

**COMPARATIVE SECURITIES LAW:
THE U.S. AND TAIWAN – SPRING 2008**

CHRIS GULINELLO, Visiting Associate Professor of Law
National Taiwan University, College of Law
Wednesday 10:20 – 11:10am and 11:20am – 12:10noon

General course description:

This course provides an introduction to the U.S. approach to regulating the sale and trading of securities including registrations and exemptions as well as fraud and insider trading. We will also discuss the regulation of public companies in the U.S. Throughout the course we will compare the U.S. approach to regulating the securities market to the Taiwanese approach.

Textbook and other reading materials:

Main reading materials: The instructor will provide readings on U.S. securities law for the students. The instructor will post the readings on the internet or e-mail them to students. There is no required text, but each student should find a text on Taiwanese securities law with which she is comfortable.

Additional reading materials: As the course progresses, the instructor will direct students to other reading materials on the internet and on Westlaw databases.

English language ability:

Please note that the instructor will speak only English in class and all examinations will be in English. The instructor understands that students will have varying levels of English language ability. The instructor will try to accommodate these special circumstances by speaking clearly and encouraging students to ask questions when they do not understand.

Students will be allowed to speak Chinese with the instructor and with other students. However, students are encouraged to improve their English language abilities by using English in class. Please do not be afraid to make a mistake in class. You can only learn a language by using it and making mistakes.

Grading:

Grades will be based on two examinations: One midterm examination and one final examination. Each exam will have several multiple-choice questions and one short essay. **The examinations will be in English and your answers must be in English.**

During the exam, you may bring in five sheets of paper (A4 size), on which you have written (or printed out) anything you choose. You may not use any other materials during your exams.

The instructor will provide more information about the format and the dates of the exams later in the semester.

Other short assignments during the semester will be graded on a pass-fail basis.

Attendance policy:

The instructor will fail any student who does not attend at least 75% of the course hours (unless National Taiwan University or the College of Law has a stricter policy, in which case the stricter policy will apply).

If you are absent from class for any reason, you must send me an e-mail explaining your absence.

Outline of course:

The general outline of the course provided below is subject to change. In addition, the number of classes to complete a unit is an approximation.

- I. Introduction to the US Legal Environment
- II. Introduction to Capital Markets
- III. The Role and Goals of Securities Regulation
- IV. Introduction to the SEC
- V. The Regulation of Public and Private Offerings of Securities – the “Primary Market” (1933 Act)
- VI. The Regulation of Public Companies (1934 Act)
- VII. The Regulation of the Secondary Market (1934 Act)
- VIII. US Securities Law and Foreign Issuers