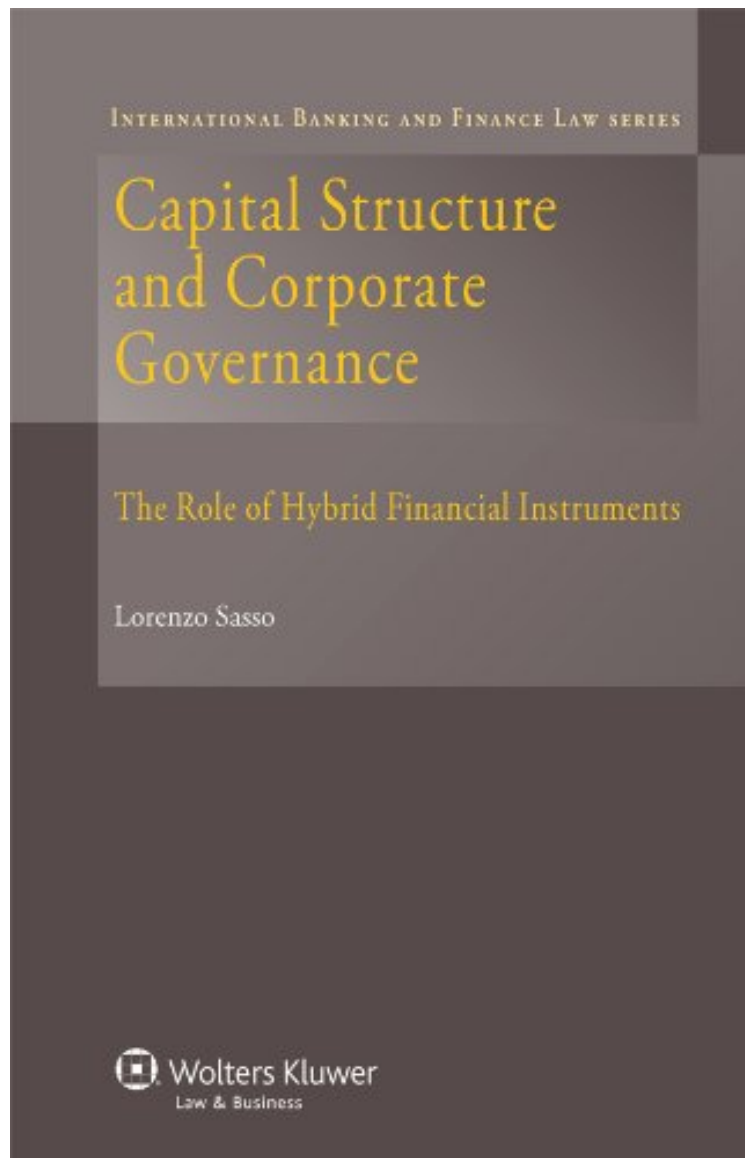


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# Capital Structure and Corporate Governance (International Banking and Finance Law Series)

*Lorenzo Sasso*

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**Lorenzo Sasso : Capital Structure and Corporate Governance (International Banking and Finance Law Series)** before purchasing it in order to gauge whether or not it would be worth my time, and all praised Capital Structure and Corporate Governance (International Banking and Finance Law Series):

Despite a clear distinction in law between equity and debt, the results of such a categorization can be misleading. The growth of financial innovation in recent decades necessitates the allocation of control and cash-flow rights in a way that diverges from the classic understanding. Some of the financial instruments issued by companies, so-called hybrid instruments, fall into a grey area between debt and equity, forcing regulators to look beyond the legal form of an instrument to its practical substance. This innovative study, by emphasizing the agency relations and the property law claims embedded in the use of such unconventional instruments, analyses and discusses the governance regulation of hybrids in a way that is primarily functional, departing from more common approaches that focus on tax advantages and internal corporate control. The author assesses the role of hybrid instruments in the modern company, unveiling the costs and benefits of issuing these securities, recognizing and categorizing the different problem fields in which hybrids play an important role, and identifying legal and contracting solutions to governance and finance problems. The full-scale analysis compares the U.K. law dealing with hybrid instruments with the corresponding law of the most relevant U.S. jurisdictions in relation to company law. The following issues, among many others, are raised: decisions under uncertainty when the risks of opportunism of the parties is very high; contract incompleteness and ex post conflicts; protection of convertible bondholders in mergers and acquisitions and in assets disposal; use of convertible bonds to reorganise and restructure a firm; timing of the conversion and the issuer's call option; majority-minority conflict in venture capital financing; duty of loyalty; fiduciary duties to preference shareholders; and financial contract design for controlling the board's power in exit events. Throughout, the analysis includes discussion, comparison, and evaluation of statutory provisions, existing legal standards, and strategies for protection. It is unlikely that a more thorough or informative account exists of the complex regulatory problems created by hybrid financial instruments and of the different ways in which regulatory regimes have responded to the problems they raise. Because business parties in these jurisdictions have a lot of scope and a strong incentive to contract for their rights, this book will also be of uncommon practical value to corporate counsel and financial regulators as well as to interested academics.