

Updated April 2022

Curriculum Vitae

LUCIAN A. BEBCHUK

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Current Position:

James Barr Ames Professor of Law, Economics, and Finance, and Director of the Program on Corporate Governance, Harvard Law School
(Joined faculty in 1986 as Assistant Professor; Professor since 1988; William J. Friedman and Alicia Townsend Friedman Professor 1998 – 2016; James Barr Ames Professor since 2016; Director of the Corporate Governance Program since 2003.)

Other Affiliations:

American Academy of Arts and Sciences (Elected Member, 2001-)
National Bureau of Economic Research, Corporate Finance and Law and Economics Programs (Research Associate, 1995-)
European Corporate Governance Institute (Inaugural Fellow, 2002-)
SSRN Corporate Governance Network (Director, 2009-)
Western Economic Association (President, 2012-2013, President-Elect, 2011-2012, Vice President, 2010-2011)
American Law and Economics Association (President, 2007-2008, Vice-President/ President-Elect, 2006-2007, Secretary-treasurer, 2005-2006, Member of the Board of Directors, 1997-1999)
Business Associations section, American Association of Law Schools (Chair, 1999-2000)
Tel-Aviv University (Visiting Senior Professor by Special Appointment, 1994-)

Education:

B.A. (Summa Cum Laude) (Mathematics and Economics), University of Haifa, 1977.
LL.B. (Magna Cum Laude), University of Tel-Aviv School of Law, 1979.
LL.M. (Master of Laws), Harvard Law School, 1980.
S.J.D. (Doctorate in Law), Harvard Law School, 1984.
S.J.D. dissertation: "Toward Undistorted Choice and Equal Treatment in Corporate Takeovers" (supervisor: Victor Brudney).
M.A. in Economics, Harvard University Economics Department, 1992
Ph.D. in Economics, Harvard University Economics Department, 1993
Ph.D. dissertation: "Essays in the Economics of Uncertainty, Bargaining and Organization" (supervisor: Jerry Green).

Former Positions:

Brookings Economic Studies Program (Senior Nonresident Fellow, 2010-2011)

Yale Law School (Visiting Professor, Spring 2008)

Guggenheim Foundation Fellow (2004-2005)

Tilburg University (Visiting Anton Philips Lecturer, 2001)

New York University School of Law (Visiting Professor, Fall 1998)

University of Chicago (Visiting Fellow, Fall 1991)

The Society of Fellows, Harvard University (Junior Fellow, 1983-1985)

Law Reform and Pro Bono Work (partial):

Founded and directed the Shareholder Rights Project, a clinical program at Harvard Law School that has represented public pension funds and charitable organizations in bringing about board declassifications at more than 75 S&P 500 and Fortune 500 companies.

Served as the outside expert advisor to the Committee for Enhancing Competitiveness, State of Israel, 2011-2012.

Testified in hearing on incentive compensation at large financial institutions, Banking, Housing and Urban Affairs Committee, U.S. Senate, February 2012.

Testified in hearing on compensation in the financial industry, Financial Services Committee, U.S. House of Representatives, January 2010.

Served as an advisor to the Special Master on TARP Executive Compensation Kenneth Feinberg, 2009.

Testified in hearing on compensation structures and systemic risk, Financial Services Committee, U.S. House of Representatives, June 2009.

Testified in hearing on empowering shareholders on executive compensation, Financial Services Committee, U.S. House of Representatives, March 2007.

Testified in hearing on executive compensation, Committee on Finance, U.S. Senate, September 2006.

Participated in the Roundtable on Shareholder Access, Securities and Exchange Commission, March 2004.

Served as academic advisor for the Israeli Government's Committee for the Examination of the Necessary Steps for Increasing the Involvement of Institutional Investors in the Israeli Capital Market, 2006-2007.

Prepared, together with Louis Kaplow and Jesse Fried, a report for the Israeli Finance Ministry on bank investments in non-financial corporations. The recommendations of the report were adopted by Israeli legislation.

