

This is your Release #9 (October 2014)

Directors' and Officers' Liability

Second Edition

James A. Fanto

Professor, Brooklyn Law School

Directors' and Officers' Liability provides an up-to-date, straightforward explanation of the obligations of directors and officers of public companies, the penalties that they face if they fail to meet them, and the protections that are offered them under the law or by agreement. *Directors' and Officers' Liability* is an essential resource for every director and officer, and every attorney who advises them.

Highlights of Release #9 include:

- **Revised section 1:2.2, The Dominance of Agency Theory**, explores how hedge funds have become increasingly active in challenging a company's strategies and in attempting to enlist the support of other, less activist institutional investors in their efforts to take control or to influence significantly companies.
- **Enhanced section 3:3.2[E][3][a], Dodd-Frank Whistleblower Provisions and SEC Implementing Rules**, examines the Fifth Circuit determination that the plain language of the statute requires a whistleblower to report a violation to the SEC to receive the protection of the anti-retaliation part of section 21F.
- **Revised section 4:6.1, Generalities**, discusses the Delaware Supreme Court concluding that the business judgment standard of review was the appropriate one for a going private transaction with a fully functioning independent negotiating committee and an uncoerced vote of the minority shareholders.
- **Updated section 8:2, Liability Costs**, includes the findings of the most recent published reports on securities class actions filed against public companies.

Thank you for subscribing to *Directors' and Officers' Liability*. If you have questions or comments, please contact us (see "**Questions About This Book?**" on the page following the title page).

Practising Law Institute
1177 Avenue of the Americas
New York, NY 10036
#60410

FILING INSTRUCTIONS

Directors' and Officers' Liability

**Release #9
October 2014**

**REMOVE OLD PAGES
NUMBERED:**

Title page to I-33

**INSERT NEW PAGES
NUMBERED:**

Title page to I-33

Practising Law Institute
1177 Avenue of the Americas
New York, NY 10036
#60410

