

## **JENS DAMMANN**

William Stamps Farish Professor in Law  
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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