
Contents

<i>List of contributors</i>	viii
Introduction	1
PART I SECURITIES CLASS ACTIONS	
1 The development of securities litigation as a lawmaking partnership <i>Jill E. Fisch</i>	12
2 Securities class actions and severe frauds <i>James J. Park</i>	29
3 The shifting <i>raison d'être</i> of the Rule 10b-5 private right of action <i>Amanda Marie Rose</i>	39
PART II SHAREHOLDER DERIVATIVE SUITS	
4 The (un)changing derivative suit <i>Jessica Erickson</i>	58
5 Claim character and class conflict in securities litigation <i>Richard A. Booth</i>	80
6 Illegality and the business judgment rule <i>Charles R. Korsmo</i>	98
PART III MERGER LITIGATION	
Section A Managing Multijurisdictional Litigation	
7 Fighting frivolous litigation in a multijurisdictional world <i>Adam Badawi</i>	110
8 Addressing the “baseless” shareholder suit: mechanisms and consequences <i>James D. Cox</i>	121
9 Who collects the deal tax, where, and what Delaware can do about it <i>Sean J. Griffith and Anthony Rickey</i>	140
10 Forum shopping in the bargain aisle: <i>Wal-Mart</i> and the role of adequacy of representation in shareholder litigation <i>Lawrence A. Hamermesh and Jacob J. Fedechko</i>	156
11 Limiting litigation through corporate governance documents <i>Ann M. Lipton</i>	176

Section B Judicial Perspectives on Shareholder Litigation

- 12 Disclosure settlements in the state courts post-*Trulia*: practical considerations 191
James L. Gale
- 13 Changing attitudes: the stark results of thirty years of evolution in Delaware M&A litigation 202
J. Travis Laster
- 14 Appraisal rights in complete tender offers in Israel: a look into Israeli case law 229
Ruth Ronnen

Section C Appraisal Actions

- 15 Recent developments in stockholder appraisal 243
Charles R. Korsmo and Minor Myers
- 16 Appraisal as representative litigation 254
Minor Myers

PART IV LITIGANTS AND LAW FIRMS

Section A Plaintiffs and Law Firms

- 17 Lead plaintiffs and their lawyers: mission accomplished, or more to be done? 271
Stephen J. Choi and A. C. Pritchard
- 18 The mimic-the-market method of regulating common fund fee awards: a status report on securities fraud class actions 287
Charles Silver
- 19 What do we know about law firm quality in M&A litigation? 304
Steven Davidoff Solomon and Randall S. Thomas

Section B Officers and Directors

- 20 Jurisdiction over directors and officers in Delaware 316
Eric A. Chiappinelli
- 21 Stockholder litigation, fiduciary duties, and the officer dilemma 330
Megan Wischmeier Shaner

PART V COMPARATIVE AND INTERNATIONAL SHAREHOLDER LITIGATION

Section A The Globalization of Shareholder Litigation

- 22 The globalization of entrepreneurial litigation: law, culture, and incentives 351
John C. Coffee, Jr.
- 23 The *Teva* case: a tale of a race to the bottom in global securities regulation 372
Sharon Hannes and Ehud Kamar

Section B Comparative Shareholder Litigation

- 24 A transatlantic perspective on shareholder litigation in public takeovers 415
Dan Awrey and Blanaid Clarke
- 25 Private ordering of shareholder litigation in the EU and the US 439
Matteo Gargantini and Verity Winship
- 26 Mapping types of shareholder lawsuits across jurisdictions 459
Martin Gelter
- 27 Securities class actions in Canada: ten years later 482
Poonam Puri

Section C Other Modes of Enforcement

- 28 CSRC enforcement of securities laws: preliminary empirical findings 513
Chao Xi
- Index* 529