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**PROFESSIONAL**

- Current : Charles J. Meyers Professor of Law and Business, Stanford Law School  
Senior Fellow, Stanford Institute of Economic Policy Research  
Marc and Eva Stern Professor of Law and Business, Columbia University,  
School of Law  
Fellow: American Academy of Arts and Sciences  
European Corporate Governance Institute  
Board Chair, American Century Mountain View Mutual Funds
- 2011 Senior Visiting Scholar, Swiss Federal Institute of Technology, Zurich,  
Switzerland
- 2011 Visiting Scholar, Einaudi Institute for Economics and Finance, Rome, Italy
- 2011 Lecturer, Commissione Nazionale per e Societa e la Borsa (Consob)
- 2011 Visiting Professor of Law, Univesitat Pompeu Fabra, Barcelona, Spain
- 2007 European Union Erasmus Fellow, Department of Economics, University  
of Bologna, Bologna, Italy  
Fellow, Institute of Advanced Studies, Bologna, Italy

- Visiting Professor, University of Florence Law School, Florence, Italy
- 2004 Visiting Scholar, Department of Economics, European University Institute, Florence, Italy
- 1999 Distinguished Olin Visiting Professor of Law, University of Virginia Law School
- 1998 Visiting Professor of Law, Hebrew University, Jerusalem
- 1998 Resident Scholar, Rockefeller Study Center, Bellagio, Italy
- 1998 Visiting Professor, HIID/Economics Faculty, Vietnam National University
- 1996 & 2001 Visiting Professor of Law, University of Tokyo School of Law
- 1991-1992 Visiting Henley Professor of Law and Business  
Columbia University Law School and Graduate School of Business
- 1988-1989 Visiting Scholar, The Hoover Institution
- 1982-1983 Visiting Professor of Law, Yale Law School
- 1979-1983 Associate Professor of Law, Stanford Law School
- 1972-1979 Partner & Associate, Steinhart, Goldberg, Feigenbaum & Ladar
- 1971-1972 Law Clerk, Chief Judge David L. Bazelon

## **BOOKS**

- J. Choper, J. Coffee & R. Gilson, *Cases and Materials on Corporations* (Aspen Publishing (8<sup>th</sup> ed. 2013).
- R. Gilson & B. Black, *The Law and Finance of Corporate Acquisitions* (Foundation Press, 2d ed. 1995).
- R. Gilson & B. Black, *2003 Supplement to The Law and Finance of Corporate Acquisitions*.
- R. Gilson & B. Black, *(Some of) the Essentials of Finance and Investment* (Foundation Press, 1993).

## ARTICLES

The Case for an Unbiased Takeover Law (with an Application to the European Union), forthcoming Harvard Business Law Journal 2013 (with L. Enriques & A. Paces), available at <http://ssrn.com/abstract=2258926>.

The Agency Costs of Agency Capitalism: Activist Investors and Revaluation of Governance Rights, 113 Col. L. Rev. 883 (2013) (with J. Gordon).

Constraints on Private Benefits of Control: Ex Ante Control Mechanisms versus Ex Post Transactional Review, 169 Journal of Institutional and Theoretical Economics 160 (2013)(with A. Schwartz).

Contract and Innovation: The Limited Role of Generalist Courts, 88 N.Y.U.L.Rev. 170 (2013)(with C. Sabel & R.Scott).

Market Efficiency after the Fall: Where Do We Stand Following the Financial Crisis, in Research Handbook on the Economics of Corporate Law (C.Hill & B. McDonald eds, 2011)(with R. Kraakman).

Contract, Uncertainty and Innovation, in Rules for Growth (Robert Litan & George Priest eds., 2011)(with C. Sabel & R. Scott).

Economically Benevolent Dictators: Lessons for Emerging Democracies, 59 American Journal of Comparative Law 227 (2011)(with C. Milhaupt).

Braiding: The Interaction of Formal and Informal Contracting in Theory, Practice and Doctrine 110 Columbia Law Review 1377 (2010) (with C. Sabel & R. Scott).

