

Subject Guide for Corporate Acquisitions

Law 194

Spring 2023

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Subject Outline

Introduction and Subject Aims

Welcome to Corporate Acquisitions. This class is an important and popular field of law. Acquisitions happen for large and small firms in almost every industry. As a practitioner in corporate law or finance, you are likely to work on sales of firms of varying complexity. Throughout the course, we will keep in mind the various stakeholders, their duties to each other, and, of course, the governing law.

This subject will integrate aspects of various fields. Primarily, the course will introduce students to the basics of M&A and corporate law (with a focus on contracting and fiduciary duties from Delaware cases), as well as provide relevant concepts from corporate finance.

Prescribed References

The **prescribed text** for this subject is

Dale A. Osterle and Jeffrey Haas, *The Law of Mergers and Acquisitions* (5th edition).

ISBN-13: 978-1683289791

ISBN-10: 168328979X

Academic papers will be posted on TWEN.

Academic Staff Contact Details

Subject Coordinator/Lecturer Contact Details

Your coordinator for the course and instructor of Bankruptcy is Jordan Neyland.

Questions should be directed to the following:

Email: jneylan2@gmu.edu

Room: 450B (Hazel)

Phone: (703) 993-8639

Consultation Hours: 11:00am to 12:00pm Mondays or by appointment

Email Protocol

Please note that I am only able to respond to student emails coming from a University email address. Do not use personal email addresses such as Yahoo, Hotmail, or even business email addresses. Emails from non-University email addresses may be filtered by the University's spam filter, which means that I may not receive your email. All correspondence relating to this subject will only be sent to your university email address. Note that you must first activate your university email address before you can send or receive emails at that address.

While I endeavour to address queries received via email, it is more appropriate to resolve substantive questions during lectures and consultations. With this in mind, I encourage students to attend all lectures and to familiarize themselves with the consultation hours offered by the lecturer in this subject.

Lectures

Lecture Times

Thursday

8:10pm – 10:10pm

Room TBD

Lecture Schedule

Lecture Dates: Jan 19, 2023 – April 20, 2023

Note: academic papers will be posted on TWEN to supplement the assigned text reading.

Class Number	Pages
Week 1:	1-32
Week 2:	33-59, Boone and Mulherin
Week 3:	59-75, Jensen
Week 4:	75-98
Week 5:	171-192, Grossman and Hart
Week 6:	192-209
Week 7:	227-244, Maksimovic and Phillips
Week 8:	245-280
Week 9:	319-344
Week 10:	344-372, Comverge
Week 11:	376-403, Bates, Neyland, and Wang
Week 12:	439-453, 466-480
Week 13:	481-502, Corwin and/or review

Lecture Slides

Lecture slides (if any) will be placed on the TWEN page for this subject after each lecture. The lecture slides are located under the heading “Course Materials”. Lecture slides may be updated before or after lectures. Be sure to check periodically for the most recent slides.

Assessment

Assessment Overview

Assessment Task	Due Date	Weighting
Final Exam	TBD	100%*

*Note that the final grade can incorporate any exemplary/dissatisfactory class participation.

Exam Policy

The exam can cover **anything** in the **assigned** readings or in materials covered in lectures. While the focus is generally on materials discussed in class, students are expected to read all assigned materials in preparation for the exam (not to mention class!).

*Note exam policy is subject to change due to emergency, such as COVID-19, that may require online exams. In this case the exam will likely be open book and note.

Students must be available for the entire examination period. Supplementary/make-up exams will not be provided in cases of absence during the examination period, unless the absence is due to major illness or other serious circumstances. Special circumstances and conflicting schedules are handled by the Law Records Office, **NOT** the instructor. I encourage students to read the complete exam policy here.

https://www.law.gmu.edu/records/exams_policies

Plagiarism and Collusion

Presenting material from other sources without full acknowledgement (referred to as plagiarism) is heavily penalised. Penalties for plagiarism can include a mark of zero for that piece of assessment or a fail grade for the subject.

Plagiarism is the presentation by a student of an assignment or exam identified as his or her own work even though it has been copied in whole or in part from another student's work, or from any other source (e.g. published books, web-based materials, or periodicals), without due acknowledgement in the text.

Collusion is the presentation by a student of an assignment or exam as his or her own work when it is, in fact, the result (in whole or in part) of unauthorised collaboration with another person. Both the student presenting the assignment and the student(s) willingly supplying unauthorised material are considered participants in academic misconduct.

GMU Honor Code Pledge: https://www.law.gmu.edu/academics/honor_code

Special Consideration and Disabilities

If there are unexpected or unique circumstances that a student faces, please contact the Director of Student Academic Affairs (Christine Malone). In spite of any serious family or health concerns, students are required to miss **no more than 20% of the lectures**. Students with disabilities or chronic medical conditions who are seeking in-class and/or exam accommodations should contact the Office of Disability Services (ODS, ods.gmu.edu). This is the only office that can make a determination as to whether accommodations are required. The law school and instructors work with ODS to implement any approved accommodations.

Special Circumstances and COVID-19

In the event of pandemic concerns, I recommend all students maintain a physical distance of at least six feet during class and adhere to mask-wearing guidance.

In case I am unable to attend class due to illness, I will hold class virtually or schedule a makeup. If students are unable to attend, contact me ASAP about how to make it up.

I hope everyone stays safe. Please let me know if you have any questions.