Prepared, together with Professor Uriel Procaccia, a report for the Israeli Ministry of Justice on reforming the Israeli law on corporate acquisitions. The recommendations of the report were adopted by the Israeli corporate code.

Supervised Students and Fellows Holding Academic Positions (partial):

Oren Bar-Gill (Harvard)
Michal Barzuza (Virginia)
Laura Beny (Michigan)
Omri Ben-Shahar (Chicago)
Eli Bukspan (IDC-Herzlia)
Howard Chang (University of Pennsylvania)
Steven Choi (New York University)
Allen Ferrell (Harvard)
Itai Fiegenbaum (Willamette University)
Jesse Fried (Harvard)
Matteo Gatti (Rutgers)
David Gilo (Tel-Aviv)
Andrew Guzman (Berkeley)
Assaf Hamdani (Hebrew University)
Sharon Hannes (Tel-Aviv)
Scott Hirst (Boston University)
Robert Jackson (New York University)
Christine Jolls (Yale)
Marcel Kahan (New York University)
Kobi Kastiel (Harvard)
Alon Klement (Tel-Aviv)
Amir Licht (IDC-Herzlia)
James Naughton (UVA Darden)
Yaron Nili (University of Wisconsin)
Noam Noked (The Chinese University of Hong Kong)
Barak Orbach (Arizona)
Gregory Shill (Iowa College of Law)
Nitzan Shilon (Peking University)
Holger Spamann (Harvard)
Lars Stole (Chicago Booth)
Andrew Tuch (Washington University)
Jay Verret (George Mason)
David Walker (Boston University)
Charles C.Y. Wang (Harvard Business School)

Consulting and Other Outside Activities:

Have been engaged, including as consultant or expert, in matters involving economic, financial, and governance analysis of legal rules and contractual arrangements, as well as ownership structures, governance provisions and corporate transactions and reorganizations, including at companies that are widely held, controlled, pyramidal, dual-class, or private. Clients have included US and foreign law firms and business associations and the government of Israel. Served as a member of the Board of Directors of MMC Norilsk Nickel.

Written Work

Books:

Pay without Performance, Harvard University Press (2004). (with Jesse Fried)

Edited Volumes:

Corporate Law and Economic Analysis (Cambridge University Press, 1990, L. Bebchuk, ed.).

Published and Forthcoming Papers:

127. "Does Enlightened Shareholder Value Add Value?" Forthcoming, 77 *The Business Lawyer* (2022) (with Kobi Kastiel and Roberto Tallarita)

126. "The Perils and Questionable Promise of ESG-Based Compensation," Forthcoming, *Journal of Corporation Law* (2022) (with Roberto Tallarita)

125. "Stakeholder Capitalism in the Time of COVID," Forthcoming, 40 *Yale Journal on Regulation* (2023) (with Kobi Kastiel and Roberto Tallarita)

124. "The Power of the Big Three and Why It Matters," Forthcoming, *Boston University Law Review* (2022). (with Scott Hirst)

123. "Will Corporations Deliver Value to All Stakeholders?" Forthcoming, 75 *Vanderbilt Law Review* (2022). (with Roberto Tallarita)

122. "For Whom Corporate Leaders Bargain," Forthcoming, 93 *Southern California Law Review* (2021). (with Roberto Tallarita)

121. "Don't Let the Short-Termism Bogeyman Scare You," 99 *Harvard Business Review* 43-47 (January-February 2021).

