

# CORPORATE SECURITIES REGULATIONS

## SYLLABUS FOR SUMMER 2022

### PARA D092B.01Z

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#### WEEK 1 – OVERVIEW OF SECURITIES REGULATIONS

1. Definition of Securities Law
2. Historical reasons for federal and state regulations
3. Federal and state framework
4. Federal and state regulators
5. Types of securities, actors, transactions
6. Definitions of some key terms
7. SEC and State Securities Forms

Assignment: 10 points

Oral participation: 2 points

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#### WEEK 2 – PUBLIC OFFERINGS

1. Distinction between public offerings and private offerings
2. Distinction between Public offerings
  - a. Initial Public Offerings (“IPO”)
  - b. Follow-On Offerings (“FPO”)
3. Initial Public Offerings
4. Follow-On Offerings

Assignment: 10 points

Oral participation: 2 points

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### WEEK 3 – PUBLIC OFFERINGS

1. EDGAR DATABASE

2. Federal Registration Requirements

3. State Registration Requirements (especially for the State of California)

Mid-term: 30 points

Oral participation: 2 points

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### WEEK 4 – NON-PUBLIC OFFERINGS

1. Seed Offerings

2. Series A, B, C, etc. Offerings

3. Secondary Sales of Securities

4. Securities as a Form of Equity Compensation

Assignment: 10 points

Oral participation: 2 points

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### WEEK 5 – FEDERAL AND STATE EXEMPTIONS

1. Federal and State Exempted Securities

2. Federal Exempted Transactions

3. State Exempted Transactions

Assignment: 10 points

Oral participation: 2 points

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## WEEK 6 – SECURITIES FRAUD AND LIABILITIES

1. Section 11 of the '33 Act
2. Section 12 of the '33 Act
3. Section 17 of the '33 Act
4. Section 24 of the '33 Act
5. Section 14 of the '34 Act
6. Section 16 of the '34 Act
7. Section 18 of the '34 Act
8. Section 10 of the '34 Act
  - a. Rule 10-b of the '34 Act
  - b. Rule 10-b5 of the '34 Act

Final Assignment: 40 points

Total of 120 points.