

## A

access persons 403, 404  
 Adecco 148, 232  
 Adelpia 148, 232<sup>n</sup>  
 Administrative Procedures Act 5  
 Afghanistan 43  
 Ahold 148, 232  
 AICPA 191  
 Aircraft Carrier release 126–7  
   integration and 130–1  
 “all holders/best practice rule”  
   252–3  
 American Depository Receipts  
   (ADRs) 74–8  
   programmes of, sponsored and  
   unsponsored 75–8  
   US security laws and 75  
 American Institute of Certified  
   Public Accountants 32  
 American Stock Exchange  
   (AMEX) 19  
 Angola 43  
 annual review 401, 402, 407  
 audit committee 209–20  
   conflicts and 220–2  
   expert services and 218  
   fees paid to, disclosure of 224–5  
   financial expert of 212–15  
   improper influence and 222–4  
   independence of 215  
   listed companies and 210–12  
   overview of 209  
 auditor-independence  
   investigations 497–9

Australia 157<sup>n</sup>  
 average daily trading volume  
   (ADTV) 72, 146, 251

## B

Bank of England 430  
 Bank of New York Mellon 116  
 bars on officers and directors 423,  
   436  
*Basic, Inc., v. Levinson* 347  
*Bass v. Janney Montgomery Scott*  
   15  
 Beacon Hill Asset Management  
   311  
 Bear Stearns 116, 311  
   *see also at Securities and*  
   Exchange Commission  
*Bersch v. Drexel Firestone* 12  
 Best Markets 116  
 broker-dealers:  
   confidentiality requirements of  
     384  
   direct execution and 332  
   information barriers and 344–8  
   insider trading and 348–51  
   investment advisers and 340–2  
   mutual recognition and 342  
   non-US 325, 328, 330–1  
   non-US advisers and 399  
   outsourcing and 389  
   regulation of 325–89  
   SEC cases concerning 511–13  
   soft dollars and 331  
 Burma 43

- Bush, President George W. 357  
*Business Week* 351
- C**
- Canada 79  
 Carnation Company 53  
 Cendant 148  
 Certification Safe Harbour 380–1  
*Chambers of Commerce v. SEC* 5  
 chaperoning requirements,  
   relaxation of 335–6  
*Chiarella v. US* 349  
 chief compliance officers (CCOs)  
   279, 281, 401, 404, 405–6, 407  
   *see also* compliance  
 Citi 116  
 City Code on Takeovers and  
   Mergers 142  
 code of ethics 278–9, 401, 403,  
   407–8  
   *see also* compliance  
 Codification of National  
   Reporting Policies 216  
*Columbia Journal of Transnational  
 Law* 248*n*  
 Commerce Clause 1  
 Commodity Exchange Act 15, 295  
 Commodity Futures  
   Modernization Act 16  
 Commodity Futures Trading  
   Commission (CFTC) 15, 295,  
   297, 298, 430  
 commodity pool operator (CPO)  
   295–6  
 commodity trading adviser (CTA)  
   295, 296–7  
 Companies Acts 2  
 compliance 389–415  
   programmes for advisers 401–4  
   risk inventory (CRI) for 401, 405  
   SEC-registered non-US advisers  
   and 400–5  
   *see also* chief compliance officers  
 conduct test 12  
*Consolidated Gold Fields v. Minorco  
 SA* 12  
 Consolidated Supervised Entities  
   (CSEs) 343  
 Constitution, Commerce Clause in  
   1  
 continuous reporting 72–3, 137  
 controls and procedures 203–4  
   disclosure 203  
 corporate scandals 148, 232  
 correspondent account rules 379  
 Cox, Christopher 342, 433, 442*n*  
 cross-border mergers and  
   acquisitions 231–64  
   changing European landscape  
   of 253 (*see also* Takeover  
   Directive)  
   SOX's impact on 248–52  
   US regulatory framework for  
   tender offers concerning  
   233–47  
 Cuba 43  
 customer-identification  
   programmes 377
- D**
- Davine, Christine Q. 194*n*  
 Department of Labor (DOL) 319  
 Depository Trust Company 305  
 derivatives, options and futures  
   15–16  
 destruction of documents 425–6  
 directors and officers, bars on 423,  
   436  
 Division of Corporation Finance 4,  
   43, 47, 130, 148, 196, 225, 389  
 Division of Enforcement 4, 7, 67,  
   389, 419, 472  
 Division of Investment  
   Management 4, 283, 389  
 Division of Market Regulation 4,  
   93, 333, 361  
 documents, destruction of 425–6  
 Donaldson, William H. 60*n*, 250*n*

- due diligence:  
 defence 37–8  
 investigation 57–60  
 liability and 51–60  
 for private banking accounts  
 384
- E**
- earnings before interest and taxes  
 (EBIT) 186
- earnings before interest, taxes,  
 depreciation and  
 amortisation (EBITDA) 183,  
 186–7
- effects test 11
- Electronic Data Gathering  
 Analysis and Retrieval  
 (EDGAR) 29, 138
- electronic quotation dissemination  
 336
- Employee Retirement Income  
 Security Act (ERISA) 319–23  
 fiduciary responsibility  
 positions and 320–1  
 fund assets' classification and  
 319–20
- employees, offers and sales of  
 securities to 78–9
- Enron 148, 232*n*
- E.ON 54
- ERISA, *see* Employee Retirement  
 Income Security Act
- Ernst & Young 453  
*see also at* Securities and  
 Exchange Commission
- ethics, code of 278–9, 401, 403,  
 407–8  
*see also* compliance
- EU Takeover Directive 232,  
 253–63
- Euroclear Bank 313
- European Markets in Financial  
 Instruments Directive  
 (MiFID) 266, 290, 299, 412
- European Parliament 157*n*
- Europe–US cross-board issues, *see*  
 mergers and acquisitions  
 (M&A), cross-border
- exchange mergers 9–10
- exchanges and SROs 11
- expanded clearance and  
 settlement 335
- F**
- Fannie Mae 464–5
- FASB SFAS 175, 181
- federal court system, levels of 1*n*
- “Fiduciaries” Letter 333
- financial analysts,  
 communications with 67–8
- Financial Crimes Enforcement  
 Network (FinCEN) 381–3,  
 386–7
- Financial Industry Regulatory  
 Authority (FINRA) 8, 9, 272–3
- Corporate Financing Rule of 73
- Free-Riding and Withholding  
 Interpretation in rules of 73,  
 272
- offers and listed companies  
 regulated by 73–4
- Financial Planning Association  
 341
- financial reporting and disclosure  
 449–72
- financial reporting, internal  
 control over (ICFR) 203–5
- definition and assessment of  
 205
- disclosure controls and  
 procedures compared with  
 208–9
- Financial Services and Markets  
 Act (FSMA) 290
- financial statement misstatements  
 196–7
- financial statement requirements  
 151–3

- Flowserve 70  
*see also at* Securities and Exchange Commission
- Foreign Corrupt Practices Act 19, 421–2, 444–6
- foreign private issuers 211, 214, 392–7  
 controls for 395  
 deregistration of 146–7  
 explained 18*n*  
 inside information and 393  
 Rule 12g3-2(b) and 398  
 Section 12-registered 391–5  
 securities laws affecting 419–20  
 securities of registrants held by 390–1  
 SOX compliance and 391–2, 422  
 web sites and 392
- foreign research analysts, proposed rule amendments for 359
- foreign shell banks 379
- Form F-1 29
- Form F-3 49–50
- Form 6-K 29, 31, 38, 39, 73, 120, 137, 147, 159, 187
- Form 8-K 71, 120
- Form 10-K 203
- Form 20-F 28–46, 46, 73, 137, 138, 148, 152, 154, 156, 159, 203, 221  
 Operating and Financial Review and Prospects standard of 161
- Form 20-K
- Frankfurt Stock Exchange 267
- fund managers/investment advisers 265–99  
 broker–dealers and 340–2  
 disclosure requirements and 269–71  
 exclusions and exemptions concerning 296–7
- Germany and 291–2
- Hong Kong regulation and 292–3  
 non-US exchanges and 266–9  
 non-US, US regulation of 282–9, 313–14  
 regulation of 273–94  
 Regulation S and 271–2
- Singapore regulation and 293–4  
 terminology concerning 265*n*
- UK regulation and 290–1
- US securities traded by 266–71  
 US, non-US clients serviced by 289–90  
*see also* Advisers Act
- G**
- GAAP, *see* generally accepted accounting principles
- Gary Plastic Packaging Corp v. Merrill Lynch, Pierce, Fenner & Smith* 12–13
- generally accepted accounting principles (GAAP) 30–1, 150–2, 154, 156, 158–60, 171, 182, 214, 250  
*see also* non-GAAP
- generally accepted auditing standards (GAAS) 437
- Global Crossing 148, 232*n*
- global offers 79–83  
 registration and prospectus delivery requirements for 82  
 Section 11 liability and 82–3
- global research analyst settlement 362
- going-private transactions 145
- Goldman Sachs Tradable Unregistered Equity (GSTRUE) platform 116
- Goldstein v. SEC* 6, 282
- Gramm–Leach–Bliley Act 3, 16
- Gucci 233*n*
- Guttenberg, Mitchell 354

