

AMANDA MARIE ROSE

Vanderbilt University Law School ♦ 131 21st Avenue South ♦ Nashville, TN 37203

(615) 936-8626 ♦ amanda.rose@vanderbilt.edu

EDUCATION

J.D., University of California, Berkeley, 2002

Thelen Marin Award (best GPA at graduation); Order of the Coif; Boalt Hall Alumni Honor Grant Recipient (full tuition and fees for three years of study, awarded to the entering student with the highest combined undergraduate GPA and LSAT score); American Jurisprudence Award (highest ranking student in course) in Civil Procedure, Constitutional Law IIA, Contracts, Corporations I, Corporations II, Income Tax I, Introduction to Intellectual Property, Insurance Law, and Real Estate Transactions; Prosser Prize (second highest-ranking student in course) in Criminal Law, International Trade, Property, and Torts; Best Brief Award, Moot Court.

M.S. Finance, Vanderbilt University, May 2014

Beta Gamma Sigma (international honor society for business students).

B.A., *summa cum laude*, University of San Francisco, 1999

First in class; Alpha Sigma Nu (honor society of Jesuit universities); University Scholar (four-year, merit-based scholarship equal to 75% of tuition); Distinction in Leadership Award; Ruth Aubrey Award (outstanding senior in honors program).

ACADEMIC APPOINTMENTS & PROFESSIONAL EXPERIENCE

Vanderbilt University

Cornelius Vanderbilt Chair in Law (2022-2029); FedEx Research Professor (2021-22); Professor of Law (2013-present); Professor of Management (2017-present) (by courtesy); Associate Professor of Law (2011-2013); Assistant Professor of Law (2008-2011)

Courses: Corporations & Business Entities, Comparative Corporate Law, Securities Regulation, Advanced Securities Regulation, Securities Litigation, Life of the Law, Introduction to Law & Business. Institutional Affiliations: Law & Business Program, Cecil D. Branstetter Litigation & Dispute Resolution Program. Service: Faculty Senator (2022-present); Chair, Faculty Senate Strategic Planning & Academic Freedom Committee (2024-present); Curriculum Committee, (2022-2023 & 2014-2015) (chair), Learning Assessment Committee (2020-2021), Appointments Committee (2019-20, 2018-19, 2011-12, 2011, 2009-10), Vanderbilt Child & Family Center Advisory Task Force (2018-2019), University Athletics Committee (2017-2019), Ad Hoc ABA Accreditation Review Committee (2016), Faculty Manual Update Committee (2014-2015).

University of California, Hastings College of the Law

Roger J. Traynor Summer Professor, Summer 2011

Gibson, Dunn & Crutcher LLP, San Francisco, California

Associate Attorney, 2003-08

Represented companies in state regulatory proceedings, SEC enforcement actions, and state and federal class action and derivative litigation, including complex multi-district litigation. Briefed appeals before the Supreme Court of the United States, the United States Courts of Appeals for the Fourth, Seventh and Ninth Circuits, the Supreme Court of California, and the Supreme Court of West Virginia.

Hon. William Fletcher, United States Court of Appeals for the Ninth Circuit

Law Clerk, 2002-03

University of California, Berkeley, School of Law

Fellow & Lecturer in Law, 2006-07

Research Assistant, Jesse H. Choper, Earl Warren Professor of Public Law, 2001-02

BAR MEMBERSHIPS

The State Bar of Tennessee, Bar No. 041925

The State Bar of California, Bar No. 222074 (inactive)

The Supreme Court of the United States

The United States Courts of Appeals for the Fourth, Seventh & Ninth Circuits

The United States District Court for the Northern District of California

LAW JOURNAL PUBLICATIONS

A Hard Look at Portfolio-Focused Stewardship as a Financial Rationale for SEC-Mandated ESG Disclosure, 2024 COLUMBIA BUSINESS LAW REVIEW 313 (2024)

