



SPRING 2026 COURSE SYLLABUS

Course Number: 555

Course Title: In-House Counsel for Public Companies

Credit Hours: 2

Grading Mode: Letter graded

Meeting Time(s): Monday from 8:10 to 10:10 p.m.

Meeting Mode: On campus

Exam Time(s): TBD

Exam Mode: Exam with class discussion modifier (see below)

Prerequisite(s): None

Corequisite(s): None

Instructor(s): Andrew Bond

Contact Information and Office Hours: As a part-time adjunct, I do not have an office at the law school. I will, however, generally be available before and after class. I also am reachable by email (abond8@gmu.edu) and strive to respond within a day. In addition, I happy to meet over the phone or Zoom at a scheduled time.

Reading(s) & Supplement(s):

Core Readings

- Steven M. Bragg, *Running a Public Company: From IPO to SEC Reporting* (1st ed. 2009) ["RPC"].
- Steven M. Bragg, *The Investor Relations Guidebook* (5th ed. 2023) ["IRG"].
- U.S. Securities and Exchange Commission rules and regulations [links provided].
- Curated articles and essays [links or PDFs provided].

For Further Reading and Listening

- [*The Wall Street Journal*](#) [for the latest news and noteworthy items that intersect business, finance, and law].
- [*Acquired Podcast*](#) [for in-depth audio stories on how the world's greatest companies were built].
- [*Dry Powder Podcast*](#) [for a primer on the private equity industry].

Course Overview:



Course Description

This course explores the unique role of in-house counsel in guiding public companies through an increasingly complex regulatory, governance, and litigation landscape. The course covers the legal, regulatory, and strategic challenges across areas such as securities law, corporate governance, financial disclosures, proxy and annual meeting matters, shareholder engagement, and compliance. Through case studies, practical scenarios, and real-world examples, students will gain insight into how in-house counsel navigate the intersection of law and business, balancing legal risk with corporate goals in high-stakes corporate environments.

Course Learning Outcomes:

- **Understand the Role of In-House Counsel.** Grasp the key responsibilities of in-house counsel in managing corporate legal affairs, including advising the board of directors and senior management, protecting corporate interests, and ensuring regulatory compliance.
- **Navigate Securities Law and Disclosure Obligations.** Develop proficiency in the legal frameworks governing public companies, including SEC regulations, stock exchange listing standards, financial reporting requirements, and insider trading laws.
- **Appreciate Corporate Governance and Risk Management.** Learn the pivotal role in-house counsel play in overseeing corporate governance practices and managing legal risks, board and management dynamics, and shareholder relations and engagement.

- **Balance Legal and Business Objectives.** Understand the delicate balance in-house counsel must maintain between mitigating legal risk and supporting business objectives, with a focus on strategic decision making and practical problem solving in corporate contexts.
- **Refine Legal Communication Skills.** Develop effective oral and written communication abilities tailored to in-house practice, with a particular emphasis on concisely explaining legal analysis and recommendations, crafting written work product that “marches along,” and advising senior management.

Grading Policies:

Participation %: 10
 Midterm Exam/ Paper %: 0
 Final Exam/ Paper %: 90
 Additional Content %: 0

Classroom Policies:

Attendance: Per AR 3-1.4, “maintenance of matriculation requires regular class preparation, participation and attendance, registration in the course of study required for the student’s program (full-time or part-time), successive registration for each fall and spring term of each academic year until study is completed, and compliance with all other relevant requirements.”

Absences: Per AR 4-1.1, “if a student is absent for any reason for more than 20 percent of the sessions of a course, the student is not eligible for credit in that course. A student who is not present for at least 75 percent of a session of the course is absent from that session.”

Participation & Preparation:

Final Exam

This course will be graded on the basis of students’ performance on a final exam, with a class discussion modifier (see below). The final exam will be closed book. I will provide any rules or regulations you may need with the final exam.

Class Discussion

Class discussion will be an integral part of the course. Students will frequently be asked to participate during each class. Consistent class participation that is insightful and thoughtful may result in a discretionary one-third letter grade increase (e.g., B to B+), while the opposite may result in a discretionary decrease (e.g., B to B-).

Course Schedule Commentary

The below Course Schedule is a draft outline of the material that we will cover during class. I reserve the right to modify the below and I will inform you in advance of any changes. Hyperlinked readings also are available as PDFs on Canvas. In addition, certain classes may be augmented by guest speakers and a potential field trip later in the semester. Outlined guest speakers are tentative until confirmed. Before spring break, I will ask you to give anonymous feedback regarding how the course is progressing. Based on any feedback, I may adjust the remaining classes.