Regulatory Dualism as a Development Strategy: Corporate Reform in Brazil, the U.S. and the E.U., 63 Stanford Law Review 475 (2010)(with H. Hansmann & M. Parglender).

Locating Innovation: Technology, Organizational Structure and Financial Contracting, 110 Columbia Law Review 885 (2010).

Contracting for Innovation: Vertical Disintegration and Interfirm Collaboration, 109 Col. L. Rev. 431 (2009)(with C. Sabel & R. Scott)

Sovereign Wealth Funds and Corporate Governance: A Minimalist Response to the New Mercantilism, 60 Stanford Law Review 1345 (2008)(with C. Milhaupt).

Deconstructing Equity: Public Ownership, Agency Costs and Complete Capital Markets, 108 Columbia Law Review 231 (2008) (with C. Whitehead)

Controlling Family Shareholders in Developing Countries: Anchoring Relational Exchange, 60 *Stanford Law Review* 633 (2007).

Leo Strine's Third Way: Responding to Agency Capitalism, 33 *Journal of Corporation Law* 47 (2007).

Clark's Treatise on Corporate Law: Filling Manning's Empty Towers, 31 *Journal of Corporation Law* 599 (2006)(with R. Kraakman)

Controlling Shareholders and Corporate Governance: Complicating the Comparative Taxonomy, 119 *Harv. L. Rev.* (2006).

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Law and Economics in the Law Firm: The Case of MACs, in *New Frontiers in Law and Economics* (P. Noble ed., 2006).

Takeovers in the Target's Boardroom: Burke versus Schumpeter, 60 *Business Lawyer* 1419 (2005)(with R. Kraakman).

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Separation and the Function of Corporation Law, 2 *Berkeley Journal of Business Law* 141 (2005).

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and Persistence in Corporate Governance (J. Gordon ed. 2003).

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The Implicit Contract for Law Firm Associates: Ex Post Opportunism and Ex Ante Bonding, The Firm as a Nexus of Treaties Ch. 10 (O. Williamson & M. Aoki, eds., Sage Publications) (with R. Mnookin) (1989).

Market Review of Interested Transactions: The American Law Institute Proposal on Management Buyouts, Leveraged Management Buyouts Ch. 10 (Y. Amihud, ed., Dow Jones-Irwin) (1989).

Delaware's Intermediate Standard for Defensive Tactics: Is There Substance to the Proportionality Review?, 44 Business Law 247 (with R. Kraakman) (1989).

Coming of Age in a Corporate Law Firm: The Implicit Contract for Associates, 41 Stanford Law Review 567 (with R. Mnookin) (1989).

Drafting an Effective Greenmail Prohibition, 88 Columbia Law Review 330 (1988).

Taxation and the Dynamics of Corporate Control: The Uncertain Case for Tax Motivated Acquisitions, Knights, Raiders, and Targets: The Impact of the Hostile Takeover 271 (J. Coffee, L. Lowenstein & S. Rose-Ackerman, eds.) (Oxford University Press) (with M. Scholes & M. Wolfson) (1988).

Evaluating Dual Class Common Stock: The Relevance of Substitutes, 73 Virginia Law Review 807 (1987).

Sharing Among the Human Capitalists: An Economic Inquiry into the Corporate Law Firm and How Partners Split Profits, 37 Stanford Law Review 313 (with R. Mnookin) (1985).

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The Mechanisms of Market Efficiency, 70 Virginia Law Review 549 (with R. Kraakman) (1984).

Seeking Competitive Bids Versus Pure Passivity in Tender Offer Defense, 35 Stanford Law Review 51 (1982).

The Case Against Shark Repellent Amendments: Structural Limitations on the Enabling Concept, 34 Stanford Law Review 774 (1982).

A Structural Approach to Corporations: The Case Against Defensive Tactics in Tender Offers, 33 Stanford Law Review 819 (1981).

