

JENS DAMMANN

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EXPERIENCE

The University of Texas School of Law, Austin, Texas

William Stamps Farish Professor in Law, since August 2010

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

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, August 2014-present

Ph.D. student, fields: corporate finance & labor economics

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

PUBLICATIONS

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)

Other Articles, Symposium Contributions, and Notes

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

Symposium, *A Little Bit Brexit? Partial Withdrawal from the European Union*, 48 TEX. INT’L L.J. (forthcoming 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)

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., 2018) (forthcoming)

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 German 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)

Working Papers on SSRN

Extraterritorial Courts for Corporate Law, with Henry B. Hansmann, Yale Law School, available at SSRN.com

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

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 (forthcoming)

European Association of Law and Economics (EALE), Annual Meeting, Aix-Marseille University, *Homogeneity Effects in Corporate Law*, September 18, 2014 (forthcoming)

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