QFCRA Program
Harvard Law School
(June-July 2021)

PROGRAM SYLLABUS

MODULES:
Corporate Finance
Financial Markets and Institutions
Corporate and Securities Law
Regulation of International Finance
Financial Technology

INSTRUCTORS:
Professor Doug Arner
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Professor Allen Ferrell
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Professor Stavros Gadinis
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Professor Howell Jackson
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Professor Eric Talley
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Teaching Fellow Eugenio Briales
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This syllabus seeks to provide you a comprehensive view of all the subjects covered in the modules on corporate finance, regulation of international finance, corporate & securities law, financial markets & institutions, and FinTech, specifying the reading materials for each session. Please note that the syllabus follows a strict chronological order. Yet, you should make sure to check the date/time of your classes/activities with the program calendar, as the latter will reflect any changes that may occur. A PDF version of all the reading materials will be available in Canvas (the program’s portal).
Instructors set up the groundwork for understanding current frameworks and emerging issues in regulatory policy design, compliance and enforcement from a multi-stakeholder perspective. Instructors take a multidisciplinary approach that helps trainees acquire skills and knowledge, and to apply them to interactions between deeply intertwined regional and global forces impacting markets’ competitiveness, competition, patterns of technological change and structure.

Learning Objectives

A. Gain practical knowledge and understanding of:
   - Fundamental valuation methodologies used by investment bankers, corporate officers, university professors, investors and other finance professionals.
   - Structure and processes of the main types of auctions as a sell-side mechanism.
   - Accounting standards for US public company financial statement reports.
   - ESG factors incorporation into the investment and regulatory analyses
   - The functions of financial intermediation and regulation, and the structure of the United States financial system
   - Foundations of United States & global securities regulation
   - The economic reasons for going public, and the regulation of initial public offerings (IPOs) in the United States
   - Supervisory, enforcement, and international regulatory cooperation tools for capital market regulators
   - The regulation of securities firms and asset managers, and their role and function in capital markets
   - Best practices for protecting investors in financial instruments
   - The relationship between corporate governance, investor protection and capital market development
   - The fiduciary duties owed by directors, officers and controlling shareholders to the corporation/other shareholders
   - The main features and evolution of corporate ownership structures
   - New corporate governance problems arising from shareholder activism and the rise of institutional investors
   - The opportunities, risks and regulatory challenges associated with the use of technologies in the financial industry
   - The potential of technology for securities regulation and supervision
   - The purpose, strengths and weaknesses of the current framework for gauging the implications of sustainability
   - The legal and regulatory determinants of data regime for financial services within and across borders

B. Industry-Specific Skills:
   - Hone analytical skills in order to integrate economic, financial, and legal angles to a broad range of regulatory activities, including rulemaking, enforcement actions, market oversight and monitoring
   - Learn how to conduct sophisticated legal research on financial and securities regulation, as would be expected for regulators working in government positions or lawyers working in private practice

C. General Regulatory Policy-Making Skills:
   - Craft concrete policy solutions to complex problems and make strategic policy recommendations that integrate economic, technological and international dynamics of regulated and shadow markets
   - Use regulatory analysis and strategic perspectives to defend policy approaches, particularly in multi-shareholder environments

D. Method
WEEK 1 (May 31 – June 4)

Lecture and Tutorial Recurrent Zoom Link: https://zoom.us/j/97566628620?pwd=RDQyRit2eXZUcDRDQ280dXA1SXcwQT09

Tuesday, June 1
7:45 am EST
Intro and Welcome: Harvard Law School Professor Hal S. Scott and Eugenio Briales

Tuesday, June 1
8:00am – 10:00am
LECTURE
Instructor: Eric Talley
Topic: Overview of valuation approaches followed by auction design
Assigned Readings:

Tuesday, June 1
10:00am – 11:00am
TUTORIAL
Instructor: Eugenio Briales
Topic: Corporate Law
Assigned Readings: None

Wednesday, June 2
8:00am – 10:00am
LECTURE
Instructor: Eric Talley, Columbia Law School
Topic: Financial accounting principles and relation to valuation approaches
Assigned Readings:
1. Welch, Chapter 14: From Financial Statements to Economic Cash Flows