## **EDITORIALS**

That's My Money Your Using, Forbes, March 29, 2010

The Directors' Guild, N.Y. Times, June 8, 2009.

An Overreaction in Pennsylvania, Insights: The Corporate and Securities Adviser, March, 1990, p. 2.



Odd Veto of Anti-Greenmail Measure, S.F. Chronicle, Oct. 12, 1987, p. C1, Col. 1.

The Outside View of Inside Trading, N.Y. Times, Feb. 8, 1987, p. E. 23.

## **PRIZES AND ENDOWED LECTURES**

Goldschmidt Chair in Corporate Governance Distinguished Lecture, Solvang School of Business, Free University of Brussels, Brussels Belgium, May 2011, "Market Efficiency and Corporate Governance After the Financial Crisis."

Osler Distinguished Business Law Lecturer, Faculty of Law, Queens University, Kingston, Ontario, April 2010, "Economically Benevolent Dictators: Lessons for Developing Democracies."

Preeminent Business Law Scholars Lecture, University of Western Ontario Law School, April, 2008, "Sovereign Wealth Funds and Corporate Governance."

Torys Lecture in Business Law, Dalhousie University Law School, March, 2008, "The Deconstruction of Equity."

European Corporate Governance Institute's De Brauw Blackstone Westbroek Prize for best working paper in 2005.

Raben Fellowship Lecture, Yale Law School, February 2002, "Engineering Venture Capital Markets."

44<sup>th</sup> Coen Lecture, University of Colorado School of Law, March 2001, "Comparative Venture Capital."

Pileggi Lecture, Widener University School of Law, Wilmington, Delaware, October 1999, "Unocal: Fifteen Years Later."

George E. Allen Chair in Law, University of Richmond School of Law, March 1997, "Venture Capital and the Structure of Capital Markets: Banks versus Stock Markets."

John M. Olin Lecture, Fordham University School of Law, February 1992, "The Political Ecology of Takeovers."

Stuart Rome Lecture, University of Maryland School of Law, May, 1988, "Organizing Human Capital: The Economic Structure of Law Firms."

## **PROFESSIONAL ACTIVITIES**

Fellow, Center on Capitalism and Society, Columbia University

Member, Board of Directors, American Law and Economics Association (1999-2003)

Reporter, American Law Institute Corporate Governance Project (with special responsibility for standards governing transactions in control) (1984-1995).

Member, International Scientific Committee, Corporate Governance Center, Tel Aviv University

Member, Editorial Advisory Board, Aspen Publishers.

Member, Editorial Board, Mergers and Acquisitions Law Reporter.

Affiliated Faculty, Harvard Negotiation Research Project

Member, Editorial Board, The Corporate Governance Advisor, Prentice Hall Law & Business, Inc.

Member, Advisory Board, Board IQ

Member, American Law Institute.

Member, Board of Advisers, Social Science Research Network.

Co-Director, Legal Scholarship Network.

Editor, Law and Economics Abstracts Journal.

Member, Academic Advisory Board, Institute for Law and Finance  
Johann Wolfgang Goethe-Universität, Frankfurt, Germany

Member, Academic Advisory Board, Richman Center for Business, Law and Public Policy, Columbia University, New York, New York

Member, Academic Advisory Group, Stanford Japan Entrepreneurship Program

Member, Board of Advisors of the Center for Law and Economics, University of Bologna, Bologna, Italy

Member, Scientific Committee, Second International Conference on Corporate Governance in Emerging Markets, Sao Paulo, Brazil 2008

Program Fellow, Columbia Graduate Business School and Columbia Law School,  
NASDAQ Program on the Law and Economics of Capital Markets

Member, Academic Advisory Board, Richard Paul Richman Center for Business, Law  
and Public Policy at Columbia University

## **Education**

1971	J.D. Note & Comment Editor	Yale Law School Yale Law Journal
1968	A.B., Summa Cum Laude Phi Beta Kappa	Washington University