ROBERT BLAKEY THOMPSON

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EMPLOYMENT

2010-Present	Peter P. Weidenbruch Jr. Professor of Business Law, Georgetown University Law Center	
2009-2010	Ralph V. Whi	tworth Distinguished Visiting Professor in Business Law, Georgetown University Law Center
2000-2010	Vanderbilt Ur 2000-2010 2005-2010 2003-2004	niversity, Nashville, TN New York Alumni Chancellor's Chair in Law Professor of Management, Owen Graduate School of Management FedEx Research Professor
Spring, 2008	Visiting Professor of Law, New York University School of Law	
1979-2000	Washington U 1993 - 2000 1999 - 2000 1993 - 1994 1984 - 1993 1990 - 1991 1979 - 1984	University School of Law, St. Louis, MO George Alexander Madill Professor of Law Director, Center for Interdisciplinary Studies Interim Co-Director, Business Law & Economics Center, John M. Olin School of Business Professor of Law Israel Treiman Faculty Fellow Associate Professor of Law
Fall, 1992	Visiting Professor of Law, Northwestern University	
2015-2017, 2020 & 2023		University of California, Berkeley (International LLM program-summer term)
2000, 2002, 2004 & 2010		University of Sydney Law School (short course on International Mergers and Acquisitions)

TEACHING FIELDS

Corporations, Securities Regulation, Mergers & Acquisitions, International Economic & Financial Regulation, Limited Liability, Equity Markets

EDUCATION

University of Virginia, J.D. (Order of the Coif) (Member, Virginia Law Review) Vanderbilt University, B.A. (Phi Beta Kappa)

PUBLICATIONS

BOOKS

A HISTORY OF SECURITIES LAW IN THE SUPREME COURT, Oxford University Press (2023) (with A.C. Pritchard)

CORPORATIONS AND OTHER BUSINESS ASSOCIATIONS, CASES AND MATERIALS, 9th Edition, Aspen (2022) (with C.R.T. O'Kelley & Dorothy Lund)

MERGERS AND ACQUISITIONS: LAW AND FINANCE, 4d Ed. Aspen (2022)

CORPORATIONS AND OTHER BUSINESS ASSOCIATIONS, SELECTED STATUTES, RULES, AND FORMS, Aspen (2023) (with C.R.T. O'Kelley & Dorothy Lund)

RESEARCH HANDBOOK ON PURPOSE AND PERSONHOOD, Edward Elgar Publishers (2021) (co-edited with Elizabeth Pollman)

O'NEAL AND THOMPSON'S CLOSE CORPORATIONS AND LLCS: LAW & PRACTICE, (Revised 3d Edition) Thomson Reuters (2004-present) (with F. Hodge O'Neal through 1991and with Harwell Wells since 2022)

O'NEAL AND THOMPSON'S OPPRESSION OF MINORITY SHAREHOLDERS AND LLC MEMBERS, (Revised 2d Edition) (with F. Hodge O'Neal through 1991 and with Douglas Moll since 2022))

CHAPTERS IN BOOKS

"Why New Corporate Law Arises: Implications for the 21st Century", chapter in The Corporate Contract in Changing Times: Is the Law Keeping Up? (U. of Chicago Press 2019, Steven Davidoff Solomon & Randall Thomas Eds.)

"Delaware's Dominance: A Peculiar Illustration of American Federalism", chapter in CAN DELAWARE BE DETHRONED? EVALUATING DELAWARE'S DOMINANCE OF CORPORATE LAW, (Cambridge University Press 2018, Steven Bainbridge et al., Eds.)

"The Power of Shareholders in the United States" RESEARCH HANDBOOK ON SHAREHOLDER POWER (Randall S. Thomas and Jennifer Hill editors) (Edward Elgar 2015)

"Empirical Studies of Representative Litigation" in RESEARCH HANDBOOK ON THE ECONOMICS OF CORPORATE LAW (Claire A. Hill & Brett H. McDonnell, editors) (Edward Elgar 2012) (with Randall S. Thomas)

"Restructuring Policy: Carrots, Sticks, and the Sometimes Need of Government to Provide Bailouts" in RESTRUCTURING COMPANIES IN TROUBLED TIMES: DIRECTOR AND CREDITOR PERSPECTIVES (R.P. AUSTIN & F. AOUN, EDITORS) (ROSS PARSONS CENTRE, SYDNEY 2012)

"The Story of Meinhard v. Salmon: Fiduciary Duty's Punctilio" in CORPORATE LAW STORIES (J. Mark Ramseyer, Ed) (Foundation Press 2009)