**H**

HealthSouth 148  
 hedge funds 91, 273, 301–2,  
 308–10  
 structures of 309–10  
 Herdman, Robert K. 179  
 Hollinger 148, 232

**I**

IFRS, *see* International Reporting  
 Financial Standards  
 Independence Standards Board 33  
 (ISB)  
 information barriers 344–8  
 Initial public offers (IPOs) 25  
 insider trading 278, 348–54, 506–11  
 awareness and 351  
 foreign private issuers and 393  
 penalties for 434  
 tipping, tippers, tippees and  
 352–3  
 Insider Trading and Securities  
 Fraud Enforcement Act  
 (ITSFEA) 434  
 Insider Trading Sanctions Act  
 (ITSA) 434  
 inspections, on site 407  
 internal control over financial  
 reporting (ICFR) 203–5  
 definition and assessment of  
 205  
 disclosure controls and  
 procedures compared with  
 208–9  
 Internal Revenue Service 398  
*International Brotherhood of  
 Teamsters v. Daniels* 12  
 International Bulletin Board 266  
 international enforcement  
 cooperation 429–32  
 International Order Book 266  
 International Organization of  
 Securities Commissions  
 (IOSCO) 36–7, 308–9

International Reporting Financial  
 Standards (IFRS) 30–1, 39–40  
 disclosures about first-time  
 adoption of 160–1  
 financial statements prepared  
 under 156–61  
 roadmap of 150–2, 156  
 Internet 318–19  
 Web Site Release and 336–8  
 interstate commerce 10  
 Investment Advisers Act  
 (Advisers Act) 273–90,  
 308–14, 398, 401, 403  
 advertising and 277–8  
 antifraud provisions of 281–2  
 code of ethics required by  
 278–9, 401, 403, 407–8 (*see also*  
 compliance)  
 explained 3  
 fees and 277  
 significant provisions of 276  
 supervised persons defined by  
 403  
 transactions with clients limited  
 by 281  
 US Person and 307, 308  
*see also* fund  
 managers/investment  
 advisers  
 investment advisers/fund  
 managers 265–99  
 broker–dealers and 340–2  
 disclosure requirements and  
 269–71  
 exclusions and exemptions  
 concerning 296–7  
 Germany and 291–2  
 Hong Kong regulation and 292–3  
 non-US exchanges and 266–9  
 non-US, US regulation of 282–9  
 regulation of 273–94  
 Regulation S and 271–2  
 Singapore regulation and 293–4  
 terminology concerning 265*n*

