Securities Law: A Guide to the 1933 and 1934 Acts and their Amendments, including Sarbanes-Oxley and Dodd-Frank

Description: Securities Law: A Guide to the 1933 and 1934 Acts provides a thorough explanation and analysis of the two central federal statutes, the Securities Act of 1933 (1933 Act) and the Securities Exchange Act of 1934 (1934 Act). The 1933 Act controls the registration of securities with SEC and national stock markets, and the 1934 Act controls trading of those securities. These laws require public companies and certain persons to publicly disclose facts that would be material to an investor's decision to buy or sell securities, and impose civil and criminal liabilities on those who fail to comply.

Securities Law is used by experienced securities lawyers, general practitioners, accountants, investment advisors, and investors.

Benefits
- Covers the significant impact of 2010’s Dodd-Frank Wall Street Reform and Consumer Protection Act (Dodd-Frank) on the regulatory environment
- Discusses the impact of the Sarbanes-Oxley Act of 2002 (Sarbanes-Oxley), as well as nearly eighty years of previous statutory revisions, regulatory adoptions, and federal court cases
- Provides thorough and manageable step-by-step explanations of laws and regulations, practical guidance, and answers to frequently asked questions
- Includes the numerous statutory amendments, SEC rules and regulations, and court cases that expand on and interpret these Acts
- Incorporates in-depth discussions of electronic filing of securities transactions and SEC's Electronic Data Gathering, Analysis, and Retrieval (EDGAR) system
- References state “Blue Sky Laws”
- Discusses laws that apply to international securities transactions
- Highlights laws and rules of special interest to Canadian and other non-U.S. securities practitioners
- Examines the securities market system within the context of relevant laws and rules, and provides examples of how they apply
- Identifies and defines key terms
- Incorporates cross-reference tables, checklists, examples
- The Authors Notes throughout the guide summarize key ideas, provide tips and cautions for added guidance, and offer conclusions about securities issues
- Incorporates extensive footnotes with citations to statutes, SEC and PCAOB rules, interpretive releases, and court decisions, with practical tips in one or all of these forms

Topic Areas and Features

Part I: Background - Traces the evolution of the securities laws and their purpose, outlines various securities statutes and the SEC’s general rules and regulations, discusses research considerations, describes the SEC’s administrative organization and procedures, summarizes approaches taken in state Blue Sky Laws and the limits of state authority over securities, and identifies Dodd-Frank as providing major “big name” revisions to the 1933 and 1934 Acts

Part II: The Regulation of Securities - Explains the present requirements of the Acts and highlights their application to public companies, corporate directors, officers, and insiders, as well as broker-dealers; covers the latest SEC rules and regulations, interpretive releases, and no-action letters, as well as PCAOB rules and judicial decisions that apply, and interprets the regulatory scheme; discusses Dodd-Frank and Sarbanes-Oxley in their entireties

Part III: Enforcement of Violations - Analyses the civil and criminal liability provisions of the two Acts, including those triggering enforcement by SEC and PCAOB, as well as private securities litigation

Part IV: International Securities Transactions - Discusses how these laws apply to international securities transactions, such as public offerings to U.S. investors by foreign issuers and public offerings by U.S. issuers to foreign investors
Contents:

How to Use This Guide
Introduction to Securities Law

ACRONYMS/GLOSSARY

PART I: BACKGROUND

Chapter 1: The Role of Federal Securities Law
A. Historical Development
B. Statutes, Rules, and Other Administrative Material
C. Research Considerations
D. Obtaining Documents from SEC

Chapter 2: The Securities and Exchange Commission
A. Organization of the SEC
B. Rules of Practice and Procedure
C. General Requirements for Forms and Filings
D. SEC Investigations
E. Whistleblower Incentives and Protections

Chapter 3: State Regulation of Securities—Blue Sky Laws
A. Introduction
B. Exemption from State Regulation

PART II: THE REGULATION OF SECURITIES

Chapter 1: The Regulation of Public Securities Offerings: The Securities Act of 1933
A. Introduction
B. Defining Key Terms
C. Exemptions from Registration Requirements
D. Registration Process
E. Contents of Prospectus and Registration Statement

Appendix 1.E-1: 1933 Act, Information Required in Registration Statement—Schedule A (All Registrants Except Foreign Governments)

Appendix 1.E-2: 1933 Act, Information Required in Registration Statement—Schedule B (Foreign Government Registrant)

Chapter 2: The Regulation of Publicly Held Companies: The Securities Exchange Act of 1934
A. Introduction
B. Self-Regulatory Organizations
C. Registration of Securities—Section 12
D. 1934 Act Reporting Requirements
E. Issuer Tender Offers—Section 13(e) and Regulation 13D
F. Third-party Tender Offers—Sections 14(d) and 14(e), and Regulations 14D and 14E

VOLUME 2

PART II: THE REGULATION OF SECURITIES (continued)

