When you have to be right

Responsibilities of Corporate Officers and Directors
Under Federal Securities Law

Mitigate personal risk for management and board members by assuring they have a complete understanding of their duties and liabilities under the federal securities laws.


The book also discusses important areas of state law such as the business judgment rule, a state law doctrine shielding directors and officers from liability in the conduct of ordinary corporate affairs and certain actions such as takeovers and tender offers.

Other topical areas include: Individual liability in connection with a company’s securities offerings, mergers and acquisitions, and investment company directors.

New material in the 2020-2021 edition includes new or expanded discussions of:
- A recent line of Delaware cases discussing plaintiffs’ ability to state a Caremark claim for lack of oversight of “mission critical” aspects of a company's business
- SEC rule amendments imposing stricter shareholder proposal eligibility requirements and resubmission thresholds
- Amendments to the SEC's whistleblower rules, including changes intended to streamline the process, coming at the end of a year in which the agency set new records for awards made and aggregate amounts awarded
- A recent holding of the Second Circuit that the Dirks personal-benefit test does not apply to insider trading prosecutions under the Criminal Code
- Guidance on how the rule for determining perquisites may apply during COVID-19

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- Executive Compensation

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