- UK regulation and 290–1
  - US securities traded by 266–71
  - US, non-US clients serviced by 289–90
  - see also* Advisers Act
  - investment companies and private equity funds 301–24
  - fund investors and 323–4
  - Internet and 318–19
  - Investment Company Act (1940 Act) and 307–8
  - non-US 302–7, 324
  - Investment Company Act 3
  - Investment Counsel Association of America 278
  - Iran 43
  - Iraq 43
  - ISB, *see* Independence Standards Board
  - Issuer Safe Harbour 95, 96, 110
- J**
- Jeanne Piabert SA v. Sefrioui* 15
  - Johnson–Shad accord 16
- K**
- Kleinwort Benson 284
- L**
- Leasco Data Processing Equip. Corp. v. Maxwell* 12
  - Leemon v. Burns* 15
  - Levitt, Arthur 41, 67
  - liability:
    - due diligence and 51–60
  - Liberia 43
  - Libya 43
  - London Stock Exchange 10, 266
  - loss contingencies 193–4
  - LVMH 233*n*
- M**
- major US institutional investor, revised definition of 335
  - Management’s Discussion and Analysis (MD&A) 30, 31, 40, 41*n*, 137, 161–77, 189, 195
  - critical accounting policies and 178–9
  - Operating and Financial Review and Prospects and 161–2
  - preparation of 162–77
  - staff review issues and 177–8
  - Mannesmann 233*n*
  - Marine Bank v. Weaver* 13
  - market manipulations 448
  - marketing and publicity 22–3, 61–70
  - research and 65
  - web sites 61–4
  - master feeder structures 324
  - memoranda of understanding (MOUs) 429–31
  - Mercury Asset Management 284
  - mergers and acquisitions (M&A), cross-border 231–64
  - changing European landscape of 253 (*see also* Takeover Directive)
  - SOX’s impact on 248–52
  - US regulatory framework for tender offers concerning 233–47
  - Merrill Lynch 116
  - misappropriation theory 350
  - Monetary Authority of Singapore 293
  - money laundering 313–14, 375–6, 385
  - programmes to prevent 376–7
  - Morgan Stanley 116, 156, 333–5, 354
  - Morgan Stanley letter 333–5
  - Municipal Securities Rulemaking Board 8
  - Murray Johnstone Holdings 284
  - mutual funds investigations 491–7

## N

Nasdaq 9, 19, 120, 138  
 Nasdaq passive market making 373  
 National Association of Securities Dealers (NASD) 8, 9  
   Conduct Rules of 73  
 National Futures Association 297  
 national securities exchanges 363–4  
 New York Stock Exchange (NYSE) 138–9  
   nature of 8  
   rule changes by 10  
 Nicholson, Donald T. 219*n*  
 Nine Firms Letter 335, 336  
 non-GAAP 34–5, 46, 195  
   conditions for use of 181–9  
   *see also* generally accepted accounting principles (GAAP)  
 non-US advisers:  
   broker–dealer issues for 399–400  
   special considerations for 398–9  
 non-US banks, brokers, dealers 397–8  
 non-US issuers, accommodations for 45  
 non-US persons 10, 11, 12, 63, 66, 98, 295, 306, 384, 385  
   commodity pools and 298  
   Internet and 363  
   investment by 282  
   securities of registrants held by 392–3  
 North American Securities Administrators Association (NASAA) 338, 362  
 North Korea 43

## O

“offer”–“sale”, terminological distinctions between 24*n*  
 offering frauds 513–15

Office of Compliance Inspections and Examinations (OCIE) 4, 389, 402, 409–10  
   inspections by 409–10  
 Office of Foreign Asset Control (OFAC) 42–3  
   countries sanctioned by 43  
 Office of International Affairs 429  
 Office of International Corporate Finance 48–9, 160  
 Office of the General Counsel 4  
 Office of Thrift Supervision 344  
 officers and directors, bars on 423, 436  
 offshore client, definition of 333*n*  
 O’Hogan, Denis 453  
 Open Platform for Unregistered Securities (OPUS-5) 116  
 Operating and Financial Review and Prospects 161–2  
 OPUS-5, *see* Open Platform for Unregistered Securities  
 Orix Corporation 19

## P

parking 391  
 Parmalat 148, 232  
 passive foreign investment  
   companies (PFICs) 19, 314–15  
   annual information statement of 317–8  
   definition of 315  
   overview 314  
   tax effects of rules of 316  
 Patriot Act 314, 375, 379, 384–9  
   information-sharing rules under 386–7  
   penalties for violating 388–9  
 PCAOB, *see* Public Company Accounting Oversight Board  
 Pension Benefit Guaranty Corporation 196  
 Peterson, Robert 342*n*  
*Plessey v. General Electric* 12–13

