

JENS DAMMANN

Ben H. and Kitty King Powell Chair in Business and Commercial Law

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EXPERIENCE

The University of Texas School of Law, Austin, Texas

Ben H. & Kitty King Powell Chair in Business and Commercial Law, since September 2018

William Stamps Farish Professor in Law, September 2010 – September 2018

Assistant Professor, September 2005 – September 2010

Johann Wolfgang Goethe University, House of Finance, Frankfurt am Main

Fellow, January 2020

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

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

EDUCATION

University of Texas at Austin, Department of Economics, Austin, TX

Ph.D., 2018

M.A., 2017

FernUniversität 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. Individual “stations” included, inter alia, the Court of Appeals of Kiel (four months), the District Attorney’s Office at Kiel (four months), the Ministry of Economic Affairs, Technology, and Transport of the State of Schleswig-Holstein (four months), the law firm CMS Hasche Sigle (Hamburg), and the German Embassy in Tokyo, Japan (four months).

SELECTED PUBLICATIONS

Law Reviews

Corporate Law and the Democratic State, coauthored with Horst Eidenmüller, 2022 ILL. L. REV. 963-1020.

Electronic Word of Mouth: A Legal and Empirical Analysis, 94 S. CAL. L. REV. 423-70 (2021)

Codetermination: A Poor Fit for U.S. Corporations, coauthored with Horst Eidenmüller, 2020 COLUM. BUS. L. REV. 265-304

Symposium, *State Competition for Corporate Headquarters: An Empirical Analysis*, 80 MD. L. REV. 214-282 (2021)

- Contractual Symmetry: A Legal and Economic Analysis*, 97 DENVER L. REV. 449-495 (2020)
- 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)
- Symposium, *A Little Bit Brexit? Partial Withdrawal from the European Union*, 48 TEX. INT'L L.J. 153-75 (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

Fee-Shifting Bylaws: An Empirical Analysis, 65 J. L. & ECON. 1-37 (2022)

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

INTRODUCTION TO EUROPEAN UNION LAW: CASES AND MATERIALS (2019)

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

Shareholder Coercion, in FESTSCHRIFT FÜR WERNER EBKE 171-80 (Oliver Fehrenbacher et al. eds., 2021)

Related Party Transactions and Intragroup Transactions, in THE LAW AND FINANCE OF RELATED PARTY TRANSACTIONS: A COMPARATIVE ANALYSIS 218-44 (Luca Enriques & Tobias Tröger eds., 2019)

Various Contributions, AGB-RECHT [THE LAW OF STANDARD FORM CONTRACTS] 362-948, 956-67, 982-86, 1135-50, 1181-1210, 1336-53, 1358-66, 1445-77, 1486-95, 1510-53, 1581-83, 1612-19, 1632-49, 1660-68, 1846-69, 1892-97, 1917-23, 1944-71, 2027-36, 2042-75, 2100-106, 2193-2255, 2559-2604 (Manfred Wolf, Thomas Pfeiffer, & Walter Lindacher eds., 7th. ed. 2020).

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 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)

Other

Exam Pro on Business Associations, Objective (1st. ed. 2015 & 2nd. ed. 2021)

SELECTED PRESENTATIONS

University of Southern California, April 13, 2021, *Codetermination: A Poor Fit for U.S. Corporations* (virtual presentation)

Tulane Corporate and Securities Law Roundtable, , March 13, 2021, *State Champions: An Empirical Analysis* (virtual presentation)

CLAWS Workshop, Nov. 13, 2020, *Taming the Corporate Leviathan: Codetermination and the Democratic State* (virtual presentation, joint with Horst Eidenmüller)

University of Texas Drawing Board Lunch, Oct. 26, 2020, *Taming the Corporate Leviathan: Codetermination and the Democratic State* (virtual presentation, joint with Horst Eidenmüller)

- Oxford University, Business Law Workshop, Oct. 21, 2020, *Taming the Corporate Leviathan: Codetermination and the Democratic State* (virtual presentation, joint with Horst Eidenmüller)
- Oxford University, Business Law Workshop, May 6, 2020, *Codetermination: A Poor Fit for U.S. Corporations* (virtual presentation, joint with Horst Eidenmüller)
- University of Texas Drawing Board Lunch, April 6, 2020, *Codetermination: A Poor Fit for U.S. Corporations* (virtual presentation)
- University Frankfurt am Main, Institute for Law and Finance, Jan. 20, 2020, *Fee-Shifting Bylaws: An Empirical Analysis*
- Max Planck Institute for Research on Collective Goods, Bonn, Germany, Jan. 7, 2020, *Fee-Shifting Bylaws: An Empirical Analysis*
- Oxford University, Law and Economics Workshop, Jan. 16, 2019, *Fee-Shifting Bylaws: An Empirical Analysis*
- Duke Law School, Law and Economics Workshop, Feb. 11, 2019, *Deference to Delaware Corporate Law Precedents and Shareholder Wealth: An Empirical Analysis*
- Annual Meeting of the American Law and Economics Association (ALEA)*, New York University School of Law, May 17, 2019, *Deference to Delaware Corporate Law Precedents and Shareholder Wealth: An Empirical Analysis*
- Annual Meeting of the German Law and Economics Association (GLEA)*, July 12, 2019, *Fee-Shifting Bylaws: An Empirical Analysis*
- University of Wisconsin School of Law, Conference: Rethinking the Shareholder Franchise, Sept. 13, 2019, *Fee-Shifting Bylaws: An Empirical Analysis*. I also served as a panelist for a panel on the shareholder franchise (together with Albert Choi, Claire Hill, and Eric Talley).
- Annual Meeting, Canadian Law and Economics Association (CLEA)*, University of Toronto, Sept. 20, 2019
- University of Pennsylvania, Sept. 26, 2019, ILE/Wharton Finance Seminar, *Deference to Delaware Corporate Law Precedents and Shareholder Wealth: An Empirical Analysis*
- Fourteenth Annual Conference on Empirical Legal Studies (CELS), November 15, 2019, Claremont McKenna College, *Fee-Shifting Bylaws: An Empirical Analysis*
- University of Oxford, *Delaware Precedents and Shareholder Wealth: An Empirical Analysis*, Jan. 16, 2019
- 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
- EMLE Law & Economics Conference, Ghent University, February 17, 2017
- University of Texas School of Law, *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
- 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

Remnants of Japanese (JLPT 4, 1995)