SPAC Mergers, IPOs, and the PSLRA's Safe Harbor: Unpacking Claims of Regulatory Arbitrage, 64 WILLIAM & MARY LAW REVIEW 1757 (2023)

- reprinted in CORPORATE PRACTICE COMMENTATOR (2024)

Classaction.gov, 87 UNIVERSITY OF CHICAGO LAW REVIEW 487 (2021)

- reviewed by Robin Effron in JOTWELL (The Journal of Things We Like (Lots))
- nominated for the Pound Civil Justice Institute's 2022 Civil Justice Scholarship Award

A Response to Calls for SEC-Mandated ESG Disclosure, 98 WASHINGTON UNIVERSITY LAW REVIEW 1821 (2021)

Cutting Class Action Agency Costs: Lessons from the Public Company, 54 U.C. DAVIS LAW REVIEW 337 (2020)

Calculating SEC Whistleblower Awards: A Theoretical Approach, 72 VANDERBILT LAW REVIEW 2047 (2019)

The "Reasonable Investor" of Federal Securities Law: Insights from Tort Law's "Reasonable Person" & Suggested Reforms, 43 JOURNAL OF CORPORATION LAW 101 (2017)

- reprinted in CORPORATE PRACTICE COMMENTATOR (2018)

Form vs. Function in Rule 10b-5 Class Actions, 10 DUKE JOURNAL OF CONSTITUTIONAL LAW & PUBLIC POLICY 57 (2015)

Better Bounty Hunting: How the SEC's New Whistleblower Program Changes the Securities Fraud Class Action Debate, 108 NORTHWESTERN UNIVERSITY LAW REVIEW 1235 (2014)

- reviewed by Tom C.W. Lin in JOTWELL (The Journal of Things We Like (Lots))

State Enforcement of National Policy: A Contextual Approach (with Evidence from the Securities Realm), 97 MINNESOTA LAW REVIEW 1343 (2013)

Policing Public Companies: An Empirical Examination of the Enforcement Landscape and the Role Played by State Securities Regulators, 65 FLORIDA LAW REVIEW 395 (2013) (with Larry J. LeBlanc)

Intraportfolio Litigation, 105 NORTHWESTERN UNIVERSITY LAW REVIEW 1679 (2011) (with Richard Squire)

Fraud on the Market: An Action without a Cause, 160 UNIVERSITY OF PENNSYLVANIA LAW REVIEW PENNUMBRA 87 (2011)

The Multi-Enforcer Approach to Securities Fraud Deterrence: A Critical Analysis, 158 UNIVERSITY OF PENNSYLVANIA LAW REVIEW 2173 (2010)

- excerpted in CORPORATE COMPLIANCE (Pakyoungsa 2012)

The Regulation of Sovereign Wealth Funds: The Virtues of Going Slow, 76 UNIVERSITY OF CHICAGO LAW REVIEW 111 (2009) (with Richard A. Epstein)

Reforming Securities Litigation Reform: Restructuring the Relationship Between Public and Private Enforcement of Rule 10b-5, 108 COLUMBIA LAW REVIEW 1301 (2008)

- reprinted in CORPORATE PRACTICE COMMENTATOR (2009) & SECURITIES LAW REVIEW (2009)

Life After SLUSA: What is the Fate of Holding Claims?, 69 DEFENSE COUNSEL JOURNAL 455 (2002)

- 1st Place, Int'l Association of Defense Counsel 2002 Legal Writing Contest
- Cited in *Dabit v. Merrill Lynch, Pierce, Fenner & Smith, Inc.*, 395 F.3d 25 (2d Cir. 2005) (Sotomayor, J.), and *Shirvanian v. DeFrates*, 2004 Tex. App. LEXIS 182 (2004)

BOOK CHAPTERS & OTHER PUBLICATIONS

Should the Securities and Exchange Commission Adopt a Mandatory ESG-Disclosure Framework?, Policy Brief, Mercatus Center (Nov. 16, 2021)

The Shifting Raison d'être of the Rule 10b-5 Private Right of Action, in THE RESEARCH HANDBOOK ON SHAREHOLDER LITIGATION (Edward Elgar 2018)

