# FMB558 Finance and the Law Syllabus

## 2013 Fall Semester

- **Professor: Robert J. Schairer**
- **Time: 14:30~15:50 Tuesday & Thursday (Week 9-16)**
- **Lecture Room :**
- **Text Book: Managers and the Legal Environment 6th Edition, - Bagley & Savage**
  Individual chapters in e-book format can be purchase at: http://www.cengage.com
- **Suggested Reading:**

Korean Business Law; The Legal Landscape and Beyond, Edited by Jasper Kim, Carolina Academic Press, Durham, North Carolina, 2010

Korean Business Law, Edited by Hwa-Jin Kim, Edward Elgar Publishing Limited, Cheltenham, UK, Northhapton, MA, 2012

Introduction to Korean Law, Edited by Korea Legislation Research Institute, Springer, Heidelberg, New York, Dordecht, London, 2013

FINANCIAL INVESTMENT SERVICES AND CAPITAL MARKETS ACT

[Enforcement Date 09. Dec, 2010] [Act No.10361, 08. Jun, 2010, Other Laws and Regulations Amended]

자본시장과 금융투자업에 관한 법률

[시행 2013.1.1] [법률 제9408호, 2009.2.3, 일부개정]

- **Lecture Schedule**

**Week 1: Introduction to Finance and the Law**

**A.** Required Reading:

1. Managers and the Legal Environment ; Chapter 22: Public and Private Offerings of Securities
2. Managers and the Legal Environment; Chapter 3: Courts, Sources of Law and Dispute Resolution, pages 59-74
3. Managers and the Legal Environment; Chapter 6 Administrative Law

B. Suggested Reading:

1. Korean Business Law: The Legal Landscape and Beyond; Chapter 1: "A Brief History of Post-1997 South Korea" by Jasper Kim pages 3-16
2. Introduction to Korean Law; Chapter 1: "Overview" by Kipyo Kim

**Week 2: Regulation of Public Offerings**

**A.** Required Reading:

1. Managers and the Legal Environment ; Chapter 22: Public and Private Offerings of Securities

B. Suggested Reading:

1. Korean Business Law: The Legal Landscape and Beyond; Chapter 8: "Securities

Laws for Korean Issuers: Accessing the International Capital Markets" by Youngjin Sohn and Kristina H. Kang pages 139-149

2. Form S-1 REGISTRATION STATEMENT *Under The Securities Act of 1933* Facebook, Inc.

**Week 3: Regulation of Private Placements and Venture Capital/Private Equity Financing**

**A.** Required Reading:

1. Managers and the Legal Environment ; Chapter 22: Public and Private Offerings of Securities

B. Suggested Reading:

1. Korean Business Law: The Legal Landscape and Beyond; Chapter 8: "Securities Laws for Korean Issuers: Accessing the International Capital Markets" by Youngjin Sohn and Kristina H. Kang pages 154-158
2. Korean Business Law; "Private equity in Korea: history, industry and policy" by Hwa-Jin Kim and Alice Z. Chen, pages 199-217
3. Selections from a sample Private Placement Memorandum & Agreements

**Week 4: Regulation of Publicly-Held Companies and the 1934 Act**

**A.** Required Reading:

1. Managers and the Legal Environment ; Chapter 23: Securities Fraud and Insider Trading

B. Suggested Reading:

1. Korean Business Law: The Legal Landscape and Beyond; Chapter 8: "Securities Laws for Korean Issuers: Accessing the International Capital Markets" by Youngjin Sohn and Kristina H. Kang pages 149-154
2. Korean Business Law; Chapter 11: "The Market for corporate control in Korea" by Hwa-Jin Kim, pages 218-236
3. Korean Business Law; Chapter 12: "Issuance of new shares as a takeover defense and countermeasures" by Sang Gon Kim, 259-280

**Week 5: In-Class Group Presentations**

**Week 6: Antifraud Provisions & Sanctions for Violations and Civil Liabilities**

**A.** Required Reading:

1. Managers and the Legal Environment ; Chapter 23: Securities Fraud and Insider Trading

B. Suggested Reading:

**1.** Korean Business Law: The Legal Landscape and Beyond; Chapter 8: "Securities Laws for Korean Issuers: Accessing the International Capital Markets" by Youngjin Sohn and Kristina H. Kang pages 160-168

**2.** 2012 Insider Trading Annual Review by Morrison/Foerster

**Week 7: Regulation of Debt Financing**

**A.** Required Reading:

1. Managers and the Legal Environment ; Chapter 24: Debtor-Creditor Relations and Bankruptcy**,** pages 935-950

B. Suggested Reading:

1. Sample Commercial Loan Documents

**Week 8: Review and Final Exam**

Evaluation:

- Attendance: 10%

- Presentation: 25%

- Final Exam: 65%

Class assistant: