

Introduction To Business Law



Raffaele Felicetti

[Open in Luiss Learn](#)

Syllabus

PROFESSORS	Raffaele Felicetti
COURSE CODE	BA04
GENERAL DISCIPLINE (SSD)	IUS/04
COURSE YEAR	1
SEMESTER	Primo Semestre
PARTITION OF STUDENTS	0
CREDITS	6
TOTAL WORKLOAD	150
TOTAL LESSON HOURS	48
TEACHING LANGUAGE	English

The course introduces students to the legal rules governing business. The main goal is to provide students with a solid understanding of Business Law and its functioning in both common law and civil law jurisdictions.

More specifically, the course will provide students with an overview of Business law in Italy, Europe, and the United States and an analysis of some key topics (e.g., sole proprietorship vs partnerships, limited liability companies, and corporations; intellectual property, antitrust; bankruptcy and Chapter 11). It will then focus more extensively on corporate law and governance.

INSTRUCTIONAL GOALS

In addition to building a corporate law background, the course also seeks to introduce students to more advanced corporate law and governance concepts, such as shareholder activism, corporate purpose, and financial markets' short-termism.

For many of the topics covered by the course, the analysis will focus on both the European (with some country-specific analyses) and the U.S. legal frameworks.

INTENDED LEARNING OUTCOMES

Knowledge and understanding:

By the end of the course, students should be able to:



- understand basic principles of competition law, business contracts, intellectual property, bankruptcy;
- understand the main differences between partnership and corporations, as well as the corporate governance devices through which they are organized and operate;
- understand how corporations operate within financial markets;
- understand the main challenges faced by corporations, their boards, and their shareholders, and be able to critically analyze them from a legal standpoint;
- navigate the European corporate and competition legal environment; and
- more broadly, understand how legal design can affect financial markets and the economy at large.

Applying knowledge and understanding:

Upon completing the study program, students will be able to:

- interpret and apply business and corporate law principles and rules, with particular reference to the European legal framework;
- use legal principles and rules to identify solutions to legal issues;
- identify policy solutions to existing issues in the corporate law realm and assess their costs and benefits; and
- use a mixed background in both law and economics to work within interdisciplinary teams and communicate with legal experts.

Making judgments:

Upon completing the study program, students will be able to:

- independently identify the legal principles and sources necessary to solve business as well as corporate law issues;
- independently assess costs and benefits of policy and industry developments in the corporate law and financial markets realms; and
- read financial markets' events with a legal eye.

Communications Skills:

Upon completing the study program, students will be able to:

- develop the ability to elaborate on business and corporate law issues both in written and legal forms, by completing the written assignments and participating in class debates; and
- foster the development of relational skills in international and

interdisciplinary settings, in particular by leveraging on their understanding of both the legal and economic elements of a given transaction, deal, or event.

Learning skills:

Upon completing the study program, students will be able to:

- build on the acquired knowledge to further their understanding of corporate law and financial markets by undertaking additional courses or training in the area;
- leverage on the background and analytical skills developed in the course to access, after completion of their studies, advanced degrees, such as Master's degree.

PREREQUISITES

There is no formal pre-requisite for the course. However, while not necessary, a very rudimental and non-technical understanding of corporations and financial markets' functioning is welcomed.



The course will begin with some introductory classes that will provide an overview on:

- Business law in Italy, Europe, and the United States, with emphasis on its different functioning in common vs civil law systems;
- sole proprietorship vs partnerships, limited liability companies, and corporations;
- intellectual property, antitrust;
- bankruptcy and Chapter 11.

The course will then explore a wide range of topics and issues in corporate law and governance, including:

- formation and status of a corporation;

COURSE CONTENTS

- capital structure: equity (shares, including dual-class structures and loyalty shares) and debt (bonds);
- shareholders (with focus on shareholder rights and voting, as well as on shareholder activism);
- the board (composition; executive compensation; powers; duties of care and loyalty; liability);
- internal and external controls;
- changes in structure: mergers; acquisitions; hostile takeovers; conversions; split-ups.

The course will also introduce students to more advanced corporate governance topics, such as stakeholder capitalism, corporate purpose, and time-horizon; hedge fund activism; index fund managers stewardship.

Reference Books (only the parts that will be assigned by the instructor):

1) Andrea Vicari, European Company Law (2021) (https://luiss.alma.exlibrisgroup.com/discovery/openurl?institution=39LLUSSGC_INST&rft_id=info:sid%2Fsummon&rft_dat=ie%3D51129422440004196,language%3DEN&svc_dat=CTO&u.ignore_date_coverage=true&vid=39LLUSSGC_INST:Services) or Nicola De Luca, European Company Law (2nd edition, 2021) (https://luiss.alma.exlibrisgroup.com/discovery/openurl?institution=39LLUSSGC_INST&rft_id=info:sid%2Fsummon&rft_dat=ie%3D5194741280004196,language%3DEN&svc_dat=CTO&u.ignore_date_coverage=true&vid=39LLUSSGC_INST:Services);

REFERENCE BOOKS

2) Richard Whish & David Bailey, Competition Law (10th edition, 2021) (https://luiss.alma.exlibrisgroup.com/discovery/openurl?institution=39LLUSSGC_INST&rft_id=info:sid%2Fsummon&rft_dat=ie%3D5198523630004196,language%3DEN&svc_dat=CTO&u.ignore_date_coverage=true&vid=39LLUSSGC_INST:Services); and

3) Annette Kur, Thomas Dreier, & Stefan Luginbuehl, European Intellectual Property Law: Text, Cases and Materials (2nd edition, 2019) (https://luiss.alma.exlibrisgroup.com/discovery/openurl?institution=39LLUSSGC_INST&rft_id=info:sid%2Fsummon&rft_dat=ie%3D5187919850004196,language%3DEN&svc_dat=CTO&u.ignore_date_coverage=true&vid=39LLUSSGC_INST:Services).