120. "The Illusory Promise of Stakeholder Governance," 106 *Cornell Law Review* 91-178 (2020). (with Kobi Kastiel and Roberto Tallarita)
[Selected in a poll by academic corporate law scholars as one of the year's ten Best Corporate and Securities Articles]
119. "Dancing with Activists," 137 *Journal of Financial Economics* 1-41 (2020). (with Alon Brav, Wei Jiang, and Thomas Keusch)
118. "The Untenable Case for Keeping Investors in the Dark," 10 *Harvard Business Law Review* 1-48 (2020). (with Robert J. Jackson, Jr., James David Nelson, and Roberto Tallarita)
117. "Index Funds and the Future of Corporate Governance: Theory, Evidence, and Policy," 119 *Columbia Law Review* 2029-2146 (2019). (with Scott Hirst)
116. "The Specter of the Giant Three," 99 *Boston University Law Review* 721-741 (2019). (with Scott Hirst)
115. "The Perils of Small-Minority Controllers," 107 *Georgetown Law Journal* 1453-1514 (2019). (with Kobi Kastiel)
114. "The Agency Problems of Institutional Investors," 31 *Journal of Economic Perspectives* 89-102 (Summer 2017). (with Alma Cohen and Scott Hirst)
113. "The Untenable Case for Perpetual Dual-Class Stock," 101 *Virginia Law Review* 585-631 (2017). (with Kobi Kastiel)
112. "Independent Directors and Controlling Shareholders," 165 *University of Pennsylvania Law Review* 1271-1315 (2017). (with Assaf Hamdani)
111. "The Long-Term Effects of Hedge Fund Activism," 115 *Columbia Law Review* 1085-1156 (2015). (with Alon Brav and Wei Jiang)
110. "Toward a Constitutional Review of the Poison Pill," 114 *Columbia Law Review* 1549-1594 (2014). (with Robert J. Jackson, Jr.)
109. "Rethinking *Basic*," 69 *The Business Lawyer* 671-697 (2014). (with Allen Ferrell)
108. "Golden Parachutes and the Wealth of Shareholders," 25 *Journal of Corporate Finance* 140-154 (2014). (with Alma Cohen and Charles C.Y. Wang)
107. "Pre-Disclosure Accumulations by Activist Investors: Evidence and Policy," 39 *Journal of Corporation Law* 1-34 (2013). (with Alon Brav, Robert J. Jackson, Jr. and Wei Jiang)
106. "Towards the Declassification of S&P 500 Boards," 3 *Harvard Business Law Review* 157-184 (2013). (with Scott Hirst and June Rhee)

105. "The Myth that Insulating Boards Serves Long-Term Value," 113 *Columbia Law Review* 1637-1694 (2013).
104. "Learning and the Disappearing Association between Governance and Returns," 108 *Journal of Financial Economics* 323-348 (2013). (with Alma Cohen and Charles C.Y. Wang)
[Won the Investor Responsibility Research Center Institute's 2013 Research Award]
103. "Shining Light on Corporate Political Spending," 101 *Georgetown Law Journal* 923-967 (2013). (with Robert J. Jackson, Jr.)
102. "The Law and Economics of Blockholder Disclosure," 22 *Harvard Business Law Review* 40-60 (2012). (with Robert J. Jackson, Jr.)
101. "Negative-Expected-Value Suits," *Procedural Law and Economics* (Chris Sanchirico, ed., 2012). (with Alon Klement)
100. "Self-Fulfilling Credit Market Freezes," 24 *Review of Financial Studies* 3519-3555 (2011). (with Itay Goldstein)
[Won the 2011 Marshall Blume Prize in Financial Research]
99. "The CEO Pay Slice," 102 *Journal of Financial Economics* 199-221 (2011). (with Martijn Cremers and Urs Peyer)
98. "How to Tie Equity Compensation to Long-Term Results," 22 *Journal of Applied Corporate Finance* 99-106 (2010). (with Jesse M. Fried)
97. "Consent and Exchange," 39 *Journal of Legal Studies* 375-397 (2010). (with Oren Bar-Gill)
96. "Lucky CEOs and Lucky Directors," 65 *Journal of Finance* 2363-2401 (2010). (with Yaniv Grinstein and Urs Peyer)
95. "Corporate Political Speech: Who Decides?" 124 *Harvard Law Review* 83-117 (2010). (with Robert J. Jackson, Jr.)
94. "How to Fix Bankers' Pay," 139 *Daedalus* 52-60 (2010).
[Reprinted in *Economics of Financial Law* (Geoffrey P. Miller, ed.), forthcoming.]
93. "The Wages of Failure: Executive Compensation at Bear Stearns and Lehman 2000-2008," 27 *Yale Journal on Regulation* 257-282 (2010). (with Alma Cohen and Holger Spamann)
92. "Paying for Long-Term Performance," 158 *University of Pennsylvania Law Review* 1915-1960 (2010). (with Jesse Fried)