"Mapping Judicial Review: Sinclair v. Levien" in ICONIC CASES IN CORPORATE LAW, (Jonathan Macey Ed.) (Thomson/West 2008)

"The Private Company and Our Two Corporate Laws" and "Close Corporations in the United States of America" in The European Private Company? (H. de Kluiver & W. Van Gerven, editors) (Maklu 1995)

"Tender Offer Regulation and the Federalization of State Corporate Law" in PUBLIC POLICY TOWARD TAKEOVERS (M. Weidenbaum & K. Chilton, Eds.) (Transaction Books 1988)

"Accounting in a Global Market and in an Electronic Age," in Festschrift for Bernhard Grossfeld, (Verlag Recht und Wirtschaft, 1999)

ARTICLES

Delaware's Shifting Judicial Role in Business Governance, 77 BUSINESS LAWYER 971 (2022) (with Randall S. Thomas and Harwell Wells)

The Future of Securities Law in the Supreme Court. 2021 COLUM. BUS. L. REV. 881 (2021) (with A.C. Pritchard).

Securities Regulation 2.0: An Essay in Honor of Don Langevoort, 107 GEORGETOWN L. J. 795-812 (2019)

Adolf Berle During the New Deal: The Brain Truster as an Intellectual Jobber, 42 SEATTLE U. L. REV. 663-695 (2019)

Securities Law in the Sixties: The Supreme Court, the Second Circuit, and the Triumph of Purpose over Text, (with Adam C. Pritchard), 94 NOTRE DAME L. REV. 371-431 (2018)

Texas Gulf Sulphur and the Genesis of Corporate Liability under Rule 10b-5 (with A.C. Pritchard), 71 SMU L. REV. 927-946 (2018)

Anti-Primacy: Sharing Power in American Corporate Governance, 71 Bus. Law. 381-426 (2016)

Market Intermediation, Publicness and Securities Class Actions (with Hillary A. Sale) 93 WASH. U. L. REV. 487-552 (2015)

Shareholder Voting in an Age of Intermediary Capitalism (with Paul H. Edelman & Randall S. Thomas), 87 S. CAL. L. REV. 1359-1434 (2014)

Financial Regulation's Architecture within International Economic Law, 17 J. INT'L ECONOMIC LAW 807-822 (2014)

IPOs and the Slow Death of Section 5 (with Donald C. Langevoort), 102 Ky. L. J. 891-923 (2013-14)

Jurisdictional Effects in M&A Litigation (with C.V. Krishnan, Ronald W. Masulis & Randall S. Thomas) 11 J. EMP. L. STUD. 132-156 (2014)

Redrawing the Public-Private Boundaries in Entrepreneurial Capital-Raising (with Donald C. Langevoort), 98 CORNELL L. REV. 1573-1628 (2013)

"Publicness" in Contemporary Securities Regulation After the JOBS Act (with Donald C. Langevoort), 101 GEORGETOWN U. L. J. 337-386 (2013)

A Theory of Representative Suits and Its Application to Multijurisdictional Litigation (with Randall S. Thomas), 106 NORTHWESTERN U. L. REV.1753-1819 (2012)

Shareholder Litigation in Mergers and Acquisitions (with C.N.V. Krishnan, Ronald W. Masulis & Randall S. Thomas) ,18 J. CORP. FINANCE 1248-1268 (2012)

Market Makers and Vampire Squid: Regulating Securities Markets after the Financial Meltdown, 89 WASHINGTON U. L. REV. 323-375 (2011)

Allocating the Roles for Contracts and Judges in the Closely Held Firm, 33 WEST. N. ENG. L. REV. 369-403 (2011) (Symposium on Fiduciary Duties in the Closely Held Business)

The Case for Iterative Statutory Reform: Appraisal and the Model Business Corporation Act, 74 L. & CONTEMP. PROB. 253-269 (2011)

The Short, But Interesting Life of Good Faith as an Independent Liability Rule, 55 N.Y.L.SCH. L. REV. 543-559 (2010/11)

The Future of Agency Independence (with Lisa Schultz Bressman) 63 VAND. L. REV. 599-672 (2010)

The SEC after the Financial Meltdown: Social Control over Finance? 71 U. PITT. L. REV. 567-583 (2010)

Securities Law and the New Deal Justices (with Adam C. Pritchard) 95 VA. L. REV. 841-926 (2009).

Corporate Voting (with Paul Edelman) 62 VAND. L. REV. 129-175 (2009).

Delaware's Disclosure: Moving the Line of Federal-State Corporate Regulation 2009 U. ILLINOIS. L. REV.167-190.

