

ANDREW WILLIAM WINDEN
UNIVERSITY OF FLORIDA, LEVIN COLLEGE OF LAW
P.O. BOX #117620
GAINESVILLE, FL 32611
winden@law.ufl.edu | (352) 273-0978

ACADEMIC APPOINTMENTS

UNIVERSITY OF FLORIDA, LEVIN COLLEGE OF LAW
Assistant Professor of Law 2019 – Present
Courses: Corporations, Mergers & Acquisitions, Securities Regulation

STANFORD LAW SCHOOL, Stanford, CA 2016 – 2019
Fellow, Rock Center for Corporate Governance
Lecturer in Law Course: Mergers & Acquisitions (Spring 2017, Winter 2018, Winter 2019)

UNIVERSITY OF CALIFORNIA, BERKELEY, SCHOOL OF LAW, Berkeley, CA 2018 – 2019
Lecturer Course: Business Associations (Fall 2018, Spring 2019)

SOPHIA UNIVERSITY, GRADUATE SCHOOL OF LAW, Tokyo, Japan 2008 – 2013
Adjunct Lecturer in Law Course: Int'l Business Transactions, with Prof. Tetsuo Morishita

PROFESSIONAL EXPERIENCE

MORRISON & FOERSTER LLP, Tokyo | San Francisco 2006 – 2016
Corporate Partner: Founding Chair of Tokyo Capital Markets practice 2006 – 2013; Advised clients on equity and debt securities offerings, mergers and acquisitions, joint ventures, financial regulation.

SULLIVAN & CROMWELL LLP, Washington, D.C. | New York | Tokyo 1998 – 2006
Corporate Associate: Advised corporations and private, sovereign and multi-lateral financial institutions on capital markets offerings, stock exchange listings, SEC reporting and mergers and acquisitions.

U.S. COURT OF APPEALS FOR THE NINTH CIRCUIT, Seattle 1997 – 1998
Supervisory Law Clerk, Chambers of Hon. Eugene A. Wright

U.S. DEPARTMENT OF THE TREASURY, Washington, D.C. 1995 – 1997
Honors Attorney: Advised Treasury policy-makers on: administrative law, constitutional law, economic sanctions regulations, international finance transactions, and international trade laws.

EDUCATION

HARVARD LAW SCHOOL, J.D. 1995
Honors: *National Security Education Fellowship*
Activities: *Harvard International Law Journal, Executive Articles Editor*

THE FLETCHER SCHOOL OF LAW & DIPLOMACY, M.A.L.D. 1995
Honors: *Ford Foundation Fellowship in International Law*

INTER-UNIVERSITY CENTER FOR JAPANESE LANGUAGE STUDIES, Certificate 1991
Honors: *Japan Foundation Fellowship*

STANFORD UNIVERSITY, B.A., Distinction and Honors, International Relations 1990
Honors: *Firestone Medal for Excellence in Undergraduate Research*
Activities: Varsity Men's Crew, Captain, Most Valuable Oarsman 1990

TEACHING AND RESEARCH INTERESTS

Business Associations, Securities Regulation, Mergers & Acquisitions, International Business Transactions, Japanese Law

PUBLICATIONS

WORKS IN PROGRESS

Regulation by Indexation

Modeling S&P and other index providers as quasi-regulators modulating the flow of capital to and from corporations through equity index eligibility criteria.