91. "Bundling and Entrenchment," 123 *Harvard Law Review* 1551-1595 (2010). (with Ehud Kamar)
[Selected as one of the year's top 10 corporate and securities articles in the annual poll of corporate law professors and reprinted in the *Corporate Practice Commentator*.]
90. "The State of Corporate Governance Research," 23 *Review of Financial Studies* 939-961 (2010). (with Michael Weisbach)
[Reprinted (translated into Mandarin) in *Law Review of Chinese Capital Market*, Vol. 4 (2013).]
89. "Investor Protection and Interest Group Politics," 23 *Review of Financial Studies* 1089-1119 (2010). (with Zvika Neeman)
88. "Private Ordering and the Proxy Access Debate," 65 *The Business Lawyer* 329-360 (2010). (with Scott Hirst)
87. "Regulating Bankers' Pay," 98 *Georgetown Law Journal* 247-287 (2010). (with Holger Spamann)
[Selected as one of the year's top 10 corporate and securities articles in the annual poll of corporate law professors and reprinted in the *Corporate Practice Commentator*.]
86. "Buying Troubled Assets" 26 *Yale Journal on Regulation*, 343-358 (2009).
85. "The Elusive Quest for Global Governance Standards" 157 *University of Pennsylvania Law Review* 1263-1317 (2009). (with Assaf Hamdani)
84. "What Matters in Corporate Governance?" 22 *Review of Financial Studies* 783-827 (2009). (with Alma Cohen and Allen Ferrell)
83. "A Better Plan for Addressing the Financial Crisis," 5 *The Economists' Voice*, Article 6 (2008).
[Reprinted in 12 *Wall Street Lawyer* 10 (2008)]
82. "The Myth of the Shareholder Franchise," 93 *Virginia Law Review* 676-732 (2007).
[Selected as one of the year's top 10 corporate and securities articles in the annual poll of corporate law professors and reprinted in the *Corporate Practice Commentator*.]
[Selected as one of the five most-cited law review articles in 2007 (in all legal fields) according to 110 *Michigan Law Review* 1483-1520 (2012).]
81. "Federal Corporate Law: Lessons From History," 106 *Columbia Law Review* 1793-1839 (2006). (with Assaf Hamdani)
80. "Letting Shareholders Set the Rules," 119 *Harvard Law Review* 1784-1813 (2006).
[Selected as one of the year's top 10 corporate and securities articles in the annual poll of corporate law professors and reprinted in the *Corporate Practice Commentator*.]

79. "The Market for Corporate Law," 162 *Journal of Institutional and Theoretical Economics* 134-171 (2006). (with Oren Bar-Gill and Michal Barzuza)
78. "One-Sided Contracts in competitive Consumer Markets," 104 *Michigan Law Review* 827-836 (2006). (with Richard A. Posner)
[Reprinted (translated into Spanish) in 57 *Themis Law Review* (2010).]
77. "Symposium on Director Liability," 31 *Delaware Journal of Corporate Law* 1011-1045 (2006). (with Joseph Bachtelder, Roel Campos, Byron Georgiou, Alan Hevesi, William Lerach, Robert Mendelsohn, Robert Monks, Toby Myerson, John Olson, Leo Strine, and John Wilcox)
76. "The Business Roundtable's Untenable Case Against Shareholder Access" 55 *Case Western Reserve Law Review* Issue 3, 557-568 (2005).
Forthcoming, *Shareholder Access to the Ballot* (L. Bebchuk, ed., 2005)
75. "The Costs of Entrenched Boards," 78 *Journal of Financial Economics* 409-433 (2005). (with Alma Cohen)
[Included in the JFE "Hall of Fame" (<http://jfe.rochester.edu/allstar.htm>) of influential JFE articles that have that have an average of 10 or more citations per year since publication; Supported by BSI-Gamma foundation grant]
74. "Executive Compensation at Fannie Mae: A Case Study of Perverse Incentives, Nonperformance Pay and Camouflage," 30 *Journal of Corporation Law* 807-822 (2005).
73. "Executive Pensions," 30 *Journal of Corporation Law* 823-855 (2005). (with Robert Jackson)
72. "Pay without Performance: Overview of the Issues" 30 *Journal of Corporation Law* 647-673 (2005); 17 *Journal of Applied Corporate Finance* 8-22 (2005); *Academy of Management Perspectives* 5-24 (2006). (with Jesse Fried)
[Reprinted in *The History of Modern U.S. Corporate Governance* (Brian R. Cheffins, ed., 2011).]
[Reprinted in *Foundations of Corporate Law*, 2nd ed., (Romano, ed., 2010).]
[Reprinted (translated into Mandarin) in 13 *Tsinghua Commercial Law Review* 2: 119-225 (2007).]
71. "The Growth of Executive Pay," 21 *Oxford Review of Economic Policy* 283-303 (2005). (with Yaniv Grinstein)

