**NYU Law School - Fall 2006**

**Comparative Corporate Governance**  
(Focusing on France, Germany, Japan, the UK and the U.S.)  
**G. Hertig**

(Room FH 210 - 11:05–12:20 - Course L03.3038.001)

**SCHEDULE AND TOPICS**

**PREPARATORY READINGS AND BACKGROUND DOCUMENTS**

(Course structure and preparatory readings based on R. R. Kraakman et al.,  
*THE ANATOMY OF CORPORATE LAW, A COMPARATIVE AND FUNCTIONAL APPROACH*,  

<table>
<thead>
<tr>
<th>Date</th>
<th>Topic</th>
<th>Preparatory Reading</th>
<th>Background Documents</th>
</tr>
</thead>
</table>
| Tuesday, September 5 | Role of Institutions, Politics, Ownership Structures and Regulatory Techniques | None                 | R. La Porta, F. Lopez-de-Silanes, A. Shleifer and R.V. Vishny, *Law and Finance*, 106 J. POL. ECON. 1113(1998), available at economics.harvard.edu  
Randall K. Morck (ed.), *A HISTORY OF CORPORATE GOVERNANCE AROUND THE WORLD* (Chicago, University of Chicago Press 2005) (on course reserve) |
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<tr>
<td>Tuesday, September 19</td>
<td>Mandatory provisions, legal options and self regulation</td>
<td>Anatomy of Corporate Law 29-31</td>
<td>G. Hertig and J. A. McCahery, A Legal Options Approach to EC Company Law, WP 2006 available at ssrn.com</td>
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<tr>
<td>Thursday, October 5</td>
<td>Employees and other non-shareholder constituencies</td>
<td>Anatomy of Corporate Law 61-70</td>
<td>M.M. Blair and M.J. Roe (eds.), <em>Employees and Corporate Governance</em> (Washington D.C., Brookings Institution 1999)</td>
</tr>
</tbody>
</table>
Tuesday, October 17  
No class

**Wednesday, October 18**  
**Managerial self-dealing** (make-up class, 16.05–17.20)

Preparatory Reading:  
Anatomy of Corporate Law 101-111

Background Document:  

**Thursday, October 19**  
**Managerial compensation**

Preparatory Reading:  
Anatomy of Corporate Law 104, 110

Background Document:  

**Tuesday, October 24**  
**Competition and insider trading prohibitions**

Preparatory Reading:  
Anatomy of Corporate Law 111-114

Background Document:  

**Thursday, October 26**  
**Managerial liability for related party transactions**

Preparatory Reading:  
Anatomy of Corporate Law 114-118

Background Documents:  


**Tuesday, October 31**  
**Related party transactions by controlling shareholders**

Preparatory Reading:  
Anatomy of Corporate Law 118-130

Background Document:  

**Thursday, November 2**  
**Significant corporate actions**

Preparatory Reading:  
Anatomy of Corporate Law 131-155

Background Documents:  


**Tuesday, November 7**  
**Regulating control transactions**

Preparatory Reading:  
Anatomy of Corporate Law 157-173

Background Document:  
Thursday, November 9  Control transactions with diffuse and concentrated owners
Preparatory Reading: Anatomy of Corporate Law 173-191

Tuesday, November 14  Protecting investor by mandating issuer disclosure
Preparatory Reading: Anatomy of Corporate Law 193-207

Thursday, November 16  Protecting investors through quality control
Preparatory Reading: Anatomy of Corporate Law 207-214

Tuesday, November 21  Substantive law and its enforcement
Preparatory Reading: Anatomy of Corporate Law 157-173
To be distributed in class

Tuesday, November 28  Regulatory competition
Preparatory Reading: Anatomy of Corporate Law 173-191

Thursday, November 30  Role of ownership structures
Preparatory Reading: G. Hertig, H. Kanda, and R. Kraakman, *Corporate Governance Law as a Mirror Image of Ownership Regimes*, WP forthcoming
Randall K. Morck (ed.), *A HISTORY OF CORPORATE GOVERNANCE AROUND THE WORLD* (Chicago, University of Chicago Press 2005) (on reserve)
Tuesday, December 5  
Smaller firms, group of companies and larger firms
Preparatory Reading: Anatomy of Corporate Law 173-191
Background Documents:  

Thursday, December 7  
Corporate governance in emerging markets
Preparatory Reading: Anatomy of Corporate Law 157-173
Background Documents:  