Jumpstarting Sustainability Disclosure

Exploring a private-ordering option for SEC sustainability disclosure rules

ARTICLES

Dual-Class Index Exclusion (forthcoming, 13 VA. L. & BUS. REV. 101 (2019)(with Andrew Baker); SSRN: https://papers.ssrn.com/sol3/papers.cfm?abstract_id=3201578)

Sunrise, Sunset: An Empirical and Theoretical Assessment of Dual-Class Stock Structures, 2018 COLUM. BUS. L. REV 852 (2018); SSRN: https://papers.ssrn.com/sol3/papers.cfm?abstract_id=3001574

Flexible Free Trade: ASEAN Free Trade Area, 34 HARV. INT'L L. J. 224 (Winter 1993) (with Peter Kenevan)

BOOK CHAPTERS

Free Trade, Fair Trade and Environmental Treaty Making, in PAPERS ON INTERNATIONAL ENVIRONMENTAL NEGOTIATIONS, VOL. III (Susskind, Moomaw and Najam, eds.) (Harvard Negotiation Project 1993) (with Amy Matza)

OTHER WRITING

米国保有割合の計算方法が変わる | M&Aに伴うSEC届け出ルールの改正ポイント
Changes in the rules for U.S. SEC filings in connection with cross-border M&A transactions: the method for calculating the percentage of U.S. shareholders
旬刊経理情報 [Junkan Keiri Joho], December 10, 2010 (with Kenji Hosokawa)

Enactment of New Comprehensive Iran Sanctions with Broad Extraterritorial Reach
Association of Corporate Counsel, July 2010 (co-author: Justin Jamail)

SECへの様式F-4届け出の留意点 *Issues to consider in filing Form F-4 with the U.S. SEC*, 旬刊経理情報 [Junkan Keiri Joho], August 1, 2008 (with Hiroki Akiba and John Caldwell)

PRESENTATIONS & CONFERENCES

INVITED PANELS AND PRESENTATIONS

Emerging Issues in Investing and Governance

ValueEdge Advisors' 10th Annual Public Funds Forum, September 2018

Dual-Class Stock: Are Sunset Provisions the Way Forward?

Panelist with Lucian Bebchuk and Ken Bertsch

Council of Institutional Investors Spring Conference, March 2018

Capital Markets: Raising Capital in Tumultuous Times

Panelist with Teresa Ko, Chris Lin and James Lin

Asia Business Conference, Harvard Business School, April 2012

Japan's Capital Markets, Moderator

IFLR Asian Capital Markets Forum, Hong Kong, November 2008

Japan's Capital Markets, Presenter

IFLR Asian Capital Markets Forum, Hong Kong, November 2007

PAPER PRESENTATIONS

Regulation by Indexation

National Business Law Scholars Conference, University of Georgia, June 2018

The Effects of Dual-Class Index Exclusion

Bay Area Business Law Scholars Workshop, Stanford Law School, June 2018

Dual Class Shares and their Sunset Provisions: An Empirical and Theoretical Examination

Stanford Institutional Investors Forum, Stanford University, June 2017

Controlling the Controller: Dual Class Stock Structures

National Business Law Scholars Conference, University of Utah, June 2017

MEDIA

WRITING

Dual-Class Index Exclusion, HARVARD LAW SCHOOL FORUM ON CORPORATE GOVERNANCE AND FINANCIAL REGULATION (forthcoming, August 2018)

Sunrise, Sunset: An Empirical and Theoretical Assessment of Dual-Class Stock Structures, HARVARD LAW SCHOOL FORUM ON CORPORATE GOVERNANCE AND FINANCIAL REGULATION (Aug. 5, 2017)

QUOTATION/REFERENCE

Meaghan Kilroy, *CII conference panelists dish on corporate culture, voting structures*, PENSIONS & INVESTMENTS, March 16, 2018 11:47 a.m. (quoted);
<http://www.pionline.com/article/20180316/ONLINE/180319890/cii-conference-panelists-dish-on-corporate-culture-voting-structures>

Bernard Sharfman, *SEC Commissioner Robert Jackson and Perpetual Dual Class Shares*, OXFORD BUSINESS LAW BLOG, March 5, 2018 (reference to *Sunrise, Sunset*); <https://www.law.ox.ac.uk/business-law-blog/blog/2018/03/sec-commissioner-robert-jackson-and-perpetual-dual-class-shares>