Slides, materials, research papers, and case studies may be listed and made available on the e-learning platform and assigned to students on a weekly basis.

Updated versions of relevant laws, as from time to time provided or indicated to the students, shall always be consulted.

Classes will be based on both frontal instruction and interactive teaching (e.g., active participation and discussion).

For most of the classes, students will be required to produce a short reaction paper that critically analyses the assigned readings or case study.

TEACHING METHODS

During each class, randomly selected students will be asked questions about the lesson's topic and, based on their reaction papers, will be required to take a position on the most controversial issues in the assigned readings. This will prompt discussion among groups of students, with the goal of stimulating critical thinking.

Students' participation will be part of the final assessment.

Therefore, for each class, students will be expected to have already studied the assigned materials.

The final assessment will be based on three elements:

- (i) students' attendance rate and participation in the class discussions, which will account for 35% of the final evaluation;
- (ii) students' weekly reaction papers to the assigned readings (papers, case studies, and/or other materials), which will account for 35% of the final evaluation; and
- (iii) final oral exam, which will account for 30% of the final evaluation.

ASSESSMENT METHOD

Students who have been approved for a non-attending status ("non-attending students") will have to take the final exam during the one examination date and/or retake sessions available. The assessment will account for 100% of the overall final grade and will be more extensive than the one for attending students. To successfully complete the exam, non-attending students are required to study all the materials and readings assigned to attending students plus all the additional materials that will be indicated by the instructor.

THESIS ASSIGNMENT CRITERIA

Successful completion of the three-pronged assessment and a keen interest in the subject.

EXTENDED PROGRAM AND REFERENCE READING MATERIAL

WEEK 1 / ON LINE AND ON CAMPUS LECTURES CONTENT

- Business law in Italy, Europe, and the United States, with emphasis on its different functioning in common vs civil law systems (on campus).
- Sole proprietorship vs partnerships, limited liability companies, and corporations (on campus and online).

WEEK 2 / ON LINE AND ON CAMPUS LECTURES CONTENT

- Antitrust (on campus).
- Intellectual property (online).

WEEK 3 / ON LINE AND ON CAMPUS LECTURES CONTENT

Bankruptcy and Chapter 11 (on campus and online).

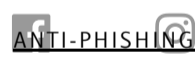
WEEK 4 / ON LINE AND ON CAMPUS LECTURES CONTENT

Week 4 marks the start of our journey into corporate law and governance. We will begin by exploring the formation and status of a corporation (on campus and online).

WEEK 5 / ON LINE AND ON CAMPUS LECTURES CONTENT

- Capital structure:
- equity (shares, including dual-class structures and loyalty shares) (on campus); and
 - debt (bonds) (online).

WEEK 6 / ON LINE AND ON CAMPUS LECTURES CONTENT	Shareholders (with focus on shareholder rights and voting, as well as on shareholder activism) (on campus and online).
WEEK 7 / ON LINE AND ON CAMPUS LECTURES CONTENT	The board: • composition; powers; duties of care and loyalty; liability (on campus); and • executive compensation (online).
WEEK 8 / ON LINE AND ON CAMPUS LECTURES CONTENT	Internal and external controls (on campus and online).
WEEK 9 / ON LINE AND ON CAMPUS LECTURES CONTENT	Changes in structure: • mergers; acquisitions (on campus); • conversions; split-ups (online).
WEEK 10 / ON LINE AND ON CAMPUS LECTURES CONTENT	Hostile takeovers (on campus and online).
WEEK 11 / ON LINE AND ON CAMPUS LECTURES CONTENT	The debate: Stakeholder capitalism, corporate purpose, and time-horizon (on campus and online).
WEEK 12 / ON LINE AND ON CAMPUS LECTURES CONTENT	The debate: Hedge fund activism; Mutual funds and index fund managers' stewardship (on campus and online).
DOES THE SYLLABUS COVER SUSTAINABILITY TOPICS?	Yes.

[SITE GUIDE](#)[SPECIAL LEARNING SUPPORT](#)[SITEMAP](#)[WEB SERVICES](#)[E-LEARNING](#)[PRIVACY POLICY](#)[WEB TRAFFIC](#)[FEEDBACK](#)[WHERE WE ARE](#)[CAMPUS LIFE](#)[ACCOMMODATION](#)[RESTRICTED AREAS](#)[PRESS OFFICE](#)[FUNDRAISING](#)[BRAND IDENTITY](#)[LUISS OPEN](#)[CONTACT INFORMATION](#)[5X1000](#)[CREDITS](#)