Defining the Shareholder's Role, Defining a Role for State Law, 33 DEL. J. CORP. L. 771-788 (2008)

Globally Integrated Corporations as "Good for the Country": The Impact of Soft Law. 10 SOFT LAW J. 33-56 (2007) (translated to Japanese).

The Dilemma of Odious Debts (with Lee C. Buchheit and G. Mitu Gulati), 56 DUKE L. J. 1201-1262 (2007).

Corporate Federalism in the Administrative State: The SEC's Discretion to Move the Line Between the State and Federal Realms of Corporate Governance 82 NOTRE DAME L. REV. 1143-1186 (2007).

Securities Litigation and Its Lawyers: Changes during the First Decade after the PSLRA, (with Stephen J. Choi) 106 COLUM. L. REV. 1489-1533 (2006)

Federal Corporate Law: Torts and Fiduciary Duty, 31 J. CORP. L. 877-891 (2006)

Wall Street Scandals: The Curative Effects of Finance and Law (with William G. Christie), 84 WASHINGTON U. L. REV. 1567-1590 (2006)

Corporate Law Criteria: Law's Relation to Private Ordering, 2 BERKELEY BUS. L. J. 95-104 (2005)

Piercing the Veil: Is the Common Law the Problem? 37 CONN. L. REV. 619-637 (2005)

The Public and Private Faces of Derivative Suits, 57 VAND. L. REV. 1747-1793 (2004) (with Randall S. Thomas)

The Supreme Court and Private Law: The Vanishing Importance of Securities and Antitrust, 53 EMORY L. J. 1571-1644 (2004) (with E. Thomas Sullivan)

Delaware, the Feds and the Stock Exchange: Challenges to the First State as First in Corporate Law, 29 DEL. J. CORP. L. 779-804 (2004)

The New Look of Shareholder Litigation: Acquisition-Oriented Class Actions, 57 VAND. L. REV. 133-209 (2004) (with Randall S. Thomas)

Agency Law and Asset Partitioning, 71 U. CIN. L. REV. 1321-1343 (2003)

Collaborative Corporate Governance: Listing Standards, State Law, and Federal Regulation, 38 WAKE FOREST L. REV. 961-982 (2003)

Securities Fraud as Corporate Governance: Reflections upon Federalism, 56 VAND. L. REV. 859-908 (2003) (with Hillary A. Sale)

Corporate Governance After Enron, 40 HOUSTON L. REV. 99-117 (2003)

Takeover Regulation after the Convergence of Corporate Law, 24 SYDNEY L. REV. 323-335 (2002)

Van Gorkom's Legacy: The Limits of Judicially Enforced Constraints and the Promise of Proprietary Incentives, (with Charles Elson), 96 NORTHWESTERN L. REV. 579-593 (2002)

Toward a New Theory of the Shareholder Role: Sacred Space and Corporate Takeovers, (with D. Gordon Smith) 80 Tex. L. Rev. 261-326 (2001)

Credibility and Information in Securities Markets After Regulation FD, (with Ronald King), 79 WASH U. L.Q. 615-637 (2001)

Teaching Business Associations: Norms, Economics and Cognitive Learning, 34 GA. L. REV. 997-1009 (2000)

Preemption and Federalism in Corporate Governance: Protecting Shareholder Rights to Vote, Sell and Sue, 62 L & CONTEMP. PROB. 215-242 (1999)

Insider Trading, Investor Harm, and Executive Compensation, 50 CASE WEST. R. L. REV. 291-304 (1999)

Shareholders as Grown-ups: Voting, Selling and Limits on the Board's Power to Just 'Say No,' 67 U. CIN. L. REV., 999-1020 (1999)

Piercing the Veil Within Corporate Groups: Corporate Shareholders as Mere Investors, 13 Conn. J. Int'l. L. 379-396 (1999)

The Basic Business Associations Course: An Empirical Study of Methods and Content, 48 JOURNAL OF LEGAL EDUCATION 438-448 (1998)

Securities Regulation in an Electronic Age: The Impact of Cognitive Psychology, 75 WASH. U. L.Q. 779-789 (1997)

The Limits of Liability in the New Limited Liability Entities, 32 WAKE FOREST L. REV. 1-29 (1997)

"Simplicity and Certainty" in the Measure of Recovery Under Rule 10b-5, 51 BUSINESS LAWYER 1177-1201 (1996)

Exit, Liquidity and Majority Rule: Appraisal's Role in Corporate Law, 84 GEORGETOWN L.J. 1-60 (1995)

The Taming of Limited Liability Companies, 66 U. Colo. L. Rev. 921-946 (1995)

Value Creation by Lawyers Within Relational Contracts and in Noisy Environments, 74 OREGON L. REV. 315-325 (1995)

