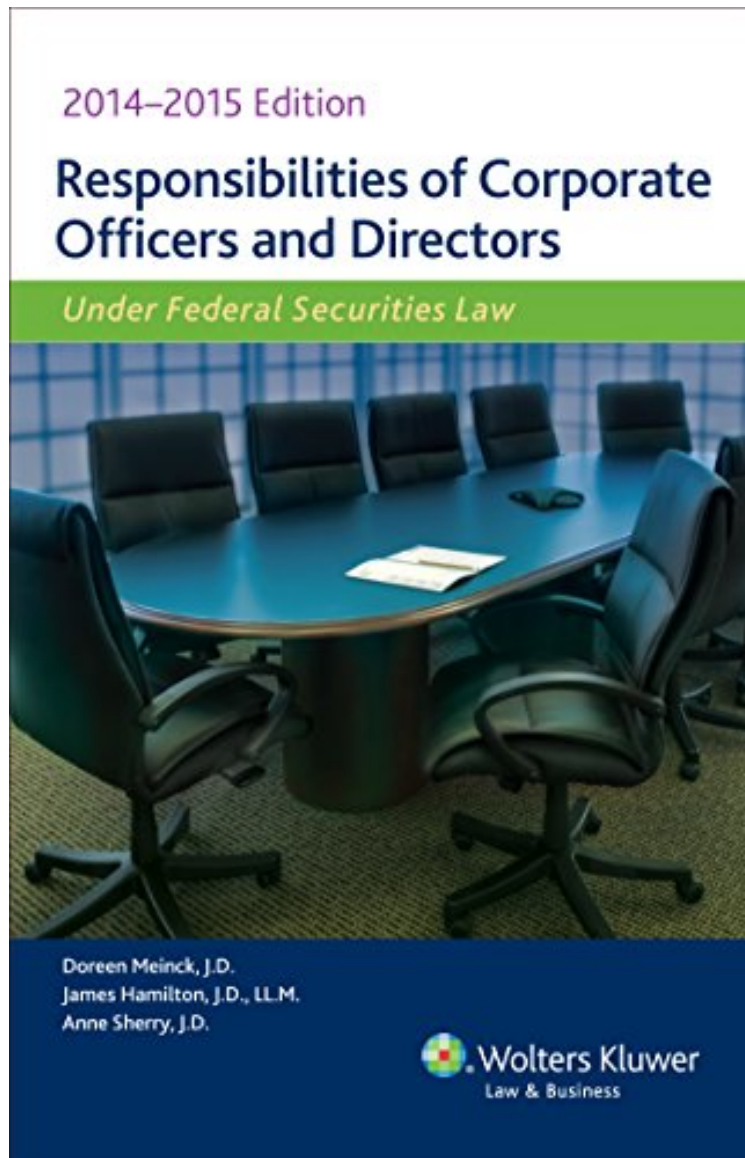


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Responsibilities of Corporate Officers and Directors Under Federal Securities Law helps mitigate personal risk for management and board members by assuring they have a complete understanding of their duties and liabilities under the federal securities laws. Wolters Kluwer attorney-editors Doreen Meinck, Jim Hamilton and Anne Sherry examine duties and liabilities under the Securities Act of 1933 and the Securities Exchange Act of 1934, relevant portions of the Investment Company Act of 1940 relating to mutual funds, the Dodd-Frank Wall Street Reform and Consumer Protection Act, the JOBS Act, and the Sarbanes-Oxley Act of 2002. Responsibilities of Corporate Officers and Directors Under Federal Securities Law also discusses important areas of state law such as the business judgment rule, a state law doctrine shielding directors and officers from liability in the conduct of ordinary corporate affairs and certain actions such as takeovers and tender offers. Other topical areas include: Individual liability in connection with a company's securities offerings, mergers and acquisitions, and investment company directors. New material in the 2014 - 2015 Edition includes new or expanded discussions of: Dodd-Frank's whistleblower provisions, including the contentious issue of whether a whistleblower need report to the SEC in order to be protected against retaliation. Proxy advisory services and proxy advisory firms as the de facto standard setters for corporate governance for U.S. companies. The U.S. Supreme Court's ruling in Halliburton on the fraud-on-the-market reliance presumption in securities fraud class actions. Drafting of indemnification and advancement provisions of bylaws and articles of incorporation.