Public Enforcement: Civil versus Criminal, in THE OXFORD HANDBOOK OF CORPORATE LAW AND GOVERNANCE (2018)

Designing an Efficient Securities Fraud Deterrence Regime, in PROSPERITY UNLEASHED: SMARTER FINANCIAL REGULATION (Heritage Found. 2017)

Supreme Court Rules that State Law "Holder" Class Actions are Precluded by SLUSA, 28 CALIFORNIA BUSINESS LAW REPORTER 5 (July 2006)

New 2nd Cir. Decision Means State Law "Holder" Class Actions will Proceed in State Court, 1 SECURITIES LITIGATION REPORT 13 (2005)

A Small Space for Securities Litigation in State Court After SLUSA?, 25 CALIFORNIA BUSINESS LAW REPORTER 33 (Sept. 2003) (with Richard M. Buxbaum)

From Sunningdale to Peace?, 11 PEACE REVIEW 139 (1999)

- 1st Place, Ralph Lane Peace & Justice Essay Award Competition

ENCYCLOPEDIA OF WOMEN IN AMERICAN POLITICS, Oryx Press (1999), s.v., Family Protection Act, Family Support Act of 1988, Pregnancy Discrimination Act, and National Child Care Staffing Study

PRESENTATIONS

September 20, 2024: *Musings on the U.S. Securities & Exchange Commission* at the University of California, Los Angeles (Corporate & Securities Litigation Workshop)

September 6, 2024: *Looking Ahead to 2025: SEC Regulations, Enforcement and More* (Panelist, Public Company Shareholder Engagement Summit at Barnes & Thornburg, Nashville)

August 1, 2024: *Climate Disclosure and SEC Authority* (Panelist, Accountability in a Sustainable World Conference, Norte Dame Business)

May 27, 2024: *The U.S. Securities & Exchange Commission: An Agency Under Pressure* at the University of Zurich (Vanderbilt-Zurich Conference on Entrepreneurship, Technology, Sustainability and Markets)

February 1, 2024: *A Hard Look at Portfolio-Focused Stewardship as a Financial Rationale for SEC-Mandated ESG Disclosure* at the University of Texas at Austin Law School (Business Law & Economics Workshop)

October 13, 2023: *A Hard Look at Portfolio-Focused Stewardship as a Financial Rationale for SEC-Mandated ESG Disclosure* at Fordham Law School (Fordham Law & Columbia Law School Conference: Celebrating the Enduring Influence of Zohar Goshen and Gideon Parchomovsky's seminal article *The Essential Role of Securities Regulation*)

July 14, 2023: *Does Portfolio Primacy Theory Support SEC-Mandated ESG Disclosures?*, Trinity College Dublin (Comparative Takeovers and Securities Law Conference)

April 14, 2023: *Does Portfolio Primacy Theory Support SEC-Mandated ESG Disclosures?*, at Vanderbilt Law School (25th Annual Law & Business Conference)

March 25, 2023: *Does Portfolio Primacy Theory Support SEC-Mandated ESG Disclosures?*, at Tulane University (Tulane Corporate and Securities Law Roundtable)

February 17, 2023: Conference on Standardized Corporate Social Responsibility, at the University of Florida (roundtable participant)

November 17, 2022: *The Rise of ESG and the Future of Financial Regulation*, The 2022 Cato Summit on Financial Regulation, Washington, D.C. (featured panelist)

October 11, 2022: *SPACs, IPOs and the PSLRA's Safe Harbor: Unpacking Claims of Regulatory Arbitrage* at Monash University's Prato Center, Prato, Italy (Enhancing Accountability in Corporate and Financial Governance Conference)

May 20, 2022: *SPACs, IPOs and the PSLRA's Safe Harbor: Unpacking Claims of Regulatory Arbitrage* at Ghent Law School, Belgium (Law & Business Conference)