- PORTAL, *see* Private Offerings, Resales and Trading through Automated Linkages
- press conferences, meetings and press-related materials, offshore 121
- private equity funds and investment companies 301–24
- fund investors and 323–4
- Internet and 318–19
- Investment Company Act (1940 Act) and 307–8
- non-US 302–7, 324
- private investment in public equity (PIPE) 131–5, 355
- certifications for 133
- integration issues concerning 132
- liability issues concerning 133
- Regulation FD and 133–4
- resale of securities and 134–5
- shareholder approval required for issuance of 133
- valid exemption and 132
- Private Offerings, Resales and Trading through Automated Linkages (PORTAL) 115–16
- private placements 85–91, 119
- public announcements during, 119–21
- Private Securities Litigation Reform Act (PSLRA) 3, 60, 347
- Public Company Accounting Oversight Board (PCAOB) 32–3, 148–50, 204, 208
- public offer, shorting into 357
- Public Utility Holding Company Act, explained 3
- Q**
- Qualified Intermediary regime 398–9
- R**
- Raytheon 70
- record-keeping requirements 380
- Regulation AC 66–8
- Regulation Analyst Certification (AC) 360–1
- Regulation ATS 364–6
- Regulation D 88–91, 121
- proposed amendments to 90–1
- Regulation FD 68–70, 133–4, 500
- Regulation M 366–70
- Rule 101 of 369, 370–2
- Rule 102 of 372
- Rule 104 of 373
- Regulation M 71–2
- Regulation S 81, 91–112, 121, 126, 271–2, 339–40, 420, 446–7
- amendments to, adopted 107–10
- amendments to, effects of 110–12
- amendments to, proposed 105–7
- categories of Rule 903 of 96–8, 101
- Category 2 offers under 101
- flexibility of 100
- fraudulent transactions and 102
- general conditions of 95
- genesis of 92–3
- global regulatory challenge and 104–5
- misunderstanding of 101
- offshore transaction
- requirement concerning 95
- operation of 93–6
- outline of 94–7
- potential for abuse of 100–1
- problem transactions
- concerning 100
- research and 126
- Rule 144A and 339–40, 420–1
- Rule 901 (General Statement) of 95
- Rule 902(b) of 95*n*

Rule 902(f) 97*n*  
 Rule 902(g) of 97*n*  
 Rule 902(h) of 95  
 Rule 902(j) of 97*n*  
 Rule 902(3) 96*n*  
 Rule 903 of 96–8  
 Rule 904 of 99  
 short selling and 101–2  
 threshold requirement for  
     94–5  
     *see also* Chapter 3; Securities Act  
 Regulation S-K 180, 181  
 Regulation S-X 151, 152, 186,  
     215  
 regulators:  
     contacts with 413–15  
     cooperation with 412–13  
     *see also* compliance; Securities  
     and Exchange Commission  
 related persons 393  
 Remedies act 435  
 Resale Safe Harbour 95, 99, 110  
 research analyst investigations  
     503–5  
 research distribution 355–6  
 restricted marketing and  
     monitoring 311–12  
 restructuring charges 194–5  
 revenue recognition 191–3  
*Reves v. Young* 14  
 Richards, Lori A. 281*n*  
 “road shows” 24, 26–7  
 Royal Dutch Shell 148, 232  
 Rule 144 116–19  
     amendments to 117–19  
 Rule 144A of Securities Act 99,  
     112–15, 116, 119, 126–7  
     conditions to be met under  
     113–15  
     overview of 112–13  
     Regulation S and 339–40  
     *see also* Private Offerings,  
     Resales and Trading through  
     Automated Linkages

## S

sale “sale”–“offer”, terminological  
     distinctions between 24*n*  
 Sarbanes, Senator Paul 249*n*  
 Sarbanes–Oxley Act (SOX) 3, 18,  
     78, 148, 149, 422–6  
     certifications and 197–202  
     conduct of audits under 425  
     criminal statutes and enhanced  
     penalties under 424  
     destruction of documents and  
     425–6  
 Fair Funds for Investors  
     provision of 435  
 impact of, on cross-border  
     M&A 248–52  
 Section 203 of 219  
 Section 302 of 199–203  
 Section 303 of 222  
 Section 404 of 201, 203, 204, 209  
 Section 407 of 212–13  
 Section 501 of 357  
 Section 906 of 198–9  
*Schoenbaum v. Firstbrook* 12  
 Seaboard Report 439–40  
 Section 11 liability 82–3  
 Secure Computing 70  
 Securities Act Safe Harbour 123–5  
 Securities Act:  
     accredited investors and 89  
     antifraud provisions of 421  
     confidential treatment under 48  
     corporate publicity and 22–3,  
     61–4  
     critical accounting policies and  
     30  
     disclosure and liability under  
     37–41  
     exemptions under 85  
     explained 2  
     independent auditors and 31–2  
     integration and 130–1, 132  
     offers and sales of securities to  
     employees under 78–9