70. "The Case for Increasing Shareholder Power," 118 *Harvard Law Review* 833-914 (2005).
[Selected as one of the year's top 10 corporate and securities articles in the annual poll of corporate law professors and reprinted in the *Corporate Practice Commentator*.]
[Selected as one of the five most-cited law review articles in 2005 (in all legal fields) according to 110 *Michigan Law Review* 1483-1520 (2012).]
[Reprinted in *Foundations of Corporate Law*, 2nd ed., (Romano, ed., 2010).]
69. "Stealth Compensation via Retirement Benefits," 1 *Berkeley Business Law Journal* 291-326 (2004). (with Jesse Fried)
68. "Designing a Shareholder Access Rule," 12 *Corporate Governance Advisor* 28-32 (2004).
67. "Firms' Decisions Where to Incorporate," 46 *Journal of Law and Economics* 383-425 (2003). (with Alma Cohen)
[Selected as one of the year's top 10 corporate and securities articles in the annual poll of corporate law professors and reprinted in the *Corporate Practice Commentator*.]
66. "The Case for Shareholder Access to the Ballot," 59 *The Business Lawyer* 43-66 (2003).
[Reprinted in *After Enron: Improving Corporate Law and Modernizing Securities Regulation in Europe and the US* (Armour and McCahery, eds., 2006).]
65. "Executive Compensation as an Agency Problem," 17 *Journal of Economic Perspectives* 71-92 (2003). (with Jesse Fried)
[Reprinted in Hebrew Translation in *A\4 Taagidim Law Review* (2004) 3.]
[Reprinted in *The Economic Nature of the Firm: A Reader*, 3rd ed., (Putterman and Kroszner, eds., 2009).]
[Reprinted in *Recent Developments in the Economics of Executive Compensation*, (Robert W. Kolb, editor) (Forthcoming Edward Elgar Publishing).]
64. "Why Firms Adopt Antitakeover Arrangements," 152 *University of Pennsylvania Law Review* 713-753 (2003).
63. "The Trouble with Staggered Boards: A Reply to Georgeson's John Wilcox," 11 *Corporate Governance Advisor* 17-19 (2003). (with John Coates and Guhan Subramanian)
62. "The Powerful Antitakeover Force of Staggered Boards: Further Findings and a Reply to Symposium Participants," 55 *Stanford Law Review* 885-917 (2002). (with John Coates and Guhan Subramanian)
[Selected as one of the year's top 10 corporate and securities articles in the annual poll of corporate law professors and reprinted in the *Corporate Practice Commentator*.]
61. "The Questionable Case for Using Auctions to Select Lead Counsel," Symposium on Litigation, 80 *Washington University Law Quarterly* 889-899 (2002).