March 25, 2022: *SPACs, IPOs and the PSLRA's Safe Harbor: Unpacking Claims of Regulatory Arbitrage* at Vanderbilt Law School (24th Annual Law & Business Conference)

March 8, 2022: *SPACs, IPOs and the PSLRA's Safe Harbor: Unpacking Claims of Regulatory Arbitrage* at the University of Kansas, School of Law (Faculty Workshop)

February 14, 2022, *The Mission, Governance, and Politics of the SEC and Its Major Challenges Moving Forward* (interview on Macro Musings Podcast with David Beckworth)

November 10, 2021: *SPACs, IPOs and the PSLRA's Safe Harbor: Unpacking Claims of Regulatory Arbitrage* at the Oxford-Bocconi Junior Faculty Workshop Webinar Series

October 28, 2021: *Do We Need to Rethink Materiality?*, Bi-Partisan Policy Center Webinar Series (featured speaker)

October 18, 2021: *SPACs, IPOs and the PSLRA's Safe Harbor: Unpacking Claims of Regulatory Arbitrage* at Vanderbilt Law School (Law & Business Workshop)

October 11, 2021: *SPACs, IPOs and the PSLRA's Safe Harbor: Unpacking Claims of Regulatory Arbitrage* at the University of California, Berkeley, School of Law (Law & Economics Workshop)

September 10, 2021: *Should the SEC mandate disclosure of environmental and social matters?*, Corporate Law Webinar Series (featured speaker)

March 9, 2021: *Classaction.gov* at Vanderbilt Law School (Faculty Workshop)

September 28, 2020: *Clasaction.gov* at the University of Texas (The Colloquium on Current Issues in Complex Litigation)

September 11, 2020: *A Response to Calls for SEC-Mandated ESG Disclosure* at Washington University, St. Louis (The Public Corporation at a Crossroads Symposium)

September 4, 2020: *Classaction.gov* at Vanderbilt Law School (22nd Annual Law & Business Conference)

December 10, 2019: *Calculating Whistleblower Awards: A Theoretical Approach* at the United States Securities & Exchange Commission, Washington D.C.

October 29, 2019: *Consumers and Class Action Notices: An FTC Workshop*, Panelist (United States Federal Trade Commission Workshop)

May 17, 2019: *Cutting Class Action Agency Costs: Lessons from the Public Company* at Vanderbilt University Law School (21st Annual Law & Business Conference)

April 13, 2019: *Calculating Whistleblower Awards: A Theoretical Approach* at the St. Regis, Bahia Beach, Puerto Rico (Institute for Law and Economic Policy Conference: Corporate Accountability)

February 25, 2019: *Calculating Whistleblower Awards: A Theoretical Approach* at Vanderbilt University Law School (Law and Business Seminar)

October 26, 2018: *Calculating Whistleblower Awards: A Theoretical Approach* at the Cornell Club, New York City (Institute for Law & Economic Policy Fall Conference: New Frontiers in Securities Fraud)

October 19, 2018: *Cutting Class Action Agency Costs: Lessons from the Public Company* at University of Richmond School of Law (Corporate & Securities Litigation Workshop)

September 14, 2018: *Reputational Related (Mis)Statements—Actionable or Aspirational?*, Roundtable Panelist, Loyola University Chicago School of Law (Annual Institute for Investor Protection Conference: Lehman 10 Years Later: Lessons Learned?)

July 17, 2018: *Cutting Class Action Agency Costs: Lessons from the Public Company* at Vanderbilt University Law School (Summer Brownbag Series)

May 8, 2017: *The “Reasonable Investor” of Federal Securities Law: Insights from Tort Law’s “Reasonable Person” & Suggested Reforms* at Northwestern University Law School (Faculty Workshop)

October 13, 2016: *The “Reasonable Investor” of Federal Securities Law: Insights from Tort Law’s “Reasonable Person” & Suggested Reforms* at William & Mary Law School (Faculty Workshop)

October 1, 2016: *The Shifting Raison d’être of the Rule 10b-5 Private Right of Action* at the University of Illinois College of Law (Corporate & Securities Litigation Workshop)

