



Preface

Significant developments—regulatory, judicial, and economic—have caused the content of securities regulation to shift dramatically in the last few years. On the judicial front, the Supreme Court has restricted the scope of primary participant liability, given purpose to the heightened pleading standard, and removed investment banking from the reach of the antitrust laws. Likewise, the courts of appeals have continued to refine multiple areas of the securities laws under both the '33 and '34 Acts. The SEC has not been dormant either, having liberalized the resale safe harbor Rule 144, restricted the scope of PIPE offerings, and begun to usher in multiple facets of mutual recognition as an approach toward globalization. These, and many more developments, have prompted this new edition. In the months since we began work on it, economic troubles that began in the credit markets have spread virulently around the globe, causing many commentators to suggest that securities regulation needs top-to-bottom reform. At this point, we have no idea what the future will bring. This new edition does, however, take note of the troubles and particular stress points (e.g., credit default swaps) that have been exposed in the regulatory apparatus by the crisis.

As always, we have responded the best we can to the many helpful suggestions we have received from our colleagues in the field as to how the book can best present securities regulation to the present generation of law students. Our many research assistants have also been of great help in the various editions of this book, and we thank them all. As in all of our prior editions, occasional case and statute citations have been omitted from quoted material without indication. Most footnotes have been omitted from quoted material without indication, but those that remain retain their original numbers.

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