Wednesday, June 2
10:00am – 11:00am
TUTORIAL
Instructor: Eugenio Briales
Topic: Corporate Law
Assigned Readings: None

WEEK 2 (June 7 – 11)

Monday, June 7
8:00am – 10:00am
LECTURE
Instructor: Eric Talley, Columbia Law School
Topic: Discounted cash flow models
Assigned Readings:
1. Welch, Chapter 2: Present Value
Monday, June 7
10:00am – 11:00am TUTORIAL
Instructor: Eugenio Briales
Topic: Corporate Law
Assigned Readings: None

Wednesday, June 9
8:00am – 10:00am LECTURE
Instructor: Howell Jackson, Harvard Law School
Topic: Introduction to the Regulation of Securities Firms; Securities Firms and the Retail Investor; Securities Firms in Corporate Transactions
Assigned Readings:
Barr, Jackson and Tahyar, Financial Regulation: Law and Policy (Foundation Press 2021), 3rd edition:
1. Background: Chapter 4.1
2. Chapters 4.2 & 4.3

Wednesday, June 9
10:00am – 11:00am TUTORIAL
Instructor: Eugenio Briales
Topic: Corporate Law
Assigned Readings: None

WEEK 3 (June 14 – 18)

Monday, June 14
8:00am – 10:00am LECTURE
Instructor: Howell Jackson, Harvard Law School
Topic: Introduction to Asset Management and its Regulation; Exchanges and Trading; Mutual Funds: Fiduciary Duties and Structural Restraints
Assigned Readings:
Barr, Jackson and Tahyar, Financial Regulation: Law and Policy (Foundation Press 2021), 3rd edition:
1. Background: Chapter 10.1
2. Chapters 4.4 & 10.2

Monday, June 14
10:00am – 11:00am TUTORIAL
Instructor: Eugenio Briales
Topic: Corporate Law
Assigned Readings:
1. Smith v. Van Gorkom, 488 A.2d 858 (Del. 1985)
Wednesday, June 16
8:00am – 10:00am
LECTURE
Instructor: Howell Jackson, Harvard Law School
Topic: Mutual Funds: Disclosure and its Limitations; The Regulation of Retirement Savings
Assigned Readings:
Barr, Jackson and Tahyar, Financial Regulation: Law and Policy (Foundation Press 2021), 3rd edition:
1. Chapters 10.3 & 10.4
2. Chapter 10.5

Wednesday, June 16
10:00am – 11:00am
TUTORIAL
Instructor: Eugenio Briales
Topic: Corporate Law
Assigned Readings:
1. Smith v. Van Gorkom, 488 A.2d 858 (Del. 1985)

WEEK 4 (June 21 – 25)

Monday, June 21
8:00am – 10:00am
LECTURE
Instructor: Allen Ferrell, Harvard Law School
Topic: The Traditional Registration Process Under the Securities Act of 1933
Assigned Readings:
1. Ferrell, Brief Introduction to the Securities Act of 1933
2. Section 5 of the Securities Act of 1933
3. Section 2(a)(3) of the Securities Act of 1933
4. Section 2(a)(10) of the Securities Act of 1933
5. Section 2(a)(11) of the Securities Act of 1933
6. Sections 4(1)-4(2) of the Securities Act of 1933

Monday, June 21
10:00am – 11:00am
TUTORIAL
Instructor: Eugenio Briales
Topic: Corporate Law Cost Benefit Analysis
Assigned Readings:
1. Smith v. Van Gorkom, 488 A.2d 858 (Del. 1985)
Wednesday, June 23
8:00am – 10:00am
LECTURE
Instructor: Allen Ferrell, Harvard Law School
Topic: Overview of Securities Liability
Assigned Readings:
1. Section 11 of the Securities Act of 1933
2. Section 12 (a)(2) of Securities Act of 1933
6. Rule 10b-5

Wednesday, June 23
10:00am – 11:00am
TUTORIAL
Instructor: Eugenio Briales
Topic: Shareholder Activism and Passive Managers

WEEK 5 (June 28 – July 2)

Monday, June 28
8:00am – 10:00am
LECTURE
Instructor: Allen Ferrell, Harvard Law School
Topic: Cryptocurrency
Assigned Readings:

Monday, June 28
10:00am – 11:00am
TUTORIAL
Instructor: Eugenio Briales
Topic: Controlling and Minority Shareholders
Assigned Readings:

Wednesday, June 30
8:00am – 10:00am
LECTURE
Instructor: Stavros Gadinis, Berkeley Law School
Topic: Enforcement – SEC Structure, Insider Trading
Assigned Readings:
Wednesday, June 30
10:00am – 11:00am  TUTORIAL
Instructor: Eugenio Briales
Topic: Shareholder Litigation and Competitiveness of Capital Markets
Assigned Readings: None

WEEK 6 (July 5 – 9)

Tuesday, July 6
8:00am – 10:00am  LECTURE
Instructor: Stavros Gadinis, Berkeley Law School
Topic: International Offerings (Cross-Listings, Private Placements)
Assigned Readings:

Tuesday, July 6
10:00am – 11:00am  TUTORIAL
Instructor: Eugenio Briales
Topic: Metrics for Competitiveness of Capital Markets; Private and Public Equity Markets; Resurgence of SPACs
Assigned Readings:
1. None

Wednesday, July 7
8:00am – 10:00am  LECTURE
Instructor: Stavros Gadinis, Berkeley Law School
Topic: Extraterritorial Enforcement – Morrison, FCPA
Assigned Readings:

Wednesday, July 7
10:00am – 11:00am  TUTORIAL
Instructor: Eugenio Briales
Topic: Alibaba Goes Public
Assigned Readings:
1. Palepu, Srinivasan, Wang, and Lane, Alibaba Goes Public (A) Case, Harvard Business School
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| Monday, July 12 | 8:00am – 10:00am | LECTURE  | Doug Arner | Financial Technology -- Evolution and Approaches                      | 1. Arner, Barberis, and Buckley, The Evolution of Fintech: A New Post-Crisis Paradigm?  
2. Arner, Buckley, Dahdal, and Zetsche, Digital Finance, COVID-10 and Existential Sustainability Crises: Setting the Agenda for the 2020s |
| Monday, July 12 | 10:00am – 11:00am | TUTORIAL | Eugenio Briales | Alibaba Goes Public; IPO Determinants                              | 1. Srinivasan, Wang, and Lane, Alibaba Goes Public (A) Case, Harvard Business School |
| Tuesday, July 13 | 8:00am – 10:00am | LECTURE  | Doug Arner | The Next Decade of Digital Finance: RegTech, Payments and CBDCs      | 1. Arner, Barberis, and Buckley, FinTech, RegTech and the Reconceptualization of Financial Regulation  
2. Didenko, Zetzsche, Arner, and Buckley, After Libra, Digital Yuan, and COVID-19: Central Bank Digital Currencies and the New World of Money and Payment Systems |
| Tuesday, July 13 | 10:00am – 11:00am | TUTORIAL | Eugenio Briales | FinTech and its Market Infrastructure Dynamics                        | 1. Restoy, Fintech regulation: how to achieve a level playing field (2021)          |
| Wednesday, July 14 | 8:00am – 10:00am | LECTURE  | Doug Arner | FinTech 4.0: Digital Finance Platforms and Financial Infrastructure | 1. Zetsache, Buckley, Arner and Barberis, From FinTech to TechFin: The Regulatory Challenges of Data-Driven Finance  
2. Arner, Buckley, Zetzsche and Veidt, Sustainability, FinTech and Financial Inclusion |
**Wednesday, July 14**
10:00am – 11:00am  TUTORIAL  
Instructor: Eugenio Briales  
Topic: FinTech Exercise  
Assigned Readings: None

**WEEK 8 (July 26 – 30)**

**Thursday, July 26**
8:00am – 9:30am  CASE STUDY  
Instructor: Scott Westfahl  
Topic: Organizational and Individual Leadership; Giving Feedback; Having Difficult Conversations  
Assigned Readings:  
1. Rob Parson at Morgan Stanley (A), Harvard Business School Case Study

15-minute break

9:45am – 11:00am  LECTURE  
Instructor: Scott Westfahl  
Topic: Self-awareness as a Leader; Motivating Talent  
Assigned Readings: None

**WEEK 9 (August 2 – 6)**

**Monday, August 2**
8:00am – 10:00am  Final Panel Session

**Wednesday, August 4**
8:00am – 10:00am  Final Panel Session