

*This is your Release #4 (December 2020)*

# **Directors' and Officers' Liability**

*Current Law*

*Recent Developments*

*Emerging Issues*

*Third Edition*

**Barry M. Kaplan & Gregory L. Watts**

*Wilson Sonsini Goodrich & Rosati*

*Directors' and Officers' Liability* provides a cutting edge, straightforward explanation of the obligations of directors and officers of public companies, the penalties that they face if they fail to meet their obligations, and the protections that are offered them under the law or by agreement. This vital treatise for corporate counsel, private practitioners, and for directors and officers themselves guides readers through the essentials of the current law, recent developments, and emerging issues of directors' and officers' liability.

*Directors' and Officers' Liability* covers the sources of law governing the duties of directors and officers; the key facets of board committees; the duties of directors and officers under state corporate law and federal and state securities laws; private civil actions and public enforcement; exculpation, indemnity, and insurance; cybersecurity; contested mergers and acquisitions; Securities Act suits filed in state court; special issues in pharma and biotech; and more.

Highlights of Release #4 include:

## **Emerging Issues:**

**Shareholder Litigation Relating to Board and Workforce Diversity.** See **new § 8:6** on a new line of cases dealing with public company diversity from a shareholder litigation standpoint, and the significant obstacles to cases that attempt to fit diversity issues into D&O liability concepts such as failure of oversight, false proxy statements and general breach of fiduciary duty.

*(continued on reverse)*

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**COVID-19 and D&O Litigation.** COVID-19–related lawsuits and enforcement actions already abound. See **new § 8:9** on securities class actions and SEC enforcement actions based on alleged disclosure failures, allegedly false public statements and other issues related to the pandemic.

Thank you for purchasing *Directors' and Officers' Liability*. If you have questions about this product, or would like information on our other products, please contact customer service at [info@pli.edu](mailto:info@pli.edu) or at (800) 260-4PLI.

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