

**GEORGE SAMUEL GEIS**  
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**ACADEMIC EMPLOYMENT**

**UNIVERSITY OF VIRGINIA SCHOOL OF LAW**, Charlottesville, Virginia  
William S. Potter Professor of Law, 2013–present  
Glynn Family Bicentennial Professor of Law, 2021-present  
Vice Dean, 2012-17  
Thomas F. Bergin Teaching Professor of Law, 2017-20  
John V. Ray Research Professor of Law, 2009-12  
Professor of Law, 2008-13  
Visiting Associate Professor, 2007-08

**THE UNIVERSITY OF CHICAGO LAW SCHOOL**, Chicago, Illinois  
Visiting Professor of Law, March 2015–June 2015

**GEORGETOWN UNIVERSITY LAW CENTER**, Washington, D.C.  
Visiting Professor of Law, January 2014

**THE UNIVERSITY OF AUCKLAND**, Auckland, New Zealand  
Visiting Professor of Law, March 2011

**THE UNIVERSITY OF ALABAMA SCHOOL OF LAW**, Tuscaloosa, Alabama  
Associate Professor of Law, 2006-07  
Assistant Professor of Law, 2003-06

**THE INDIAN SCHOOL OF BUSINESS**, Hyderabad, India  
Visiting Professor, Spring 2002, Winter 2005-06, Fall 2006, Winter 2007-08

**PREVIOUS POSITIONS AND EXPERIENCE**

**MCKINSEY & COMPANY**, Los Angeles, California  
Engagement Manager, 2001-03  
Associate, 1998-2001 and Summer 1997 (Chicago office)

**WACHTELL, LIPTON, ROSEN & KATZ**, New York, New York  
Associate, Summer 1996

**MUNGER, TOLLES & OLSON LLP**, Los Angeles, California  
Associate, Summer 1996

**ARTHUR ANDERSEN**, Los Angeles, California  
Associate, 1992-94

### EDUCATION

**THE UNIVERSITY OF CHICAGO LAW SCHOOL**, Chicago, Illinois  
J.D., 1998; with honors  
The University of Chicago Law Review, 1996-98

**THE UNIVERSITY OF CHICAGO BOOTH SCHOOL OF BUSINESS**, Chicago, Illinois  
M.B.A., 1998; with honors  
Graduate Teaching Assistant in Economics

**THE UNIVERSITY OF CALIFORNIA**, Berkeley, California  
B.S., 1992; business administration; alumni scholar; dean's scholar

### HONORS AND AWARDS

University of Virginia All-University Teaching Award (2019)  
Voted Outstanding Faculty Member, Alabama School of Law (2007)  
Dean's Scholar (2007)  
Outstanding Faculty Member to the Bench and Bar Legal Honor Society (2006)  
Order of the Coif (2003)  
The University of Chicago Law Review, Editor (1996-98)

### PUBLICATIONS

*The Historical Context of Stock Settlement and Blockchain*, 26 Chapman Law Review  
557 (2023) (invited symposium)

*Shareholder Clawbacks for Corporate Misdeeds*, 26 Stanford Journal of Law, Business  
& Finance 35 (2021) (discussing the use of restitution theories to recover gains  
from former shareholders who benefit from corporate misdeeds).

**CORPORATE FINANCE: PRINCIPLES AND PRACTICE**, Foundation Press, 4<sup>th</sup> ed. (2020)  
(with William J. Carney and Robert P. Bartlett III).

*Information Litigation in Corporate Law*, 71 *Alabama Law Review* 407 (2019) (developing a theory for evaluating private shareholder rights to corporate information).

*Traceable Shares and Corporate Law*, 113 *Northwestern University Law Review* 227 (2018) (examining how distributed ledger technology may impact stock clearing markets to transform voting, litigation, and other aspects of corporate law) (selected as one of the top 10 papers in corporate and securities law for 2018 in a national survey of corporate law professors); reprinted 61 *Corporate Practice Commentator* 133 (2019).

*Ex-Ante Corporate Governance*, 41 *Journal of Corporation Law* 609 (2016) (discussing recent strategic and legal developments in corporate governance).

*Shareholder Power in India*, in *RESEARCH HANDBOOK ON SHAREHOLDER POWER* (Jennifer Hill & Randall Thomas, eds., Edgar Elgar Press, 2015) (evaluating trends in large stock ownership positions in India and resulting implications for corporate governance).

*Shareholder Derivative Litigation and the Preclusion Problem*, 100 *Virginia Law Review* 261 (2014) (exploring connections between collateral estoppel, multi-jurisdiction representative litigation, and shareholder derivative claims).

*Gift Promises and the Edge of Contract Law*, 2014 *Illinois Law Review* 663 (2014) (discussing freedom of contract in the gift promising context and developing new connections with the law of third-party beneficiaries).

*The Economics of Contract Law: A Business Outsourcing Applications*, in *LAW AND ECONOMICS, VOLUME 2: PRACTICE* (V. Santhakumar & Shubhashis Gangopadhyay, eds., Sage Publications, 2013) (discussing economic and governance costs and benefits in complex organizational contracts).

*Broadcast Contracting*, 106 *Northwestern University Law Review* 1153 (2012) (examining the possibilities and pitfalls of third-party beneficiary rights in contract law).

*An Appraisal Puzzle*, 105 *Northwestern University Law Review* 1635 (2011) (proposing a new framework for managing corporate law appraisal rights in merger transactions).

*An Empirical Examination of Business Outsourcing Transactions*, 96 *Virginia Law Review* 241 (2010) (conducting an examination and analysis of business outsourcing contracts).

*Internal Poison Pills*, 84 New York University Law Review 1169 (2009) (offering a novel type of security for governing the tensions between majority and minority shareholders); synthesized version available at

<http://legalworkshop.org/2009/11/20/internal-poison-pills-managing-the-governance-tension-between-majority-and-minority-shareholders-with-a-novel-financial-instrument>

*The Space between Markets and Hierarchies*, 95 Virginia Law Review 99 (2009) (examining theories of the firm from a financial and operational governance perspective via business outsourcing transactions).

*Automating Contract Law*, 83 New York University Law Review 450 (2008) (exploring the use of knowledge management technology and meaning based computing to conduct empirical and economic analysis in contract law); synthesized version available at

<http://legalworkshop.org/2009/06/14/automating-contract-law-how-advances-in-knowledge-management-technology-can-help-transform-the-empirical-study-of-contract-law>.

*Economics as Context for Contract Law*, 75 University of Chicago Law Review 569 (2008) (reviewing Victor Goldberg's *FRAMING CONTRACT LAW*).

*Independent Blockholding and Corporate Governance Reform in India*, SENSEX Magazine (February/March 2008) (discussing recent trends in governance) (this publication is produced by the Bombay Stock Exchange and distributed to approximately 15,000 top executives and economic policymakers in India).

*Can Independent Blockholding Really Play Much of a Role in Indian Corporate Governance Reform?*, 3 Corporate Governance Law Review 283 (2007) (investigating the role of large institutional investors in India's corporate governance reforms).

*Business Outsourcing and the Agency Cost Problem*, 82 Notre Dame Law Review 955 (2007) (using primary research on business outsourcing contracts to explore methods for mitigating agency cost risks); reprinted 49 Corporate Practice Commentator 271 (2007).

*An Embedded Options Theory of Indefinite Contracts*, 90 Minnesota Law Review 1664 (2006) (assessing the creation of embedded options through contractual ambiguity and the proper scope of the indefiniteness doctrine in contract law).

*An Experiment in the Optimal Precision of Contract Default Rules*, 80 Tulane Law Review 1109 (2006) (empirically studying default rule precision and the tradeoffs

from tailoring contract law default rules to a single buyer, a single market, or an entire legal system).

*Empirically Assessing Hadley v. Baxendale*, 32 Florida State University Law Review 897 (2005) (drawing upon willingness-to-pay studies in the field of marketing to empirically assess the consequential damages default rule articulated in *Hadley*).

DIGITAL DEALS: STRATEGIES FOR SELECTING AND STRUCTURING PARTNERSHIPS (McGraw-Hill Publishers, 2001) (Chinese language edition 2002) (with George T. Geis).

*Partnering and Dealmaking in the Digital Age*, 66 Ivey Business Journal 11 (March/April 2002) (with George T. Geis).