- post-effective period and 28
- post-effective period and
  - prospectus delivery
  - requirements under 25–6
- pre-filing period under 21–2, 27–8
- private placements under 85–91, 119–21
- registration statements and
  - Form 20-F and 28–45, 46, 73, 157
- registration under 420
- Regulation D of 88–91, 121
- Regulation S of 81, 91–112, 121, 126, 271–2, 339–40, 420, 446–7
- Regulation S-K of 180, 181
- Regulation S-X of 151, 152, 186, 215
- “road shows” and 24, 26–7
- Rule 135c of 102, 120
- Rule 135e of 123–4
- Rule 137 of 127*n*
- Rule 138 of 127
- Rule 139 of 128
- Rule 144 of 116–19
- Rule 144A of 99, 112–15, 116, 119, 126–7, 339–40
- Rule 152 of 132
- Section 3b of 86–7
- Section 4(2) of 87–8
- Section 11 liability under 82–3
- Section 20(e) of 423
- statutory framework under 20–6
- waiting period under 24–5, 28
- see also* securities laws, US
- Securities and Exchange Commission (SEC):
  - accommodation of foreign issuers by 237*n*
  - administrative proceedings by 436–7
  - A. G. Edwards and Sons and 491–2
  - auditor-independence investigations of 497–9
  - Banc of America Capital Management and 494–6
  - Banc of America Securities and 503, 513
  - Baxter and 496–7
  - Bear Stearns & Co et al and 511–12
  - broker–dealer cases
    - investigated by 511–13
  - Carley and 446
  - civil penalties against corporations detailed by 441–2
  - close working of Divisions and Offices within 389
  - compliance web pages of 412
  - confidential treatment and 48–9
  - cross-boarder tender offer rules of 231 (*see also* mergers and acquisitions (M&A), cross-border)
  - dealing with 45–51
  - Deutsche Asset Management and 492–3
  - Dirks v. 349
  - Division of Corporation Finance within 4, 43, 47, 130, 148, 196, 225, 389
  - Division of Enforcement within 4, 7, 67, 389, 417, 472
  - Division of Investment Management within 4, 283, 389
  - Division of Market Regulation within 4, 93, 333, 361
  - enforcement remedies of 433–9
  - enforcement report and statement by 439–42
  - E.ON sued by 54
  - equitable relief available to 423–4
  - Ernst & Young and 498–9

- establishment of 1, 417
- Exchange Act Rule 15a-6
  - adopted by 328
- federal court actions by 434
- financial reporting and
  - disclosure and 449-72
- global offers and 79-83
- Goldstein v. 6, 282
- guidance, position and
  - advocacy by 6
- insider trading investigations of 506-11
- International Business Machines and 477-8
- international enforcement
  - cooperation and 429-32
- Interpretative Release of 162
- investigations and proceedings of (2006) 417
- KPMG LLP (Canada) and 497-8
- lack-of-disclosure worries of 33
- materiality guidance of 41
- MD&A requirements set by 162
- Moret Ernst & Young Accountants and 499
- Morgan Stanley & Co and 509-10
- mutual funds investigations of 491-7
- non-US issuers and 45-6
- offering frauds investigated by 513-15
- Office of Compliance
  - Inspections and Examinations (OCIE) within 4, 389, 402, 409-10
- Office of International Affairs within 429
- Office of International Corporate Finance within 48-9, 160
- Office of the General Counsel within 4
- One or More Unknown
  - Purchasers of Call Options for the Common Stock of TXU Corp 507-8
- PCAOB internal control
  - guidance and 209
- Pilgrim and 496-7
- Pilgrim Baxter & Associates and 496-7
- registration with 18-19
- relevant enforcement cases of, detailed 444-515
- remediation by 440-1
- research analysts and 503-5
- responding to comments of 46
- revenue recognition and 191-2
- review of 46
- role and structure of 3-4
- Rule 102(e) proceedings by 437
- rule making by 5
- Schering-Plough Corp and 502-3
- Seaboard Report issued by 439-40
- selective disclosure issues and 500-3
- Staff Accounting Bulletin (SAB) 92 of 193
- Staff Accounting Bulletin (SAB) 99 of 41-2, 189-91
- Staff Accounting Bulletin (SAB) 100 of 194, 194
- Staff Accounting Bulletin (SAB) 104 of 191
- Staff Accounting Bulletin (SAB) 107 of 195
- Staff Accounting Bulletin (SAB) 108 of 196
- Statement on Penalties issued by 441-4
- stock option investigations of 472-91
- subpoenas and 427-9
- Tribune Company and 464-5

