Contents

1. The Corporate Contract 1
2. Limited Liability 40
3. Voting 63
4. The Fiduciary Principle, the Business Judgment Rule,
the Derivative Suit 90
5. Corporate Control Transactions 109
6. The Appraisal Remedy 145
7. Tender Offers 162
8. The Incorporation Debate and State Antitakeover
Statutes 212
9. Close Corporations 228
10. Trading on Inside Information 253
11. Mandatory Disclosure 276
12. Optimal Damages 315

Acknowledgments 355

General Index 366

359

362

Case Index

Author Index

and