60. "Vigorous Race or Leisurely Walk: Reconsidering the Competition Over Corporate Charters," 112 *Yale Law Journal* 553-615 (2002). (with Assaf Hamdani)
59. "On Takeover Law and Regulatory Competition," 57 *Business Lawyer* 1047-1068 (2002). (with Allen Ferrell)
58. "The Case Against Board Veto in Corporate Takeovers," 69 *University of Chicago Law Review* 973-1035 (2002).
[Reprinted in *Corporate Governance Law, Theory and Policy*, (T. Joo, ed., Carolina Academic Press), 380 (2004).]
57. "The Powerful Antitakeover Force of Staggered Boards: Theory, Evidence & Policy," 54 *Stanford Law Review* 887-951 (2002). (with John Coates and Guhan Subramanian)
[Selected as one of the year's top 10 corporate and securities articles in the annual poll of corporate law professors and reprinted in *Classics in Corporate Law and Economics*, (J. Macey, ed., Edward Elgar Publishing, forthcoming 2008).]
[Reprinted in *The Law and Economics of Mergers and Acquisitions* (Steven M. Davidoff and Claire A. Hill, ed., forthcoming 2013).]
56. "Managerial Power and Rent Extraction in the Design of Executive Compensation," 69 *University of Chicago Law Review* 751-846 (2002). (with Jesse Fried and David Walker)
[Selected as one of the year's top 10 corporate and securities articles in the annual poll of corporate law professors and reprinted in the *Corporate Practice Commentator*.]
55. "Does the Evidence Favor State Competition in Corporate Law?" 90 *California Law Review* 1775-1821 (2002). (with Alma Cohen and Allen Ferrell)
[Selected as one of the year's top 10 corporate and securities articles in the annual poll of corporate law professors and reprinted in the *Corporate Practice Commentator*.]
54. "Optimal Defaults for Corporate Law Evolution," 96 *Northwestern Law Review* 489-520 (2002) (with Assaf Hamdani).
53. "Ex Ante Costs of Violating Absolute Priority in Bankruptcy," 57 *Journal of Finance* 445-460 (2002).
[Reprinted in *Economics of Bankruptcy* (Edward R. Morrison, ed., forthcoming).]
52. "Property Rights and Liability Rules: The Ex Ante View of the Cathedral," 100 *Michigan Law Review* 601-639 (2001).
[Reprinted in *The Economics of Remedies* (Ariel Porat, ed., forthcoming 2012).]
51. "Federal Intervention to Enhance Shareholder Choice," 87 *Virginia Law Review*, 993-1006 (2001). (with Allen Ferrell)
50. "A New Approach to Valuing Secured Claims in Bankruptcy," 114 *Harvard Law Review* 2386-2436 (2001). (with Jesse Fried)

49. "New Approach to Takeover Law and Regulatory Competition," 87 *Virginia Law Review* 111-164 (2001). (with Allen Ferrell)
48. "Pre-Contractual Reliance," 30 *Journal of Legal Studies* 423-457 (2001). (with Omri Ben-Shahar)
47. "The Overlooked Corporate Finance Problems of a Microsoft Breakup," 56 *The Business Lawyer* 459-481 (2001). (with David Walker)
[Reprinted (translated into Spanish) 11 *Advocatus* 9-28 (2004 - II).]
46. "Federalism and Takeover Law: The Race to Protect Managers from Takeovers," In *Regulatory Competition and Economic Integration* (D. Esty and D. Geradin, ed., Oxford University Press) 68-94 (2001). (with A. Ferrell)
45. "Stock Pyramids, Cross-Ownership, and Dual Class Equity," in *Concentrated Corporate Ownership*, (R. Morck, ed.), 295-315 (2000). (with Reinier Kraakman and George Triantis)
44. "Using Options to Divide Value in Corporate Bankruptcy," 44 *European Economic Review* 829-843 (2000).
43. "Ownership Structures and the Decision to Go Public," in *Concentrated Corporate Ownership*, 55-75 (2000). (with Luigi Zingales)
42. "Adverse Selection and Gains to Controllers in Corporate Freezeouts," in *Concentrated Corporate Ownership*, (R. Morck, ed.) 247-259 (2000). (with Marcel Kahan)
41. "A Theory of Path Dependence in Corporate Ownership and Governance," 52 *Stanford Law Review* 127-170 (1999). (with Mark Roe)
[Reprinted in *Convergence and Persistence in Corporate Governance* (J. Gordon and M. Roe, ed., Cambridge University Press), 69 (2004).]
[Reprinted (translated into Mandarin) in *Shangshifa Lunji* (Commercial Law Review, 2006).]
[Reprinted in *Foundations of Corporate Law*, 2nd ed., (Romano, ed., 2010).]
[Reprinted (translated into Mandarin) in *Graduate Law Review* 26 (2011): 126 (Ning Guijun, translator).]
40. "Managerial Value Diversion and Shareholder Wealth," *The Journal of Law, Economics, and Organization*, Vol. 15, No. 2, 487-502 (1999). (with Christine Jolls)
39. "Federalism and Takeover Law: The Race to Protect Managers from Takeovers," 99 *Columbia Law Review* 1168-1199 (1999). (with Allen Ferrell)
[Reprinted in *Regulatory Competition and Economic Integration* (D. Esty and D. Geradin, ed., Oxford University Press), 68-94 (2001).]
38. "Reconsidering Contractual Liability and the Incentive to Reveal Information," 51 *Stanford Law Review* 1615-1627 (1999). (with Steven Shavell)