#### **SELECTED PAPER PRESENTATIONS, SPEECHES AND CONFERENCES**

January 2023, Panelist, *Blockchain, the Law, and the Future*, Chapman Law School (Orange, CA)

December 2022, Discussant, Penn ILE Junior Faculty Business and Financial Law Workshop, Penn Carey Law School (Philadelphia, PA)

November 2022, Discussant, Conference on Empirical Legal Studies, University of Virginia School of Law (Charlottesville, VA)

October 2022, Discussant, Law and Entrepreneurship Conference, Penn Carey Law School (Philadelphia, PA)

March 2021, Panelist, *Blockchain Under Delaware Corporate Law*, Widener University Delaware Law School (virtual event).

February 2021, Keynote Address, *Emerging Technology in Law*, University of Richmond Law School symposium (virtual event).

March 2020, *Shareholder Clawbacks for Corporate Misdeeds*, University of Utah S.J. Quinney College of Law (Salt Lake City, UT).

November 2019, Panelist, *Corporate Governance, Shareholder Voting and the Blockchain: What Does the Future Hold?* Fordham Law School (New York, NY).

October 2019, *Information Litigation in Corporate Law*, UCLA Law School (Los Angeles, CA).

September 2019, *Information Litigation in Corporate Law*, Elon Law School (Greensboro, NC).

June 2019, Panelist, *The Future of Stock Ownership Clearing and Settlement*, Council of Institutional Investors.

April 2019, Panelist, *Through an Investor Lens: The Future of Stock Ownership Clearing and Settlement*, Council of Institutional Investors (New York, NY).

March 2019, *Information Litigation in Corporate Law*, Tulane University Law School (New Orleans, LA).

March 2019, *Information Litigation in Corporate Law*, Wake Forest University School of Law (Winston Salem, NC).

March 2017, *Traceable Shares and Corporate Law*, Washington and Lee University School of Law (Lexington, VA).

March 2017, *Traceable Shares and Corporate Law*, Law and Entrepreneurship Conference, UC Berkeley School of Law (Berkeley, CA).

April 2015, *Ex-Ante Corporate Governance*, The University of Chicago School of Law (Chicago, IL).

April 2014, *Shareholders Derivative Litigation and the Preclusion Problem*, The University of Colorado School of Law (Boulder, CO).

April 2014, *Shareholders Derivative Litigation and the Preclusion Problem*, law and economics workshop, The University of Chicago School of Law (Chicago, IL).

September 2013, *Shareholders Derivative Litigation and the Preclusion Problem*, European Law and Economics Association Annual Meeting (Warsaw, Poland).

April 2013, *Shareholders Derivative Litigation and the Preclusion Problem*, law and economics workshop, The University of Texas School of Law (Austin, TX).

March 2013, Discussant, Center for Law, Economics and Finance Conference, The George Washington University Law School (Washington, DC).

June 2012, *How to Sidestep Consideration*, faculty workshop, The University of Virginia School of Law (Charlottesville, VA).

February 2012, Discussant, Law and Entrepreneurship Conference, Maurer School of Law: Indiana University (Bloomington, IN).

February 2012, Discussant, Center for Law, Economics and Finance Conference, The George Washington University Law School (Washington, DC).

July 2011, *Broadcast Contracting*, University of Trento (Trento, Italy).

June 2011, *Broadcast Contracting*, Law and Society Annual Meeting (San Francisco, CA).

April 2011, Discussant, Center for Law, Economics and Finance Conference, The George Washington University Law School (Washington, DC).

February 2011, *Broadcast Contracting*, Law and Entrepreneurship Conference, University of Florida, (Gainesville, FL).

August 2010, *An Appraisal Puzzle*, Southeastern Association of Law Schools Annual Meeting (Palm Beach, FL).

March 2010, Panelist, Venture Summit, University of Virginia (Charlottesville, VA).

February 2010, Discussant, Law and Entrepreneurship Conference, Brigham Young University, (Provo, UT).

June 2009, Panelist, Association of American Law Schools' Conference on Business Associations (Long Beach, CA).

June 2009, Panelist, Association of American Law Schools' Conference on Transactional Law (Long Beach, CA).

May 2009, *An Empirical Examination of Business Outsourcing Transactions*, American Law and Economics Association Annual Meeting (San Diego, CA).