Chapter 2: The Regulation of Publicly Held Companies: The Securities Exchange Act of 1934 (continued)
G. Proxies and Other Pre-Meeting Information
H. Regulating Directors, Officers, and Beneficial Owners
I. Reporting by Institutional Investment Managers—Section 13(f)
J. Part 242—Miscellaneous Restrictions on Market Manipulation
K. Part 243—“Fair Disclosure” – Regulation FD
L. Nationally Recognized Statistical Rating Organizations (NRSROs)—Section 15E
Chapter 3: The Regulation of Brokers and Dealers: The Securities Exchange Act of 1934
A. Introduction
B. Regulation of Securities Transactions on National Exchanges—Section 11
C. Registration of Brokers and Dealers—Sections 15(a) and 15(b)
D. Broker and Dealer Regulation in the OTC Market
Appendix 3.D-1: Rule 15c3-3a—Exhibit A: Formula for Determination of Reserve Requirement of Brokers and Dealers under § 240.15c3-3
Appendix 3.D-2: Required Disclosure Statement to Purchasers of Penny Stocks (Text of Schedule 15G)
E. Recordkeeping and Reporting Requirements—Section 17
F. Regulation of Municipal and Government Securities Brokers and Dealers
G. Addressing Security Analyst Conflicts of Interest—Section 15D

Chapter 4: Sarbanes-Oxley Act of 2002
A. Introduction
B. Sarbanes-Oxley Act of 2002

PART II: THE REGULATION OF SECURITIES (continued)

Chapter 5: Dodd-Frank Wall Street Reform and Consumer Protection Act
A. Introduction
B. Dodd-Frank Act

PART III: THE ENFORCEMENT OF FEDERAL SECURITIES VIOLATIONS

Chapter 1: Civil and Criminal Liability: An Introduction
A. Introduction
Appendix 1.A-1: Adjustment of Civil Monetary Penalties—2009

Chapter 2: Liability Under the 1933 Act
A. Civil Liability
B. Criminal Prosecution—Section 24

Chapter 3: Liability Under the 1934 Act
A. Introduction
B. Civil Liability
C. Criminal Liability—Section 32
D. Foreign Corrupt Practices Act—Sections 30(a) and 30(b)

Chapter 4: Private Securities Litigation
A. Private Class Actions
B. Private Securities Fraud Actions
C. Restricting Securities Class Actions in State Courts—SLUSA
D. Safe Harbor for “Forward-Looking” Statements

PART IV: INTERNATIONAL SECURITIES

Chapter 1: International Securities Transactions
A. Introduction
B. Public Offerings by Foreign Private Issuers
C. Public Offerings Outside the U.S.—Regulation S
D. Tender Offers

APPENDICES

About the Author

Ordering:
Order Online - http://www.researchandmarkets.com/reports/2089741/
Order by Fax - using the form below
Order by Post - print the order form below and send to
Fax Order Form
To place an order via fax simply print this form, fill in the information below and fax the completed form to 646-607-1907 (from USA) or +353-1-481-1716 (from Rest of World). If you have any questions please visit
http://www.researchandmarkets.com/contact/

Order Information
Please verify that the product information is correct.

Product Name: Securities Law: A Guide to the 1933 and 1934 Acts and their Amendments, including Sarbanes-Oxley and Dodd-Frank
Web Address: http://www.researchandmarkets.com/reports/2089741/
Office Code: SC

Product Format
Please select the product format and quantity you require:

Quantity
Online Access (1 Year Sub.): □ USD 600

* The price quoted above is only valid for 30 days. Please submit your order within that time frame to avail of this price as all prices are subject to change.

Contact Information
Please enter all the information below in BLOCK CAPITALS

Title: Mr □ Mrs □ Dr □ Miss □ Ms □ Prof □
First Name: ___________________________ Last Name: ___________________________
Email Address: * ___________________________
Job Title: ___________________________
Organisation: ___________________________
Address: ___________________________
City: ___________________________
Postal / Zip Code: ___________________________
Country: ___________________________
Phone Number: ___________________________
Fax Number: ___________________________

* Please refrain from using free email accounts when ordering (e.g. Yahoo, Hotmail, AOL)
Payment Information

Please indicate the payment method you would like to use by selecting the appropriate box.

☐ Pay by credit card: You will receive an email with a link to a secure webpage to enter your credit card details.

☐ Pay by check: Please post the check, accompanied by this form, to:
Research and Markets,
Guinness Center,
Taylors Lane,
Dublin 8,
Ireland.

☐ Pay by Wire Transfer: Bank details will be provided on the invoice which you will receive after you place your order with us.

If you have a Marketing Code please enter it below:

Marketing Code: _____________________________

Please note that by ordering from Research and Markets you are agreeing to our Terms and Conditions at http://www.researchandmarkets.com/info/terms.asp

Please fax this form to:
(646) 607-1907 or (646) 964-6609 - From USA
+353-1-481-1716 or +353-1-653-1571 - From Rest of World