

**SYLLABUS
SECURITIES REGULATION
LEB 380.4
SPRING 2007
PROF. PRENTICE**

Unique #: 03500
TIME: 8:00 – 9:30 TTH
OFFICE HOURS: M-F 9:30-11 (and by appointment)
OFFICE: CBA 5.256
PHONE: 471-5246
E-MAIL: rprentice@mail.utexas.edu

TEXTS: (1) Prentice, SECURITIES LAW (2007 ed.)
(2) Prentice, COURSE OUTLINE (2007 ed.)

--Part I of both the text and the course outline are currently available at Paradigm (located just west of the Drag on 24th St.). Part II of both will be ready for the post-Spring break second half of the course.

GRADING POLICY:

Grades will be based upon the quality of class participation, two exams, and some occasional homework. Percentages are assigned as follows:

Class Participation	20%
First Exam	30%
Second Exam	30%
Homework	<u>20%</u>
	100%

I will also be giving pluses and minuses in accordance with the new McCombs policy. http://www.utexas.edu/ogs/student_services/academic_policies/plus_minus.html. I'm sure you'll find that a "D+" is much more palatable than a plain old "D".

The **First Exam** will be given on **Wednesday, February 28 at 7–10 pm**. The **Second Exam** will be given at its officially-scheduled time, **Monday May 14, 9:00-noon**. Please plan your schedule accordingly. Both exams are open-book, open-note. The second exam is *not* cumulative.

Three scheduling notes. First, there will be no class on Thursday, February 8. In return for this small gift, you will be given the opportunity to spend three hours with me on the evening of February 28 taking the First Exam. Second, we will have class at 8:00 am on March 1, despite not having had much sleep the night before. Third, we will not have class on March 6 or March 8. Instead, we will all be heavily engaged in "enrichment activities."

CLASS PARTICIPATION:

Class participation grades will be derived from your contribution to class discussions, questions you ask me that advance the discussion, answers to questions I ask you, and briefs delivered orally in class.

Briefs: Briefs are aptly named. A brief is to a case what a book report is to a book. Your brief should contain: (i) the name of the case, (ii) the essential facts, (iii) the disposition (if any) of the lower court proceedings, (iv) the issue(s) presented to the court, (v) the resolution of that issue, and, most importantly, (vi) the court's rationale for deciding the case as it did. The key is to use your own words to efficiently, accurately, and briefly convey what the court did with the issue presented. After you present the briefs, please e-mail them to me as a Word attachment and I will distribute batches of them to your classmates from time to time.

ATTENDANCE: Attendance is required. You may miss class three times for any reason (good, bad, or indifferent). Missing class for a fourth time without an extremely good reason subjects you to academic penalty, involuntary transfer to A&M, or worse (if I can think of anything worse than transfer to A&M).

HOMEWORK: As noted above, homework assignments will make up 20% of your grade. Rather than assign a major group project or group term paper, as I have done in the past, I will make four homework assignments that will typically involve a modest amount of research and a few of pages of writing. They will be linked to "discussion days" in class that I will set aside so you may get a break from listening to me yammer.

LAPTOP POLICY: No laptops in class. Sorry. Those who preceded you have abused the privilege. You are paying for their sins.

COURSE PHILOSOPHY: *"It is not an adequate ethical standard to aspire to get through the day without being indicted."* --Richard Breeden, former SEC Chair.

COURSE OUTLINE

PART ONE

- Ch. 1: INTRODUCTION TO PUBLIC CORPORATIONS AND SECURITIES REGULATION
- Ch. 2: THE SCOPE OF FEDERAL SECURITIES REGULATION
- Ch. 11: REGULATION OF THE SECURITIES BUSINESS
- Ch. 3: REGISTRATION OF PUBLIC OFFERINGS
- Ch. 4: CONSEQUENCES OF DEFECTIVE REGISTRATION
- Ch. 5: EXEMPT SECURITIES, EXEMPT TRANSACTIONS, AND RESALE OF SECURITIES

[First Exam]

PART TWO

- Ch. 10: TENDER OFFERS
- Ch. 6: SECTION 10(b): CORPORATE DISCLOSURE
- Ch. 7: INSIDER TRADING: SECTION 16(b)
- Ch. 8: INSIDER TRADING: SECTION 10(b)
- Ch. 9: PROXY REGULATION
- Ch.12: ETHICS IN THE CAPITAL MARKETS

[Second Exam]

SCHOLASTIC DISHONESTY.

The College of Business Administration has no tolerance for acts of scholastic dishonesty. The responsibilities of both students and faculty with regard to scholastic dishonesty are described in detail in the Policy Statement on Scholastic Dishonesty for the CBA. By teaching this course, I have agreed to observe all the faculty responsibilities described in that document. By enrolling in this class, you have agreed to observe all the student responsibilities described in that document. If the application of that Policy Statement to this class and its assignments is unclear in any way, it is your responsibility to ask me for clarification. Policy on Scholastic Dishonesty: Students who violate University rules on scholastic dishonesty are subject to disciplinary penalties, including the possibility of failure in the course and/or dismissal from the University. Since dishonesty harms the individual, all students, and the integrity of the University, policies on scholastic dishonesty will be strictly enforced. You should refer to the Student Judicial Services website at <http://www.utexas.edu/depts/dos/sjs/> or the General Information catalog to access the official University policies and procedures on scholastic dishonesty as well as further elaboration on what constitutes scholastic dishonesty.

The University of Texas at Austin provides upon request appropriate academic accommodations for qualified students with disabilities. For more information, contact the Office of the Dean of Students at 471-6259, 471-4641 TTY.

CLASS SCHEDULE
SPRING 2007

First Half

1. Jan. 16 (Tues)
2. Jan. 18 (Thurs)
3. Jan. 23 (Tues.)
4. Jan. 25 (Thurs)
5. Jan. 30 (Tues)
6. Feb. 1 (Thurs)
7. Feb. 6 (Tues.)
8. Feb. 8 (Thurs): **No Class**
9. Feb. 12 (Tues.)
10. Feb. 15 (Thurs)
11. Feb. 20 (Tues)
12. Feb. 22 (Thurs.)
13. Feb. 27 (Tues.)
- Feb. 28 (Wed.) 7-10pm: First Exam**
14. Mar. 1 (Thurs.)
15. Mar. 6 (Tues) [Enrichment Activities]
16. Mar. 8 (Thurs.) [Enrichment Activities]

Second Half

17. Mar. 20 (Tues.)
18. Mar. 22 (Thurs.)
19. Mar. 27 (Tues.)
20. Mar. 29 (Thurs.)
21. Apr. 3 (Tues.)
22. Apr. 5 (Thurs.)
23. Apr. 10 (Tues.)
24. Apr. 12 (Thurs.)
25. Apr. 17 (Tues.)
26. Apr. 19 (Thurs.)
27. Apr. 24 (Tues.)
28. Apr. 26 (Thurs.)
29. May 1 (Tues.)
30. May 3 (Thurs.)
- May 14, 9-noon: Second Exam**