

## **JENS DAMMANN**

Ben H. and Kitty King Powell Chair in Business and Commercial Law,  
The University of Texas School of Law  
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### **EXPERIENCE**

#### **The University of Texas School of Law, Austin, Texas**

Ben H. and Kitty King Powell Chair in Business and Commercial Law, since September 2018  
William Stamps Farish Professor in Law, September 2010-August 2018  
Assistant Professor, August 2005-August 2010

#### **Bucerius Law School, Hamburg, Germany**

Four lectures on comparative corporate law, October 2016

#### **Max Planck Institute for Tax Law and Public Finance, Munich, Germany**

Visitor, July 2014 & July 2017

#### **Fundação Getulio Vargas, São Paulo, Brazil**

Visiting Professor, October 2012

#### **The University of Chicago Law School, Chicago, Illinois**

Visiting Assistant Professor, January 2009-May 2009

#### **Cornell Law School, Ithaca, New York**

Visiting Assistant Professor, August 2004-May 2005

#### **Max Planck Institute for Intellectual Property, Competition, and Tax Law (now: Max Planck Institute for Tax Law and Public Finance), Munich, Germany**

Fellow (Wissenschaftlicher Mitarbeiter/Referent), December 2002-August 2005

### **MEMBERSHIPS**

#### **European Corporate Governance Institute (ECGI)**

Research Member, since 2018

#### **American Association of Comparative Law**

Editor, since 2018

Director, 2005-2018

## EDUCATION

**University of Texas at Austin**, Department of Economics, 2014-2018

Ph.D., 2018

M.A., 2017

**FernUniversität in Hagen**, Hagen, Germany, Department of Mathematics, 2012-2014

Various courses in mathematics

**Yale Law School**, New Haven, CT

J.S.D., 2003

LL.M., 2001; admitted to the N.Y. bar in 2006

**Johann Wolfgang Goethe-Universität**, Frankfurt am Main, Hessen, Germany

Habilitation (post-doctoral degree), 2005

Dr. jur. (doctorate in law), summa cum laude, 2004

First State Examination (J.D. equivalent), GPA: 16.00, summa cum laude (“Sehr Gut”), 1997. In 1997, a GPA of 14.00 or more was reached by 41 out of 17,886 candidates in all of Germany.

**Law Clerk, State of Schleswig-Holstein**, 1998-2000

Second State Examination (bar exam), magna cum laude (“Gut”), 2000

## PUBLICATIONS

### Law Review Articles

Symposium, *A Little Bit Brexit? An Analysis of the Rules Governing Post-Withdrawal Treaties*, 53 *TEX. INT’L L.J.* 153-175 (2018)

*Flytraps, Scarecrows, and the Transparency Paradox: The Case for Redesigning the Law on Vague Boilerplate Contracts*, 2018 *U. ILL. L. REV.* 185-210

*Revoking Brexit: Can Member States Rescind Their Declaration of Withdrawal from the European Union*, 23 *COLUM. J. EUR. L.* 265-304 (2017)

*Paradise Lost: Can the European Union Expel Countries from the Eurozone?*, 49 *VAND. J. TRANSNAT’L L.* 693–747 (2016). Accompanied by an invited contribution to the Oxford Business Law Blog

*Homogeneity Benefits in Corporate Law*, 46 *ARIZ. ST. L. J.* 1103–1149 (2015)

*The Controlling Shareholder’s Duty of Care: A Dogma That Should be Abandoned*, 2015 *U. ILL. L. REV.* 479–506 (2015)

*The Mandatory Law Puzzle: Redefining American Exceptionalism in Corporate Law*, 65 *HASTINGS L.J.* 441–499 (2014). Partially reprinted in *COMPARATIVE CORPORATE LAW* 254–57 (Marco Ventoruzzo et al. eds., 2016)

*Indeterminacy in Corporate Law: A Theoretical and Comparative Analysis*, 49 *STAN. J. INT’L L.* 54–100 (2013)

- How Lax is Nevada Corporate Law? A Response to Professor Barzuza*, 99 VA. L. REV. IN BRIEF 1–10 (2013)
- Symposium, *The Right to Leave the Eurozone*, 48 TEX. INT’L L.J. 126–53 (2013)
- Place Aux Dames: The Ideological Divide Between American and European Gender Discrimination Laws*, 45 CORNELL INT. L.J. 25–76 (2012)
- How Embattled Are U.S. CEOs?*, 89 TEX. L. REV. SEE ALSO 201–210 (2010)
- Globalizing Commercial Litigation*, with Henry Hansmann, 94 CORNELL L. REV. 1–71 (2008)
- Symposium, *Adjudicative Jurisdiction and the Market for Corporate Charters*, 82 TUL. L. REV. 1869–1901 (2008)
- Corporate Ostracism: Freezing out Controlling Shareholders*, 33 J. CORP. L 683–744 (2008)
- A New Approach to Corporate Choice of Law*, 38 VAND. J. TRANSNAT’L L. 51–107 (2005)
- Freedom of Choice in European Corporate Law*, 29 YALE J. INT’L L. 477–544 (2004)
- Note, *The Future of Codetermination After Centros: Will German Corporate Law Move Closer to the U.S. Model?*, 8 FORDHAM J. CORP. & FIN. L. 607–86 (2003)
- The Role of Comparative Law in Statutory and Constitutional Interpretation*, 14 ST. THOMAS L. REV. 513–59 (2001)