Unpacking Limited Liability: Direct and Vicarious Liability of Corporate Participants for Torts of the Enterprise, 47 VAND. L. REV. 1-41 (1994)

The Shareholder's Cause of Action for Oppression, 48 BUSINESS LAWYER 699-745 (1993)

Foreword--Evolving Business Associations: Understanding the Role of Law, 70 WASH. U. L.Q. 265-75 (1992) (Foreword to the F. Hodge O'Neal Conference on Corporate Law & Finance)

"Piercing the Corporate Veil: An Empirical Study," 76 CORNELL L. REV. 1036-1074 (1991)

"The Law's Limits on Contracts in a Corporation," 15 J. CORP. L. 377-415 (1990). Reprinted in 33 CORPORATE PRACTICE COMMENTATOR 1 (1991)

"Corporate Dissolution and Shareholders' Reasonable Expectations," 66 WASH. U. L.Q. 193-238 (1988)

"Defining the Federal and State Realms of Tender Offer Regulation," 64 WASH. U. L.Q. 1059-1102 (1987)

"Squeeze-Out Mergers and the 'New' Appraisal Remedy," 62 WASH. U. L.Q. 415-434 (1984). Reprinted in 27 CORPORATE PRACTICE COMMENTATOR 193 (1985)

"The Measure of Recovery Under Rule 10b-5: A Restitution Alternative to Tort Damages," 37 VAND. L. REV. 349-398 (1984). Reprinted in Securities Law

Review 1985, 213-262. Cited by the majority and dissenting opinions in RANDALL V. LOFTSGAARDEN, 478 U.S. 647 (1986)

"United States Jurisdiction Over Foreign Subsidiaries: Corporate and International Law Aspects," 15 LAW & POL'Y INT'L BUS. 319-400 (1983). Reprinted in Corporate Counsel's Annual - 1984, 1005-1081

"The Shrinking Definition of a Security: Why Purchasing All of a Company's Stock is not a Federal Security Transaction," 57 N.Y.U. L. REV. 225-279 (1982). Reprinted in Corporate Counsel's Annual - 1983, 317-373

PROFESSIONAL ACTIVITIES & HONORS

Editor, CORPORATE PRACTICE COMMENTATOR - 1991-present

Deputy Editor in Chief, JOURNAL OF INTERNATIONAL ECONOMIC LAW 2014-15

Member, The American Law Institute (from 1986)

Adviser, Restatement of the Law (Third), Agency, American Law Institute

Chair, Section on Business Associations, Association of American Law Schools 1985-86; member of Executive Committee of the Section, 1989-91; 2003-2006

Chair, Section on Securities Regulation. Association of American Law Schools 2003-2004; member of Executive Committee of the Section 2003-2005

Editor, the RED HERRING, newsletter of the Section on Business Associations of the Association of American Law Schools 1981-84

Member, Committee on Corporate Laws, American Bar Association Section on Business Law, 2011-2019

Editorial Board, The Business Lawyer 1995-96 Member, Executive Committee, Order of the Coif (2007-2012)

SEC Historical Society, Museum Committee (2004-2011)

Teacher of the Year, 1994 and 1983 - selected by the Devil's Advocate and the Student Bar Association

Co-principal investigator Sloan Foundation Grant 2006-2009

Participant L & EC Economics Institute for Law Professors, Hanover, New Hampshire, July, 1985, and Advanced Economics Course for Law Professors on Quantitative Methods, Hanover, New Hampshire, July 1990

Research Associate, Center for the Study of American Business, Washington University, 1985-89

Research Fellow, Business Law & Economics Center, Washington University School of Business, 1994-97

TESTIMONY

U.S. House of Representatives Committee on Financial Services, Subcommittee on Capital Markets and Government Sponsored Entities, Hearing on "Reducing Barriers to Capital Formation, Part II" July 10, 2103

U. S. House of Representatives, Joint Hearing of the Subcommittee on Capital Markets and Government Sponsored Enterprises of the Committee on Financial Services and the Subcommittee on TARP, Financial Services and Bailouts of Public and Private Programs of the Committee on Oversight and Government Reform, "The JOBS Act: Importance of Prompt Implementation for Entrepreneurs, Capital Formation, and Job Creation" September 13, 2012

U.S. House of Representatives Committee on Commerce, Subcommittee on Finance and Hazardous Materials, Hearings on H.R. 887, Increasing Disclosure to Benefit Investors, October 29, 1999

North Carolina House of Representatives Judiciary Committee on Proposed Revision to the North Carolina Corporations Code, April 1989

Special Committee on Governance of the New York Stock Exchange, August 5, 2003