- unsettled administrative cases and 438
- v. Alexander 489–91
- v. American International Group 466–7
- v. Anticevic 510–11
- v. Applix 457–8
- v. Baker Hughes 445–6
- v. Beacon Hill 311
- v. Bear Stearns & Co 505
- v. BISYS Group 454
- v. Brant 485–6
- v. Brocade Communication Systems 480–2
- v. Byrd 480–2
- v. Cardinal Health 450–1
- v. Citigroup Global Markets et al 513
- v. Collins & Aikman Corp 456–8
- v. ConAgra Foods 451
- v. Conaway 468
- v. Credit Suisse First Boston 505–6
- v. Delphi Corp 459–61
- v. Delta and Pine Land 445
- v. Deutsche Bank Securities 504–5
- v. Doral Financial Corporation 463
- v. Drummond et al 452–3
- v. Dunn 458
- v. Elan Corp 470–1
- v. Federal National Mortgage Association 465–7
- v. First BanCorp 449
- v. Flowserve Corp 500–1
- v. Fontana 506
- v. Gerhardt et al 487–8
- v. Goldman, Sachs & Co 505–6
- v. Grand Logistic 448
- v. Gross 447
- v. Grubman et al 505–6
- v. Heinen 482–3
- v. Homeland Communication Corp 513–14
- v. Integrated Silicon Solution Inc 474
- v. Inter Global Tech 514
- v. JPMorgan Securities 505–6
- v. Juniper Networks 472–3
- v. KLA-Tencor Corp et al 476–7
- v. Koscot Interplanetary 13
- v. Lehman Bros 505–6
- v. McAfee 467
- v. Mangan 134n
- v. Mercury Interactive 478–80
- v. Merrill Lynch, Pierce, Fenner & Smith, Inc et al 505–6
- v. Moran et al 458–9
- v. Morgan Stanley & Co 505–6
- v. Olesnykyj 485
- v. One or More Unknown Purchasers of Call Options for the Common Stock of Petco Animal Supplies 508–9
- v. One or More Unknown Traders in the Common Stock of Certain Issuers (market manipulations) 448
- v. Reyes 480–2
- v. Roberts 483
- v. Schering-Plough Corp 502
- v. SG Ltd 14
- v. Shanahan 487–8
- v. Siebel Systems 501
- v. Stanard 461–3
- v. Switzer 349
- v. Tenet Healthcare Corp 454–6
- v. Texas Gulf Sulphur 349
- v. Textron 444
- v. Therrien 474–5
- v. Time Warner 469–70
- v. TV Azteca 471–2
- v. UBS Securities 505–6
- v. US Bancorp Piper Jaffray, Inc 505–6
- v. W.J. Holey & Co. 13