#### **Peer-reviewed Articles in U.S. Journals**

- Where Are Limited Liability Companies Formed? An Empirical Analysis*, with M. Schündeln, 55 J. L. & ECON. 741–91 (2012)
- The Incorporation Choices of Privately Held Corporations*, with M. Schündeln, 27 J.L. ECON. & ORG. 79–112 (2011)

#### **Books**

- MATERIELLES RECHT UND BEWEISRECHT IM SYSTEM DER GRUNDFREIHEITEN DES EG-VERTRAGES [THE RELATIONSHIP BETWEEN SUBSTANTIVE LAW AND RULES GOVERNING THE BURDEN AND STANDARD OF PROOF IN THE LAW OF THE FUNDAMENTAL FREEDOMS OF THE EC TREATY], Mohr Siebeck, 2007
- DIE GRENZEN ZULÄSSIGER DISKRIMINIERUNG IM ALLGEMEINEN ZIVILRECHT [PROHIBITIONS AGAINST DISCRIMINATION OUTSIDE OF EMPLOYMENT LAW], Duncker & Humblot, 2005 (awarded the Walter-Kolb-Gedächtnispreis 2005 by the city of Frankfurt am Main and cited by the German Bundesgerichtshof in BGH, Jan. 15, 2013, XI ZR 22/12)

#### **Contributions to Books**

- Related Party Transactions and Intragroup Transactions*, in THE LAW AND FINANCE OF RELATED PARTY TRANSACTIONS: A COMPARATIVE ANALYSIS (Luca Enriques & Tobias Tröger eds., forthcoming 2019)
- Paragraphen 308 & 309 BGB und verschiedene Vertragstypen und Klauseln* [Sections 308 & 309 of the German Civil Code and Various Types of Contracts and Contractual Provisions], in AGB-RECHT [THE LAW OF STANDARD FORM CONTRACTS] 387-893, 905-908, 1043-1056, 1101-1124, 1128-1136, 1189-1194, 1199-1254, 1258-1266, 1333-1360, 1363-1364, 1371-1377, 1399-1436, 1464-1466, 1474-1480, 1492-1504, 1516-1524, 1706-1733, 1799-1804, 1832-1854, 1904-1914, 1919-1926, 1932-1961, 1973-1978, 1980-1983, 2060-2118, 2122-

2168, 2170-2195 (Manfred Wolf et al. eds., 5th. ed. 2013) (cited in numerous opinions by the German Bundesgerichtshof)

*Paragraphen 308 & 309 BGB und verschiedene Vertragstypen und Klauseln* [Sections 308 & 309 of the German Civil Code and Various Types of Contracts and Contractual Provisions], in *AGB-RECHT* [THE LAW OF STANDARD FORM CONTRACTS] 413–908, 919–23, 1053–66, 1108–42, 1180–1233, 1236–43, 1308–38, 1345–51, 1372–1407, 1435–38, 1444–55, 1465–77, 1488–97, 1669–96, 1788–1810, 1852–63, 1868–76, 1881–97, 1900–04, 1918–26, 1992–2040, 2044–86, 2087–2111 (Manfred Wolf et al. eds., 4th ed. 2008) (cited in numerous opinions by the German Bundesgerichtshof)

*Die Berücksichtigung der konkreten Umstände des Vertragsschlusses bei der Auslegung allgemeiner Geschäftsbedingungen* [Taking into Account the Circumstances of the Individual Case in Interpreting Boilerplate Contracts], in *GEDÄCHTNISSCHRIFT FÜR MANFRED WOLF* 11–25 (Jens Dammann et al. eds., 2011)

*Das Verhältnis zwischen handelsrechtlicher und steuerrechtlicher Rechnungslegung in den USA* [The Relationship between Financial Accounting and Tax Accounting in the United States] in *STEUERLICHE MAßGEBLICHKEIT* 571–695 (Wolfgang Schön ed., 2005)

#### **Articles in Foreign Law Journals**

*Die Vereinbarung der VOB/B ohne Inhaltliche Abweichungen* [Contracts Incorporating the VOB/B without Substantive Modifications], with Andy Ruzik, 14 *NZBAU* [NEUE ZEITSCHRIFT FÜR BAURECHT UND VERGABERECHT] 265–269 (2013)

