



QFCRA Program
Harvard Law School
Executive Education



HARVARD
LAW SCHOOL
EXECUTIVE EDUCATION

(June-July 2021)

PROGRAM SYLLABUS¹

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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¹ 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. In addition, 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).

Program Aims

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

- Interactive lectures, fact-pattern and hypothetical scenarios, in-class group exercises, case studies, and tutorials

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 Briaies

Tuesday, June 1

8:00am – 10:00am

LECTURE

Instructor: Eric Talley

Topic: Overview of valuation approaches followed by auction design

Assigned Readings:

1. Klemperer, Chapter 3: What Really Matters in Auction Design
2. Galanti, Litigation Services Handbook: The Role of the Financial Expert, Chapter 11: Business Valuation (2017)
3. Klemperer, Chapter 2: Why Every Economist Should Learn Some Auction Theory

Tuesday, June 1

10:00am – 11:00am

TUTORIAL

Instructor: Eugenio Briaies

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 Briaies

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 Briaies

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 Briaies

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 Briaies

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 Briaies

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 Briaies

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
3. In re Worldcom Securities Litigation (S.D.N.Y. 2004)
4. Pinter v. Dahl, 468 U.S. 622 (1988)
5. In re Barclays Bank Securities Litigation (2018)
6. Rule 10b-5
7. Basic v. Levinson, 485 U.S. 224 (1988)

Wednesday, June 23

10:00am – 11:00am

TUTORIAL

Instructor: Eugenio Briaies

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:

1. Securities and Exchange Commission against Ripple Labs, Inc., Bradley Garlinghouse, and Christian A. Larsen (2021)

Monday, June 28

10:00am – 11:00am

TUTORIAL

Instructor: Eugenio Briaies

Topic: Controlling and Minority Shareholders

Assigned Readings:

1. Jones v. HF Ahmanson & Co., 460 P.2d 464 (Cal. 1969)

Wednesday, June 30

8:00am – 10:00am

LECTURE

Instructor: Stavros Gadinis, Berkeley Law School

Topic: Enforcement – SEC Structure, Insider Trading

Assigned Readings:

1. Cox, Hillman, and Langevoort, Securities Regulation, The Enforcement of the Securities Law (2013)

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:

1. Scott and Gelpert, International Finance, Transactions, Policy, and Regulation, pp. 105-164 (2012)
2. Morrison vs National Australia Bank, U.S. Supreme Court (2010)

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:

1. The Criminal Division of the U.S. Department of Justice and the Enforcement Division of the U.S. Securities and Exchange Commission, A Resource Guide to the U S Foreign Corrupt Practices Act, pp. 443-476 (2012)

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

WEEK 7 (July 12 – 16)

Monday, July 12

8:00am – 10:00am

LECTURE

Instructor: Doug Arner

Topic: Financial Technology -- Evolution and Approaches

Assigned Readings:

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

Instructor: Eugenio Briaes

Topic: Alibaba Goes Public; IPO Determinants

Assigned Readings:

1. Srinivasan, Wang, and Lane, Alibaba Goes Public (A) Case, Harvard Business School

Tuesday, July 13

8:00am – 10:00am

LECTURE

Instructor: Doug Arner

Topic: The Next Decade of Digital Finance: RegTech, Payments and CBDCs

Assigned Readings:

1. Arner, Barberis, and Buckley, FinTech, RegTech and the Reconceptualization of Financial Regulation
2. Didenko, Zetsche, 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

Instructor: Eugenio Briaes

Topic: FinTech and its Market Infrastructure Dynamics

Assigned Readings:

1. Restoy, Fintech regulation: how to achieve a level playing field (2021)

Wednesday, July 14

8:00am – 10:00am

LECTURE

Instructor: Doug Arner

Topic: FinTech 4.0: Digital Finance Platforms and Financial Infrastructure

Assigned Readings:

1. Zetsche, Buckley, Arner and Barberis, From FinTech to TechFin: The Regulatory Challenges of Data-Driven Finance
2. Arner, Buckley, Zetsche and Veidt, Sustainability, FinTech and Financial Inclusion

Wednesday, July 14

10:00am – 11:00am

TUTORIAL

Instructor: Eugenio Briaies

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