- v. Wang 506–7
- v. Wong 507
- wide-ranging investigatory powers of 427–32
  - see also* securities laws, US
- Securities and Futures Act (Singapore) 293
- Securities Enforcement Remedies and Penny Stock Reform Act 8, 434
- Securities Exchange Act (Exchange Act):
  - antifraud provisions of 419
  - bars on officers and directors under 423
  - beneficial-ownership reporting under 139–42
  - confidential treatment under 48
  - continuous reporting under 72–3, 137
  - explained 2
  - financial-reporting rules of 203
  - going-private transactions and 145–6
  - liability under 139
  - registration under 19
  - Regulation 14D 142, 144
  - Regulation 14E of 142, 233
  - Regulation M of 71–2
  - reporting under 419
  - Rule 10b5 of 351, 396
  - Rule 12g3-2(b) 147, 148
  - Rule 12h-6 of 146
  - Rule 13e-3 of 145, 391
  - Rule 13e-4 of 233
  - Rule 14d-10 252
  - Rule 15a-6 of 419
  - Schedule 13D of 139, 391
  - Schedule 13E-3 145
  - Schedule 13G of 391
  - Schedule TO of 142–3
  - Section 5 of 364
  - Section 9(a)(1)–(5) of 393
  - Section 10(b) of 392
  - Section 10A(a) of 224*n*
  - Section 12 of 391, 422
  - Section 13(a) of 198
  - Section 13(b)(2) of 203
  - Section 14(d) of 142, 144
  - Section 14(e) of 143
  - Section 15(d) of 142, 144, 145
  - Section 15(d) of 200, 422
  - Section 16(b) of
  - Section 19(b) of 347
  - Section 21(d)(2) of tender offers regulated by 142–4
- securities laws, US 1–16, 419–514
  - enforcement of 419–514
  - extraterritorial reach of 426
  - foreign private issuers affected by 419–20
  - global application of 10–11
  - interstate commerce and 10
  - jurisdiction scope of 10–12, 426–7
  - post-investigation and 432–3
  - settlement negotiations and 433
  - Wells submission and 432–3
  - see also* Securities Act
- Securities Offering Reforms 21, 24, 26, 50, 116, 127, 394
- security, explained 12–15
- segment disclosure 181
- selective disclosure 500–3
- share-based payment arrangements 195–6
- shelf registration 49–50
- Sierra Leone 43
- Singapore Exchange Securities Trading (SGX-ST) 268–9
- Sirri, Eric R. 342*n*
- Staff Accounting Bulletin (SAB) 41–2, 189–191, 193, 195, 196
- Statement on Penalties 441–4
- Statements of Financial Accounting Concepts (SFAC) 191

- Stock Exchange Automated Quotation (SEAQ) 373–4
- Stock Exchange of Hong Kong 268
- stock options 195–6
  - SEC investigations concerning 472–91
- Sudan 43
- Supervised Investment Bank Holding Companies (IBHCs) 343
- supervised persons 279, 281, 404
  - Advisers Act defines 403
- suspicious activity reports (SORs) 378, 381–3
  - exceptions and 382
- Syria 43
  
- T**
- Takeover Directive 232, 253–63
  - breakthrough rules and 261–3
  - conduct of bids required by 258–60
  - defensive measures and 261–3
  - disclosure rules concerning 260–1
  - general principles and applicable law of 254–5
  - mandatory bids and squeeze-outs requirements in 255–8
  - overview of 253–4
  - “Tandy” representation 49
  - Tcherepnin v. Knight* 12
- Tender Offer Safe Harbour 126
- tender offers, US regulatory framework for 233–47
  - excluding US 233–7
  - exemptions and 237–47
- tipping, tippers, tippees 352–3
- Trading Practices Rules 71
- trading restrictions under Regulation M 71–2
- transition year, interim periods for 159–60
  
- TV Azteca 148
- Tyco 148, 232*n*
  
- U**
- UK, lack of written constitution in 2
- UK Listing Authority (UKLA) 313
- UK passive market making 373
- United Housing Foundation v. Forman* 12
- US–Europe cross-board issues, *see* mergers and acquisitions (M&A), cross-border
- US government, production of records to 381
- US Person, definition of 307
- US securities laws 1–16, 417–514
  - enforcement of 417–514
  - extraterritorial reach of 426
  - foreign private issuers affected by 417–20
  - global application of 10–11
  - interstate commerce and 10
  - jurisdiction scope of 10–12, 426–7
  - post-investigation and 432–3
  - settlement negotiations and 433
  - Wells submission and 432–3
  - see also* Securities Act
- US v. Falcone* 351
- US v. Larrabee* 350–1
- US v. O’Hagan* 350
  
- V**
- venture capital operating company (VCOC) 322
- Vivendi 148, 232
- Vodafone 233*n*
  
- W**
- Wall Street Journal* 54
- Webb, Bruce P. 219*n*
- Web Site Release 336–8
- Wells submission 432

Western Balkans 43  
whistleblowers 425  
Williams Act 126  
*Wolf v. Banamex* 13  
World Federation of Exchanges  
    266  
WorldCom 59, 148, 232*n*

WorldCom 59

## X

XETRA 267

## Z

Zimbabwe 43

