

LAW 7124: Corporate Contests

Prerequisites: Business Organizations (7110) and at least one other of the following courses; Corporate Finance (7064), Mergers and Acquisitions (7093), or Securities Act of 1933 (7075) Participants will be expected to have a sound grounding in the fiduciary duties of boards of directors and other corporate constituents when considering or faced with an acquisition transaction. The focus of the course will be to address issues a publicly held target corporation should consider when made the subject of an unsolicited acquisition proposal or a proxy contest for control of the board of directors, as well as designing a protective defensive screen in advance of any such offer. The course will examine in detail defenses available to the target, as well as techniques, tactics and strategies available both to the hostile bidder or dissident stockholder and to the target. It will also explore the give and take mechanics and interplay between these tactics for success and defenses against them. Students will review in detail actual transactions, including SEC filings applicable to those transactions. Throughout the seminar Delaware and Pennsylvania corporate law will be compared in order to illustrate opposing legal principles applicable to such contests for corporate control. This course is offered on an every other year basis.

Credits: 2.0

Prerequisites:

LAW 7075

LAW 7075 or LAW 7093 or LAW 7064 and (LAW 7110)