37. "An Economic Analysis of Transnational Bankruptcies," 42 *The Journal of Law and Economics* 775-808 (1999). (with Andrew Guzman)
36. "Damage Measures for Inadvertent Breach of Contract," 19 *International Review of Law and Economics* 319-331 (1999). (with I. P'ng)
35. "The Effect of Offer-of-Settlement Rules on the Terms of Settlement," 28 *Journal of Legal Studies* 489-513 (1999). (with Howard Chang)
34. "Negative Expected Value Suits," in *The New Palgrave Dictionary of Economics and the Law* 551-554 (1998).
33. "Chapter 11," in *The New Palgrave Dictionary of Economics and the Law* 219-224 (1998).
32. "The Uneasy Case for the Priority of Secured Claims in Bankruptcy: Further Thoughts and a Reply to Critics," 82 *Cornell Law Review* 1279-1348 (1997). (with Jesse Fried)
31. "An Analysis of Fee-Shifting Based on the Margin of Victory: On Frivolous Suits, Meritorious Suits, and the Role of Rule 11," 25 *Journal of Legal Studies* 371-403 (1996). (with Howard Chang)
30. "A New Theory Concerning the Credibility and Success of Threats to Sue," 25 *Journal of Legal Studies* 1-26 (1996).
29. "The Uneasy Case for the Priority of Secured Claims in Bankruptcy," 105 *The Yale Law Journal* 857-934 (1996). (with Jesse Fried)
28. "Concentration in the Israeli Economy and Bank Investment in Nonfinancial Companies," 43 *The Economic Quarterly* (1996). (in Hebrew) (with Louis Kaplow and Jesse Fried)
27. "How Would You Like to Pay for That? The Strategic Effects of Fee Arrangements on Settlement Terms," 1 *Harvard Negotiation Law Review* 53-63 (Spring 1996). (with Andrew Guzman)
26. "The Effects of Insider Trading on Insiders' Choice Among Risky Investment Projects," 29 *Journal of Financial and Quantitative Analysis* 1-14 (1994). (with Chaim Fershtman)
25. "Efficient and Inefficient Sales of Corporate Control," 109 *Quarterly Journal of Economics* 957-993 (1994).
24. "Do Short-Term Managerial Objectives Lead to Under- or Over-Investment in Long-Term Projects?," 48 *Journal of Finance* 719-729 (1993). (with Lars Stole)