*Amerikanische Gesellschaften mit Sitz in Deutschland* [U.S. Corporations Based in Germany], 67 *RABELS ZEITSCHRIFT FÜR AUSLÄNDISCHES UND INTERNATIONALES PRIVATRECHT* [RABELSZ] 609–52 (2004)

#### **Case Notes and Book Reviews**

Case Note, *Anmerkung zu BGH, Urteil vom 21.7.2011 – IX ZR 185/10 (OLG Köln)*, with Jan Orth, *LMK* 2011, 326134

Case Note, *Anmerkung zu BGH, Urteil vom 16.11.2006 – III ZR 58/06 (OLG Koblenz)*, *LMK* 2007, 220543

Case Note, *Anmerkung zu BGH, Urteil vom 23.3.2006 – III ZR 102/05 (OLG Hamburg)*, *LMK* 2006, 182333

Book Review, *Lucian Bebchuk & Jesse Fried, Pay Without Performance*, 160 *ZEITSCHRIFT FÜR DAS GESAMTE HANDELS- UND WIRTSCHAFTSRECHT* [ZHR] 473–478 (2006)

#### **SELECTED PRESENTATIONS**

Duke Law School, *Delaware Precedents and Shareholder Wealth: An Empirical Analysis*, Feb. 11, 2019 (forthcoming)

University of Oxford, *Delaware Precedents and Shareholder Wealth: An Empirical Analysis*, Jan. 16, 2019 (forthcoming)

Boston College Law School, *Delaware Precedents and Shareholder Wealth: An Empirical Analysis*, Sept. 11, 2018

- Boston University School of Law, *Delaware Precedents and Shareholder Wealth: An Empirical Analysis*, Feb. 20, 2018
- University of Texas, Department of Economics, Applied Micro Lunch Seminar, *Delaware's Shadow*, Feb. 2, 2018
- Swiss Federal Institute of Technology, *Non-Delaware Corporate Law*, Dec. 20, 2017
- 2017 Annual Meeting of the Southern Finance Association, *Business Courts and Firm Performance*, Nov. 16, 2017
- University of Zurich, *Business Courts and Firm Performance*, Dec. 19, 2017
- Boston University School of Law, *Business Courts and Firm Performance*, Nov. 29, 2017
- Johann Wolfgang Goethe University Frankfurt am Main, *Related Party Transactions and Intragroup Transactions*, Oct. 21, 2017
- Annual Meeting, German Law and Economics Association, University of Marburg, *Business Courts and Firm Performance*, July 22, 2017
- Max Planck Institute for Tax Law and Policy, *Business Courts and Firm Performance*, July 13, 2017
- Annual Meeting of the Spanish Finance Association, Pompeu Fabra University, Barcelona, *Business Courts and Firm Performance*, July 6, 2017
- Annual Conference, Spanish Law and Economics Association, Universidad Carlos III de Madrid, *Business Courts and Firm Performance*, June 29, 2017
- First Conference on Empirical Legal Studies in Asia, Academia Sinica, Taipei, Taiwan, *Business Courts and Firm Performance*, June 14, 2017
- National Business Law Scholars Conference (NBLSC), University of Utah S.J. Quinney College of Law, *Business Courts and Firm Performance*, June 8, 2017
- Annual Conference, Canadian Economics Association, St. Francis Xavier University, Antigonish, Nova Scotia, *Business Courts and Firm Performance*, June 2, 2017
- University of Oxford, *Related Party Transactions and Intragroup Transactions*, May 26, 2017
- American Law & Economics Association, *Business Courts and Firm Performance*, Yale University, May 13, 2017
- University of Texas, Drawing Board Lunch, *The MBCA*, April 17, 2017
- University of Texas, Department of Economics, Applied Micro Lunch Seminar, *Business Courts and Firm Performance*, March 31, 2017
- Israeli Law & Economics Association, Annual Meeting, Tel Aviv University, Buchmann Faculty of Law, *Business Courts and Firm Performance*, March 13, 2017
- EMLE Law & Economics Conference, Ghent University, *Business Courts and Firm Performance*, February 17, 2017
- University of Texas, Drawing Board Lunch, *Business Courts and Firm Performance*, October 31, 2016
- Tel Aviv University, Buchmann Faculty of Law, *The Transparency Paradox*, November 23, 2015
- Ludwig-Maximilians-Universität München, *Who Should Make Securities Law*, July 2, 2015
- Canadian Law and Economics Association (CLEA), Annual Meeting, University of Toronto Faculty of Law, *Homogeneity Effects in Corporate Law*, September 20, 2014 (via Skype)
- European Association of Law and Economics (EALE), Annual Meeting, Aix-Marseille University, *Homogeneity Effects in Corporate Law*, September 18, 2014
- Universität Augsburg, *Homogeneity Effects in Corporate Law*, July 3, 2014

