

Table of contents

Foreword

Introduction

- Regulation of foreign private issuers
- Becoming subject to US securities regulation
- Securities and Exchange Commission

Public offerings

- Registration under Securities Act
- General procedures and disclosure
- Obligations
- Pre-filing publicity
- SEC review
- Preparation for initial public offerings
- Simplified registration procedures
- Listing on national securities exchanges

Private placements

- General
- Rule 144A offering
- Regulation S of offshore transactions
- Resale registrations
- Disclosure in private placements

Periodic reporting requirements

- Rule 12g3-2(b) exemption
- Exchange Act reports
- Sarbanes-Oxley Act
- Other disclosure issues
- Delisting and deregistration
- International disclosure standards

International offerings with US participants

- Determination of US ownership
- Rights offerings

Tender offers

Exchange offers

Business combinations

Information requirements

American depositary receipts

- Definition and characteristics
- Types of ADR programmes
- Levels of ADR programmes

Legal requirements for ADR programmes

- Uses of ADR programmes
- Compensation of US employees

Securities litigation risks

- Background on US legal system
- Bases for civil liability
- Exposure of issuers and others
- Coping with civil liability risks
- Jurisdiction of US courts
- Private Securities Litigation Reform Act of 1995
- State law risks
- Bases for criminal liability
- Defensive actions

Appendices

List of certain defined terms

About the authors

Index