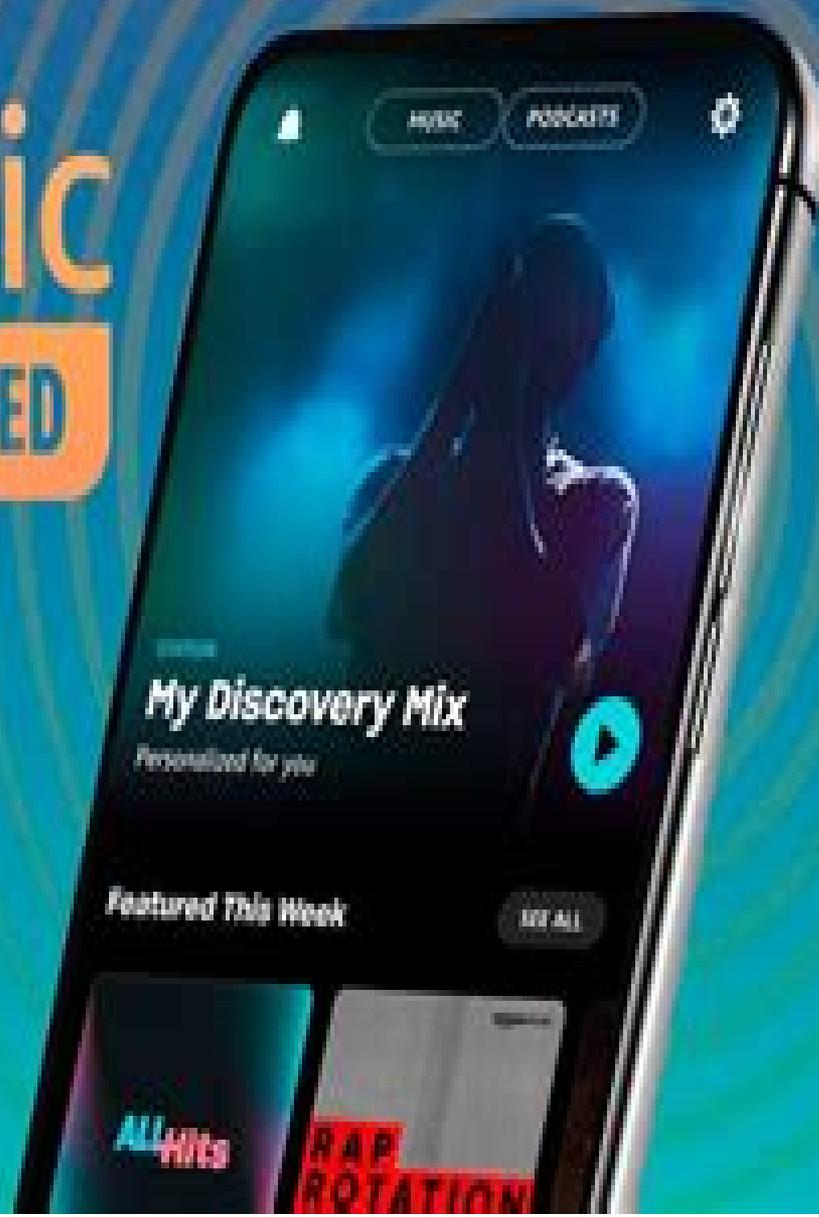


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Corporate Finance and the Securities Laws JOHNSON JR. CHARLES J., Joseph McLaughlin, Anna T. Pinedo, 2023-12-08 This Seventh Edition of Corporate Finance and the

Securities Laws is about doing deals transactions in which companies raise funds in the U S and international capital markets We have tried to retain the book s practical orientation which we believe was responsible for the previous editions considerable success We do not intend this book as a complete treatise on the U S federal securities laws nor do we intend it as an investor s or issuer s guide to the capital markets Rather we are trying to explain the legal environment in which capital markets transactions take place just as we are trying to explain the capital markets transactions to which that environment is always trying to adapt Highlights of the Seventh Edition include SEC administrative proceedings and SCOTUS decision in Axon Enterprise Inc v FTC and SCOTUS agreement to hear Jarkey v SEC Change in SEC personnel s standard disclaimer when making public statements Second Circuit decision in Kirschner holding bank loans not to be securities after SEC s declining to state its views SEC commissioner s speech raising prospect that bank loans might eventually be treated as securities Digital assets SEC enforcement proceedings alleging digital assets to be securities for purposes of 1933 Act registration and 1934 Act broker dealer and securities exchange registration SEC partial defeat in Ripple litigation in SDNY followed by favorable decision in Terraform less than three weeks later SEC use of Section 17 b of 1933 Act to pursue celebrity endorsers of digital assets prospects for federal legislation Proposed legislation to make electronic delivery the default method of delivering communications required under federal securities laws Amendment of SIFMA model form of agreement among underwriters to authorize syndicate manager or another underwriter to act as calculating underwriter for purposes of calculating probability of default under amended Rules 101 and 102 of Regulation M Amendment of SIFMA model form of agreement among underwriters to reflect amendments to FINRA Rule 11880 regarding settlement of syndicate accounts T 1 standard settlement cycle as of May 28 2024 SEC decision not to extend no action relief for research providers affected by MiFID II s unbundling rule EU and California climate disclosure requirements effects on prospective SEC requirements Prospects for use of Artificial Intelligence in due diligence and in SEC staff selection of filings for review SEC approval of rule changes at options exchanges to speed up listing and trading of options on IPO shares SCOTUS decision in Slack Section 11 litigation arising out of Slack s direct listing that a plaintiff under Section 11 must be able to trace his shares to a defective 1933 Act registration statement SEC approval of NYSE and Nasdaq rules to permit more pricing flexibility for direct listings with a simultaneous sale of securities by the issuer but on condition that the issuer retain an underwriter for the shares to be sold by the issuer SEC enforcement proceedings involving SPACs SEC amendment of Rules 101 and 102 of Regulation M to eliminate exceptions based on credit ratings in favor of exceptions based on a probability of default standard for fixed income nonconvertible securities and eligibility to use Form SF 3 for ABS SEC adoption of Rule 9j 1 to prohibit fraud deceit or manipulation related to security based swaps Second Circuit reversal of class certification in Goldman Sachs litigation under Rule 10b 5 because of front end back end genericness gap and concurring judge s prediction of confusion as courts navigate a materiality reliance twilight zone SCOTUS to review Second Circuit s

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