985 Law and Economics Workshop, Harvard Law School; Law and Economics Panel, Law and Society Association Annual Meeting; University of Southern California Law Center, Conference on Legal Implications of Human Error

1984 Corporate Law Seminar, University of California at Berkeley Law School, Boalt Hall

Awards:

2014 Yale Law Women Faculty Excellence Award

“The Promise and Peril of Corporate Governance Indices” (with Sanjai Bhagat and Brian Bolton) awarded the 2008 De Brauw Blackstone Westbroek Law Prize for best paper in the European Corporate Governance Institute Working Paper Series in Law; published version selected in Corporate Practice Commentator Annual Poll on the 10 Best Corporate and Securities Articles of 2009

2007 Yale Law Women Faculty Excellence Award

“The Sarbanes-Oxley Act and the Making of Quack Corporate Governance” selected in Corporate Practice Commentator Annual Poll on the 10 Best Corporate and Securities Articles of 2005

“Less is More: Making Institutional Investor Activism A Valuable Mechanism of Corporate Governance” selected in Corporate Practice Commentator Annual Poll on the 10 Best Corporate and Securities Articles of 2001

"Empowering Investors: A Market Approach to Securities Regulation" selected in Corporate Practice Commentator Annual Poll on the 10 Best Corporate and Securities Articles for 1998

1997 Yale Law Women Teaching Award

Professional
Activities:

Fellow, American Academy of Arts and Sciences, since 1995

Research Associate, National Bureau of Economic Research, Corporate Finance Program, since 1999

President, American Law and Economics Association, 1998-99

Vice President and President-Elect, American Law and Economics Association, 1997-98

Secretary-Treasurer, American Law and Economics Association, 1996-97

President, Society for Empirical Legal Studies, 2009-2010

Co-Vice President, Society for Empirical Legal Studies, 2008-2009

Chairman, Fellows Committee, European Corporate Governance Institute, 2011-12, Member of Fellows Committee and ECGI Fellow, since 2002

Honorary Professor of Law, Shanghai Jiao Tong University KoGuan Law School, since May 2012

Guest Professor, East China University of Political Science and Law, Shanghai, P.C.R., since June 2010

Member, Sloan Foundation Economic Advisory Board, since 2009

Member, Advisory Board, International Center for Law and Economics, since 2009
Member, Allen and Overy Professorship Board of Electors, Oxford University, 2013-14
Member, Board of Directors, American Law and Economics Association, 1992-95; 2004-07
Member, Board of Directors, International Society for New Institutional Economics (ISNIE) 2005-08
Charter Member, Board of Directors, Society for Empirical Legal Studies (2007)
Member, Shadow Financial Regulatory Committee, 1999-2001
Coeditor, Journal of Law, Economics, and Organization, 1988-1992; Member, Editorial Board, since 1992
General Editor, Foundations of Law Readers Series, LexisNexis, since 2011
General Editor, Foundations of Law Readers Series, Foundation Press, 1999-2011
General Editor, Interdisciplinary Readers in Law Series, Oxford University Press, 1992-99
Member, Editorial Board, Foro de Derecho Mercantil - Revista Internacional (Forum of Commercial Law - International Journal), since 2003
Member, Editorial Board, Journal of Financial Perspectives, since 2012
Member, Editorial Board, Journal of Financial Regulation, and Global EY FS Institute, since 2012
Member, Editorial Board, Supreme Court Economic Review, since 1992
Member, Editorial Advisory Board, Accounting, Economics and Law - a CONVIVIUM, Berkeley Electronic Press, since 2009
Member, Advisory Board, Journal of Corporate Law Studies, since 2001
Member, Advisory Board, Corporate, Securities and Finance Law Abstracts, Legal Scholarship Network, since 1995
Member, Advisory Board, Experimental and Empirical Studies Abstracts, Legal Scholarship Network, since 2000
Member, Advisory Board, White Collar Crime Abstracting Journal, Social Science Research Network, since 2006
Member, International Advisory Board, European Business Organization Law Review, since 2000
Member, Editorial Board, American Law and Economics Review, 1998-2012
Associate Editor, The Financial Review, 1998-2003
Associate Editor, Journal of Corporate Finance, 1993-2001
Member, Board of Academic Advisors, Journal of Law, Economics and Policy, since 2003
Member, Advisory Committee, Yale Journal on Regulation, since 1993
Fellow, International Center for Finance, Yale School of Management, since 1998
Member, International Academic Council, Masters Program in Law and Economics, University of St. Gallen, Switzerland, since 2004
Member, Academic Advisory Board, Asian Institute of International Financial Law, University of Hong Kong Faculty of Law, since 2012
Member, Overseas Advisory Committee, Centre for Law and Economics, Australian National University, since 1995
Member, International Advisory Board, Centre for Corporate Law and Securities Regulation, The University of Melbourne, since 1996
Member, Advisory Board, The New Palgrave Dictionary of Economics and the Law, The MacMillan Press (London) and Stockton Press (New York), 1995-98
Member, Scientific Committee, European Corporate Governance Network, 1997-2002
Member, Advisory Board, Center for Research on Contracts and the Structure of Enterprise, Katz Graduate School of Business, University of Pittsburgh, 1991-98

Adjunct Scholar, American Enterprise Institute, since 1993
Lecturer, Bucerius Law School, LL.B. program, Hamburg, Germany, 2011
Lecturer, University of Hamburg Graduiertenkolleg in Law and Economics. 2005
Lecturer, Hamburg University Graduiertenkolleg Recht und Ökonomik program, 2002
Lecturer, Universität Hamburg Graduiertenkolleg Institut für Recht und Ökonomik. 1999
Lecturer, George Mason University School of Law, Law & Economics Center's Institute for Judges on the Economics of Corporate Law, 2003
Lecturer, George Mason University School of Law, Law & Economics Center's Economics Institute for Judges, 1999-2001
Lecturer, George Mason University School of Law LEC Economics Institute for Law Professors, 1991-1995
Chair, Law and Economics Section, Association of American Law Schools, 1994
Chair, Section on Business Associations, Association of American Law Schools, 1990
Member, Program Committee, American Law and Economics Association 3rd Annual Meeting, 1993
Member, Financial and Legal Affairs Committee, Law School Admission Council, 1991-1993
Member, Legal Affairs Subcommittee, Finance and Legal Affairs Committee, Law School Admission Council, 1989-1991
Member, Executive Council, AALS Section on Business Associations, 1987-1990
Coordinator, Conference on the Organization of Political Institutions, Yale Law School April 1990 (papers published in supplemental issue of volume 6, Journal of Law, Economics, and Organization)