

Contents

1. The Corporate Contract	1
2. Limited Liability	40
3. Voting	63
4. The Fiduciary Principle, the Business Judgment Rule, and 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
Case Index	359
Author Index	362
General Index	366