23. "Optimal Sanctions and Differences in Individuals' Likelihood of Avoiding Detection," 13 *International Review of Law and Economics* 217-224 (1993). (with Louis Kaplow)
22. "The Effects of Insider Trading on Insiders' Effort in Good and Bad Times," 9 *European Journal of Political Economy* 469-481 (1993). (with Chaim Fershtman)
21. "Federalism and the Corporation: The Desirable Limits on State Competition in Corporate Law," 105 *Harvard Law Review* 1435-1510 (1992).
[Reprinted in *Company Law*, (New York University Press, 1993), edited by Sally Wheeler, University of Nottingham, England, 241-314. Reprinted (translated into Japanese) in *Ryodai Law Review*, No. 50, 1993. Reprinted in *Economics of Federalism Volume II*, (Edward Elgar Publishing, 2007), edited by Bruce H. Kobayashi and Larry E. Ribstein, 338-413.]
20. "Bargaining and the Division of Value in Corporate Reorganization," 8 *Journal of Law, Economics, and Organization* 253-279 (1992). (with Howard Chang)
19. "Optimal Sanctions When Individuals are Imperfectly Informed about the Probability of Apprehension," 21 *Journal of Legal Studies* 365-370 (1992). (with Louis Kaplow)
18. "Information and the Scope of Liability for Breach of Contract: The Rule of Hadley v. Baxendale," 7 *Journal of Law, Economics, and Organization* 284-312 (1991). (with Steven Shavell)
[Reprinted in *Economics of Contract Law*, (Douglas G. Baird, ed., Edward Elgar Publishing, 2007).]
17. "A Framework for Analyzing Legal Policy Toward Proxy Contests," 78 *California Law Review* 1071-1136 (1990). (with Marcel Kahan)
16. "Limiting Contractual Freedom in Corporate Law: The Desirable Constraints on Charter Amendments," 102 *Harvard Law Review* 1820-1860 (1989).
15. "Fairness in Opinions: How Fair Are They and What Can Be Done About It?" 1989 *Duke Law Journal* 27-53 (1989). (with Marcel Kahan)
[Reprinted (translated into German) in *Fairness Opinion - Grundlagen und Anwendung* (W. Essler, S. Lobe, and K. Röder, ed., Schäffer-Poeschel, 2008).]
14. "Takeover Bids below the Expected Value of Minority Shares," 24 *Journal of Financial and Quantitative Analysis* 171-184 (1989).
13. "The Debate on Contractual Freedom in Corporate Law," 89 *Columbia Law Review* 1395-1415 (1989).
[Reprinted (translated into Japanese) in 7 *Sapporo Gakvin Law Review* 89-118, (1991); and in 32 *Corporate Practice Commentator*, (F. Hodge O'Neal, ed.) 425-446 (1990).]

12. "A New Approach to Corporate Reorganization," 101 *Harvard Law Review*, 775 - 804 (1988).
[Reprinted in *The Economics of Corporate and Capital Markets Law* (L. Bebchuk, ed., Cambridge University Press, 1990); in 2 *The Korea Forum on International Trade and Business Law 1993* (in Korean); in *Corporate Bankruptcy* (J. Bhandari, ed., MIT Press, 1995); and in *Economics of Bankruptcy*, forthcoming (Edward R. Morrison, ed., Edward Elgar Press).]
11. "The Pressure to Tender: An Analysis and a proposed Remedy," 12 *Delaware Journal of Corporate Law*, Vol., 911-949 (1987).
[Reprinted in *The Impact of the Hostile Takeover* (J. Coffee, L. Lowenstein & S. Rose-Ackerman, ed., Oxford University Press, 1988).]
10. "The Sole Owner Standard for Takeover Policy," 17 *Journal of Legal Studies*, 197-229 (1988).
9. "Suing Solely to Extract a Settlement Offer," 17 *Journal of Legal Studies* 437-450 (1988).
8. "Corporate Acquisitions," 13 *University of Tel-Aviv Law Review* 71 (1988). (with U. Procaccia)
7. "The Case for Facilitating Competing Tender Offers: A Last (?) Reply," 2 *Journal of Law, Economics, and Organization* 253-271 (1986).
[Reprinted in *Foundations of Corporate Law*, 2nd ed., (Romano, ed., 2010).]
6. "Toward Undistorted Choice and Equal Treatment in Corporate Takeovers," 98 *Harvard Law Review* 1695-1808 (1985).
5. "Litigation and Settlement under Imperfect Information," 15 *Rand Journal of Economics* 404-415 (1984).
4. "The Case for Facilitating Competing Tender Offers," 95 *Harvard Law Review* 1028-1056 (1982).
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