Sujeet Indap, *Dual-Class shares should build in expiration plan*, The Financial Times, October 16, 2017 (reference to *Sunrise, Sunset*); <https://www.ft.com/content/4a1cfb46-aa2d-11e7-93c5-648314d2c72c>

Deepa Seetharaman & Sarah Needleman, *Facebook abandons plans to change share structure, avoiding lawsuit*, The Wall Street Journal, September 22, 2017 7:43 p.m. ET (quoted); <https://www.wsj.com/articles/facebook-abandons-plans-to-change-share-structure-avoiding-lawsuit-1506114877>

Yvan Allaire, *Dow Jones Erred by Going Nuclear on Dual-Class Shares*, THE CLS BLUE SKY BLOG, September 7, 2017 (*Sunrise, Sunset* quoted); <http://clsbluesky.law.columbia.edu/2017/09/07/dow-jones-erred-by-going-nuclear-on-dual-class-shares/>

David Marcus, *History May Be Prologue on Snap-Like IPOs*, TheStreet (Aug. 20, 2017)(discussing *Sunrise, Sunset: An Empirical and Theoretical Assessment of Dual-Class Stock Structures*); <https://www.thestreet.com/story/14277239/1/history-may-be-prologue-on-snap-like-ipos.html>

Andrea Vittorio, *Mega Investors No Match for Zuckerberg's Super-Powered Shares*, BLOOMBERG BNA (Aug. 4, 2017)(quoted); <https://www.bna.com/mega-investors-no-n73014462804/>

Melissa J. Anderson, *IAC Backs Off No-Vote Shares After Lawsuit*, AGENDAWEEK (A FINANCIAL TIMES SERVICE)(July 21, 2017)(quoted); http://agendaweek.com/c/1688543/197953/back_s_vote_shares_after_lawsuit?referrer_module=emailBriefing&module_order=1&code=YldkMWRHMWhia0J6ZEdGdVptOXlaQzVsWkhVc0IETXdPVEEyTnl3Z01USXdOell3TVRFMk5nPT0

Joann S. Lublin, *Big Investor Group to Push for End to Dual-Class Shares: Coalition's corporate-governance campaign turns up the heat on many U.S. Companies*, THE WALL STREET JOURNAL, January, 31, 2017 (quoted); <https://www.wsj.com/articles/big-investor-group-to-push-for-end-to-dual-class-shares-1485817380>

OTHER TEACHING EXPERIENCE

The SEC Institute, a division of Practicing Law Institute (PLI)

Faculty, SEC Reporting and Practice Skills Workshop for Lawyers, San Francisco
January 2016; April 2016; January 2017; April 2017

Faculty, MD&A In-Depth Workshop for Lawyers, San Francisco
October 2016

University of California, Berkeley, School of Law

Guest Lecturer, *Initial Public Offerings*, for Social Enterprise Law taught by Susan Mac Cormac, April 2016

RECOGNITION

California Lawyer Attorney of the Year 2016

M&A: Sale of Imprint Capital to Goldman Sachs Asset Management

Japan: Leading Foreign Capital Markets Lawyer

2006, 2007, 2008, 2009, 2010, 2011, 2012, 2013

Best Lawyers in Japan

Chambers Asia-Pacific

Chambers Guide to the World's Leading Lawyers for Business

IFLR 1000

The Legal 500: Asia-Pacific

CIVIC ACTIVITIES

U.S.-Japan Leadership Program, U.S.-Japan Foundation

Fellows Advisory Council

Chair 2016 – 2018

Member 2014 – 2020

Fellow 2002 – Present

Delegate 2000 – 2001

QuestInitiative, Director and Secretary, 2018 – Present

Council on Foreign Relations, Term Member 2001 – 2006

Roppongi Men's Chorus Club, Baritone 2007 – 2010

BAR ADMISSIONS

California (2015)

District of Columbia (1998)(inactive)

New York (1996)

LANGUAGES

Japanese (fluent)

German (intermediate)

Chinese (beginning)

Thai (beginning)