- Max Planck Institute for Tax Law and Public Finance, Munich, Germany, *Perspectives in Transatlantic Scholarship*, July 2, 2014
- Georgetown University Law Center, Symposium: International Financial Regulation in the Post-Crisis Era: *The Banking Union: Flawed by Design*, April 8, 2014
- University of Southern California, *The Mandatory Law Puzzle*, November 20, 2013
- Max Planck Institute for Tax Law and Public Finance, Munich, Germany, *The Mandatory Law Puzzle*, November 9, 2013
- University of Illinois, Midwestern Law and Economics Association Conference, *The Mandatory Law Puzzle*, October 11, 2013
- The University of Texas School of Law, *The Transparency Paradox*, April 22, 2013
- Berkeley School of Law, International Financial Regulation Workshop, *The Mandatory Law Puzzle*, April 20, 2013
- George Washington University Law School, New Perspectives in Comparative Law Conference, *Indeterminacy in Corporate Law: A Theoretical and Comparative Analysis*, April 20, 2012
- The University of Texas School of Law, Symposium, *The Right to Leave the Eurozone*, Feb. 10, 2012
- Swiss Federal Institute of Technology Zurich (ETH Zurich), *Where Are Limited Liability Companies Formed? An Empirical Analysis*, May 5, 2011
- AALS Meeting 2011, San Francisco, *Where Are Limited Liability Companies Formed? An Empirical Analysis*, January 7, 2011
- Conference on Empirical Legal Studies (CELS) 2010, Yale Law School, *Where Are Limited Liability Companies Formed? An Empirical Analysis*, November 6, 2010
- University of Bremen (Germany), *Privatrechtliche Schutznormen im Regulierungswettbewerb – eine empirische Analyse*, January 18, 2010
- Ludwig Maximilians University Munich (Germany), *Das deutsche Aktienrecht zwischen Verfahrens- und Inhaltskontrolle – eine Analyse am Beispiel des Gesetzes zur Angemessenheit der Vorstandsvergütung*, December 12, 2009
- Northwestern University School of Law, *Where Are Limited Liability Companies Formed? An Empirical Analysis*, November 19, 2009
- University of Pennsylvania Law School, *Where Are Limited Liability Companies Formed? An Empirical Analysis*, November 3, 2009
- Ludwig Maximilians University Munich (Germany), *Schiedsvereinbarungen, Gerichtsstandsvereinbarungen und anti-suit injunctions im System der EuGVVO – zugleich eine Besprechung der Entscheidung des EuGH in der Rechtssache West Tankers*, November 2, 2009
- Oxford University, Saïd Business School, *Where Are Limited Liability Companies Formed? An Empirical Analysis*, June 9, 2009
- From Ivy to Olives Academic Symposium in Israel, Ono Academic College (Israel) and Columbia Law School, *Where Are Limited Liability Companies Formed? An Empirical Analysis*, June 1, 2009
- The University of Chicago Law School, *The Incorporation Choices of Privately Held Corporations*, February 12, 2009
- Conference for Empirical Legal Studies (CELS) 2008, Cornell Law School, *Where Are Limited Liability Companies Formed? An Empirical Analysis*, Sept. 12, 2008

American Law and Economics Association, Eighteenth Annual Meeting 2008, Columbia Law School, *The Incorporation Choices of Privately Held Corporations*, May 16, 2008  
The University of Texas School of Law, Law and Economics Workshop, *The Incorporation Choices of Closely Held Firms*, March 17, 2008  
Fordham University School of Law, *Extraterritorial Courts for Corporate Law*, November 8, 2007 (joint presentation with Henry Hansmann, Yale Law School)  
American Economics Association, Annual Meeting 2007, Chicago, *International Competition in Judicial Services*, January 7, 2007 (joint presentation with Henry Hansmann, Yale Law School)

### **FELLOWSHIPS AND AWARDS**

Walter-Kolb-Gedächtnispreis 2005, awarded by the city of Frankfurt am Main, June 2006  
Olin Fellow, Center for Studies in Law, Economics, and Public Policy, Yale Law School, 2001-2002  
European Recovery Program (ERP) Fellow, German National Merit Foundation (Studienstiftung), 2000-2002  
Alfred Gleiss Fellow, Johann Wolfgang Goethe-Universität and Gleiss Lutz Hootz Hirsch, law firm, 2000-2001  
Fellow, German Academic Exchange Service (DAAD), 1994-1995  
Fellow, German National Merit Foundation (Studienstiftung), 1993-1997  
The Congress-Bundestag Youth Exchange Program, 1989-1990

### **LANGUAGES**

Fluent in English, French, and German  
Reading knowledge Italian