September 8, 2016: *The “Reasonable Investor” of Federal Securities Law: Insights from Tort Law’s “Reasonable Person” & Suggested Reforms* at Brooklyn Law School (Faculty Workshop)

September 5, 2015: *What the Reasonable Person Can Teach Us About the Reasonable Investor*, at Vanderbilt University Law School (18th Annual Law & Business Conference: The Future of International Corporate Governance)

June 2, 2015, *Professional Prosecution: Is Justice Being Served?*, Panelist (Mason Judicial Education Program: Ninth Annual Judicial Symposium on Civil Justice Issues)

March 27, 2015, *The SEC's Whistleblower Bounty Program*, Moderator & Panelist (Vanderbilt University Law School Conference: Developing Areas of Capital Market and Federal Securities Regulation)

March 25, 2015, *Insider Trading Law: A Primer* at Vanderbilt University Office of Investments (Team Meeting)

March 6, 2015, *Recent Trends in U.S. Securities Litigation and Enforcement: Lessons for Abroad* at Fundação Getúlio Vargas Law School, Rio de Janeiro

April 27, 2015, *The Future of Securities Class Actions: Should the SEC's Authority under Dodd Frank Supplant Class Actions?*, Roundtable Participant, New York University (NYU ANNUAL SURVEY OF AMERICAN LAW Symposium)

February 13, 2015, *Form vs. Function in Rule 10b-5 Class Actions* at Duke University (DUKE JOURNAL OF CONSTITUTIONAL LAW & PUBLIC POLICY Symposium: *Halliburton v. Erica P. John Fund*)

August 6, 2014, *Does the Public/Private Divide in Federal Securities Regulation Make Sense?*, Roundtable Panelist & Paper Contributor, Amelia Island, Florida (Southeastern Association of Law Schools Conference)

August 5, 2014, *Imagining a New Paradigm for Insider Trading Law*, Roundtable Panelist & Paper Contributor, Amelia Island, Florida (Southeastern Association of Law Schools Conference)

September 26, 2014, *Public and Private Enforcement after Halliburton, ATP and Boilermakers*, Roundtable Participant (Conference at Duke University)

October 24, 2014, *Litigating the New Evidentiary Burdens at the Class Certification Stage and Beyond*, Roundtable Panelist, Loyola University Chicago School of Law (Annual Institute for Investor Protection Conference: The New Landscape of Securities Fraud Class Actions)

June 7, 2014: *Better Bounty Hunting: How the SEC's New Whistleblower Program Changes the Securities Fraud Class Action Debate* at the University of Sydney, Australia (Developments in Corporate Governance – East Meets West Conference)

April 3, 2014, *The Role of Whistleblowers in the Protection of Investors and Consumers*, Roundtable Participant, Boca Raton, Florida (Institute for Law and Economic Policy Conference: Business Litigation and Regulatory Agency Review in the Era of the Roberts Court)

March 21, 2014: *Public Enforcement: Criminal versus Civil* at Columbia University Law School (Oxford Handbook Corporate Law & Governance Conference)

October 10, 2013: *Better Bounty Hunting: How the SEC's New Whistleblower Program Changes the Securities Fraud Class Action Debate* at the United States Securities & Exchange Commission, Washington D.C. (Appellate Practice Group Luncheon)

May 24, 2013: *Better Bounty Hunting: How the SEC's New Whistleblower Program Changes the Securities Fraud Class Action Debate* at Fundação Getúlio Vargas Law School, Rio de Janeiro

April 19, 2013: *Better Bounty Hunting: How the SEC's New Whistleblower Program Changes the Securities Fraud Class Action Debate* at Vanderbilt University Law School (Law and Business Conference: Contemporary Issues in Corporate and Securities Law)

March 26, 2013: *Better Bounty Hunting: How the SEC's New Whistleblower Program Changes the Securities Fraud Class Action Debate* at New York University School of Law (Law and Economics Colloquium)