Use of Technology & AI: Open Use Policy: Students are encouraged to explore generative AI tools in this course, and are authorized to use AI for any purpose during this course except during the final exam. Students must use AI tools responsibly, verify facts presented by AI, disclose when AI tools are used to create course work product, properly cite any AI tools utilized, and should be prepared to produce the transcript of prompts and responses upon request. Misuse will be treated as a violation of academic standards.

Use of Electronic Text Books During Exams:

Students are permitted one laptop computer for exam taking purposes. Additional laptop computers or any other electronic data storage devices are not allowed in an exam room, unless permitted by the course instructor's *written* exam instructions. Electronic text books (e-books) may be used during exams that are designated as open book by the instructor, and the instructor allows text books to be used during the exam and allows access to a student's computer files during the exam (open exam). E-books may not be used in exams where the instructor does not allow students to access their computer files during the exam (secure exam) even if the instructor permits access to text books. If the instructor has blocked access to the internet or computer files, you must bring a hard copy of the allowed text book(s) you wish to consult. Students will need to borrow or otherwise locate a hard copy of the e-book or print resources needed from the e-book to take into the exam room. The instructor determines the length of the examination and whether or not it is secure or open and what, if any, study materials are permitted during the exam. Students are responsible for adhering to the instructor's standards for all examinations, which are included in the examination materials.

Course Schedule & Assignments

Week 1—Wednesday, January 21—Laying the Foundation and Going Public

Readings

- RPC: 1–33 (How to Go Public)
- IRG: 179 – 89 (The Initial Public Offering); 118 – 27 (Stock Exchanges)
- Corrie Driebusch, [The U.S. IPO Market Needs Saving. Could Paul Atkins Be the Answer?](#), WALL ST. J. (Feb. 9, 2025)

Topics

- Introductions and Review of Syllabus
- Overview of Public Companies and In-House Counsel
- Initial Public Offering (IPO) Process and Stock Exchanges

Week 2—Monday, January 26—Dealing with Investors

Readings

- RPC: 35–77 (Investor Relations Overview; The Investment Community)
- IRG: 1–43 (Introduction to Investor Relations; The Value Proposition; Communicating the Message); 73–117 (The Investor Relations Website; The Sell Side and the Buy Side; Investing Strategies; Short Sellers)

Topics

- Overview of Investor Relations
- Avenues of Communication
- Sell and Buy Side Analysts
- Types of Investors
- *Special Guest: Daniel Harris, Head of Public Investor Relations, Carlyle*

Week 3—Monday, February 2—Dealing with Investors (cont'd)

Readings

- RPC: 79–91 (Regulation FD; Stock Repurchases); 183–93 (Private Securities Litigation Reform Act)
- IRG: 44–72 (Regulation FD; The Earnings Call; Guidance; The Forward-Looking Statement); 128–39 (Share Management)
- SEC: [Regulation FD](#)
- Law Firm Memo: [AT&T Settles Long-Running Regulation FD Case with SEC](#)
- Law Firm Memo: [SEC Charges DraftKings with Regulation FD Violations for Disclosing Material Nonpublic Information in Social Media Posts](#)

Topics

- Regulation Fair Disclosure (FD)
- Reg. FD Case Studies
- Earnings and Guidance
- Forward-Looking Statements (FLS)
- Stock Repurchases

Week 4—Monday, February 9—Dealing with the SEC

Readings

- RPC: 93–132 (Registration Statements; Regulation D; Rule 144; Rule 10b5-1; Regulation A)
- IRG: 190–98 (The Sale of Restricted Stock)
- Law Firm Memo: [U.S. SEC Adopts Amendments to Rule 10b5-1 and Requires Related Disclosures](#)
- Law Firm Memo: [\(Insider\) Trading under a Rule 10b5-1 Plan](#)

Topics

- Introduction to the U.S. Securities and Exchange Commission (SEC)
- Types of Registration Statements
- Regulation D (Sale of Unregistered Securities)
- Rule 144 (Registration Exemption for Resale of Securities)
- Rule 10b5-1 (Stock Trading Plans)
- Regulation A (Small Issue Exemption)

Week 5—Monday, February 16—Dealing with the SEC (cont'd)

Readings

- RPC: 133–55 (Fedwire Payments; Form 8-K; Insider Securities Ownership and Trading); 171–82 (Regulation M-A)
- IRG: 157–61 (SEC Filings)
- SEC: [Current Report on Form 8-K](#)
- Law Firm Guide: [Keeping Current with Form 8-K](#)

Topics

- Regulation M-A (Mergers and Acquisitions)
- Form 8-K
- Fedwire Payments
- Insider Securities Ownership and Trading
- *Special Guest: Drew Pollekoff, Partner, King & Spalding*

Week 6—Monday, February 23—Dealing with the SEC (cont'd)

Readings

- RPC: 205–23 (Interim Reporting; Segment Reporting); 257–65 (Regulation G)
- IRG: 140–54, 161–64 (SEC Filings)
- SEC: [Quarterly Report on Form 10-Q](#)
- SEC: [Regulation G](#)
- SEC: [Form 3](#), [Form 4](#), and [Form 5](#)

