COURSE NAME: Securities Regulation

COURSE NUMBER: Law 8758S

PROFESSOR: Woolery

ESSENTIAL PREREQUISITES: N/A

DESIRABLE PREREQUISITES: Business Organizations

COURSE BOOKS: Required: Marc I. Steinberg Securities Regulation (LexisNexis, Most recent edition)
Hazen, Securities Regulation: Selected Statutes, Rules and Forms (West, Most recent edition)
Suggested: Palmiter, Securities Regulation: Examples & Explanations (Aspen law & Business)

METHOD OF GRADING & APPRAISAL OF STUDENT FOR GRADE: 3-hour final examination; in-class and open book. Failure to contribute meaningfully to class participation will lower one’s grade.

SUMMARY DESCRIPTION OF COURSE: Study of the Securities Act of 1933 (focusing primarily on the issuance of securities, registration of securities and exemptions from registration) and certain aspects of the Securities Exchange Act of 1934 (focusing primarily on the regulation of trading transactions).

COURSE CONTENT: Course will address the registration process, exemptions from registration, restrictions on the resale of securities, disclosure and securities fraud issues, insider trading, some aspects of M&A and related matters. There will be emphasis on compliance with securities laws affecting both closely-held and publicly-traded companies.

COURSE OBJECTIVES: Identify what is a security; develop a working knowledge of securities regulation; avoid malpractice.

RELEVANCY OF COURSE FOR CAREER PURPOSES: Potentially useful not only to those destined to be “business lawyers” working with business entities and investors, but also to those headed toward litigation which
may involve claims based on securities law violations or related issues. Many business arrangements are disguised securities so this will help healthcare lawyers, real estate lawyers, etc. Good practical approach to the practice of law and serving clients.

RELEVANCY OF COURSE FOR MO/MULTI-STATE BAR EXAMINATION: N/A *per se*, but will involve concepts that might refresh understanding of disciplines which are directly tested on Bar Exam