March 7, 2013: *The Unique American Approach to Securities Fraud Deterrence* at Bilgi University, Istanbul, Turkey (Bilgi University, Vanderbilt Law and Business Program, Tilburg University, and Turkish Capital Markets Board Conference)

November 9, 2012: *State Enforcement of National Policy: A Contextual Approach (with Evidence from the Securities Realm)* at the University of California, Los Angeles, School of Law (Lowell Milken Institute for Business Law and Policy Junior Business Law Faculty Forum)

July 12, 2012: *State Enforcement of National Policy: A Contextual Approach (with Evidence from the Securities Realm)* at the University of Colorado Law School (Junior Business Law Conference)

May 30, 2012: *Policing Public Companies: An Empirical Examination of the Enforcement Landscape and the Role Played by State Securities Regulators* at the Indian School of Business, Hyderabad, India (Law and Business Conference: Comparing Indian and US Corporate Governance, Financial Regulation and Intellectual Property Rights)

February 2, 2012: *Policing Public Companies: An Empirical Examination of the Enforcement Landscape and the Role Played by State Securities Regulators* at the University of Virginia School of Law (Law and Economics Workshop)

July 15, 2011: *Policing Public Companies: An Empirical Examination of the Enforcement Landscape and the Role Played by State Securities Regulators* at the University of Colorado Law School (Junior Business Law Conference)

June 7, 2011: *Policing Public Companies: An Empirical Examination of the Enforcement Landscape and the Role Played by State Securities Regulators* at the University of California, Hastings College of the Law (2011 Roger J. Traynor Summer Corporate Law Program Workshop Series)

October 14, 2011: *The SEC's New Whistleblower Program* at Vanderbilt University Law School (Law and Business Conference: Executive Compensation and Securities Fraud Enforcement)

May 20, 2011: *The US Approach to Securities Fraud Deterrence* at the Peninsula Beijing, Beijing, China (Law and Business Conference: Addressing Current Issues Affecting International Business Activity)

November 10, 2010: *Intraportfolio Litigation* at New York University School of Law (Business Regulation Seminar)

November 8, 2010: *Intraportfolio Litigation* at Vanderbilt University Law School (Law and Business Seminar)

October 15, 2010: *Intraportfolio Litigation* at Vanderbilt University Law School (Law and Business Conference: Shareholder Litigation)

October 5, 2010: *Intraportfolio Litigation* at the University of California, Hastings College of the Law (Faculty Colloquium)

August 3, 2010: *Intraportfolio Litigation* at Vanderbilt University Law School (Summer Brownbag Series)

April 23, 2010: *The Multienforcer Approach to Securities Fraud Deterrence: A Critical Analysis* at the Regent Palms, Turks and Caicos (Institute for Law and Economic Policy Conference: Protection of Investors in the Wake of the 2008-2009 Financial Crisis)

March 5, 2010: *The Multienforcer Approach to Securities Fraud Deterrence: A Critical Analysis* at Vanderbilt University Law School (Law and Business Conference: Rethinking Securities Regulation)

January 14, 2010: *The Multienforcer Approach to Securities Fraud Deterrence: A Critical Analysis* at Vanderbilt University Law School (Faculty Workshop)

November 16, 2009: *The Multienforcer Approach to Securities Fraud Deterrence: A Critical Analysis* at Bass, Berry and Sims PLC, Nashville, Tennessee (Corporate and Securities Group Luncheon)

September 21, 2009: *The Multienforcer Approach to Securities Fraud Deterrence: A Critical Analysis* at the University of California, Hastings College of the Law (Faculty Colloquium)

August 11, 2009: *The Multienforcer Approach to Securities Fraud Deterrence: A Critical Analysis* at Vanderbilt University Law School (Summer Brownbag Series)

June 21, 2008: *The Regulation of Sovereign Wealth Funds: The Virtues of Going Slow* at the University of Chicago Law School (Conference: The Going Private Phenomenon: Causes and Implications)