Topics

- Quarterly Reports on Form 10-Q
- Regulation G (Non-GAAP Disclosure)
- Forms 3, 4, and 5
- [Special Guest]

Week 7—Monday, March 2—Dealing with the SEC (cont'd)

Readings

- RPC: 267–96 (Constructing and Filing the Quarterly 10-Q and Annual 10-K Reports; Controls for Financial Reporting)
- IRG: 154–57 (SEC Filings)
- SEC: [Annual Report on Form 10-K](#)

Topics

- Annual Reports on Form 10-K
- *Special Guest: Corinne Rotermund, Managing Director, Accounting, Carlyle*

Spring Break

Week 8—Monday, March 16—Dealing with Shareholders

Readings

- SEC: [Rule 14a-8](#)
- [Mark R. Kubisch, *Constitutionally Suspect Interventions in the Shareholder Proposal Forum*, 59 WAKE FOREST L. REV. 1155 \(2025\)](#)
- Law Firm Memo: [SEC Chairman Atkins Casts Doubt on the Validity of Precatory Shareholder Proposals](#)

Topics

- Rule 14a-8 and Shareholder Proposals
- Off-Season Shareholder Engagement
- On-Season Shareholder Engagement
- Proxy Advisory Firms
- [Special Guest]

Week 9—Monday, March 23—Soliciting Proxies and Holding Annual Meetings

Readings

- RPC: 157–70 (Proxy Solicitations)
- IRG: 165–78 (Annual Meeting Planning and Voting)
- SEC: [Schedule 14A](#)
- SEC: [Rule 14a-4](#)
- SEC: [Rule 14a-16](#)

Topics

- Proxy Statements
- Proxy Cards
- Notice and Access
- Annual Meetings

Week 10—Monday, March 30—Dealing with Governance and Compensation

Readings

- TBD

Topics

- Principles of Corporate Governance
- Principles of Executive Compensation
- *Special Guest: James Huffman, Principal, Legal, Carlyle*

Week 11—Monday, April 6—Dealing with the Board of Directors and Committees

Readings

- 2025 U.S. Spencer Stuart Board Index
- TBD

Topics

- Board of Directors
- Board Committees
- *Special Guest: Jeffrey Ferguson, General Counsel, Carlyle*

Week 12—Monday, April 13—Dealing with the C-Suite and Business Partners

Readings

- TBD

Topics

- C-Suite and Officers
- Business Departments and Priorities
- *Special Guest: Emily Thorn, Managing Director, Executive Office, Carlyle*

Week 13—Monday, April 20—Putting it All Together

Readings

- Roger Lowenstein, *How—and Why—U.S. Capitalism Is Unlike Any Other*, WALL. ST. J. (Sept. 1, 2025), <https://www.wsj.com/economy/us-capitalism-differences-eaecd208>
- [Brian R. Cheffins, *Rumours of the Death of the American Public Company are Greatly Exaggerated*, University of Cambridge Faculty of Law Research Paper No. 53/2018 \(2018\)](#)
- [William K. Kelley, *Justice Antonin Scalia and the Long Game*, 80 Geo. Wash. L. Rev. 1601 \(2012\)](#)

Topics

- The Resilience of Public Companies
- The Long Game
- Review of Course

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Student Resources

[Antonin Scalia Law School Academic Regulations](#)

[GMU Common Course Policies Addendum](#)

[Mason Square Services](#)

[Mason Square Police](#)

Van Metre Hall, Room 110

Emergency - Dial 911

Escort Services - 703-993-8070

Dispatch – 703-993-2810

[Student Support and Advocacy Center \(SSAC\)](#)

Mason Square Sexual Assault Services:

Van Metre Hall, Room 222D

703-993-8186

Notice of Mandatory Reporting of Sexual Assault, Sexual Harassment, Interpersonal Violence, and Stalking:

As a faculty member, I am designated as a “Non-Confidential Employee,” and must report all disclosures of sexual assault, sexual harassment, interpersonal violence, and stalking to Mason’s Title IX Coordinator per University Policy 1202. If a student wishes to speak with someone confidentially, please contact one of Mason’s confidential resources, such as Student Support and Advocacy Center (SSAC) at 703-380-1434 or Counseling and Psychological Services (CAPS) at 703-993-2380. Students may also seek assistance or support measures from Mason’s Title IX Coordinator by calling 703-993-8730, or emailing titleix@gmu.edu.

[Mason Square Clinic](#)

Van Metre Hall, Room B102

703-991-2831

[Counseling and Psychological Services](#)

[Student Health Services](#)

[Student Disability Services](#)

[Student Conduct](#)

[University Life](#)