May 2009, Discussant, The Southern California Innovation Project Finance Conference, University of Southern California School of Law (Los Angeles, CA).

March 2009, *Internal Poison Pills*, faculty workshop, Louisiana State University (Baton Rouge, LA).

March 2009, Panelist, *The Credit Crunch of 2008*, The Ohio State University Law School (Columbus, OH).

February 2009, Panelist, *The Economic Crisis of 2008-09*, The University of Virginia School of Law (Charlottesville, VA).

January 2009, *An Empirical Examination of Business Outsourcing Transactions*, law and economics workshop, Columbia Law School (New York, NY).

April 2008, *The Butterfly Effect and the Regulation of Corporate Finance*, junior faculty workshop, University of Richmond School of Law (Richmond, VA).

March 2008, *Can Independent Blockholding Really Play Much of a Role in Indian Corporate Governance Reform?*, World Wide Junior Corporate Scholar Conference, Columbia Law School (New York, NY).

February 2008, *The Space Between Markets and Hierarchies*, faculty workshop, The University of Virginia School of Law (Charlottesville, VA).

February 2008, *The Space Between Markets and Hierarchies*, faculty workshop, The William and Mary School of Law (Williamsburg, VA).

February 2008, *The Space Between Markets and Hierarchies*, faculty workshop, Vanderbilt University Law School (Nashville, TN).

February 2008, *The Space Between Markets and Hierarchies*, faculty workshop, The University of Mississippi School of Law (Oxford, MS).

November 2007, *The Space Between Markets and Hierarchies*, International Corporate Governance Conference, Vanderbilt University Law School (Nashville, TN).

October 2007, *Automating Contract Law*, faculty workshop, The University of Notre Dame Law School (Notre Dame, IN).

May 2007, *Teaching Law & Entrepreneurship with Forward Looking Cases*, Law and Entrepreneurship Conference, The University of Wisconsin Law School (Madison, WI).

April 2007, *Automating Contract Law*, law and economics workshop, New York University School of Law (New York, NY).



September 2006, *Business Outsourcing and the Agency Cost Problem*, faculty workshop, The University of Wisconsin Law School (Madison, WI).

January 2006, *An Experiment in the Optimal Precision of Contract Default Rules*, Association of American Law Schools Annual Meeting (Washington D.C.).

December 2005, *Identifying the Next Wave of Business Outsourcing*, Cognizant Technology Solutions Offsite Conference (Hyderabad, India).

December 2005, *Identifying Business Outsourcing Opportunities*, INFOCOM 2005 (Kolkata, India).

October 2005, *An Embedded Options Theory of Indefinite Contracts*, Midwestern Law and Economics Association Annual Meeting, Northwestern University School of Law (Chicago, IL).

July 2005, *An Embedded Options Theory of Indefinite Contracts*, Southeastern Association of Law Schools Annual Meeting (Hilton Head, SC).

May 2005, *Empirically Assessing Hadley v. Baxendale*, American Law and Economics Association Annual Meeting, New York University School of Law (New York, NY).

February 2005, *The Current State of Governance Reform: An Overview of Sarbanes Oxley and Related Rulemaking*, Alabama Continuing Legal Education Conference (Birmingham, AL).

October 2004, *Empirically Assessing Hadley v. Baxendale*, Midwestern Law and Economics Association Annual Meeting, The University of Iowa College of Law (Iowa City, IA).

March 2004, *A Marketing Approach for Contract Law*, The University of Alabama School of Law (Tuscaloosa, AL).

April 2003, *The New Corporate Strategist: Rethinking the Role of the Corporate Center*, UCLA Anderson School of Management (Los Angeles, CA).

January 2003, *Achieving High Impact Field Studies*, UCLA Anderson School of Management, Executive MBA Offsite (Los Angeles, CA).

September 2002, *Digital Dealmaking: Strategies for Selecting and Executing Business Partnerships*, California Institute of Technology (Pasadena, CA).

**SELECTED UNIVERSITY SERVICE**

**University of Virginia Law School:**

Vice Dean (2012-17)  
Faculty Director, John W. Glynn, Jr. Law & Business Program (2009-12; 2017-22)  
Faculty Director, J.D. / M.B.A. Dual Degree Program (2008-present)  
Dean of Student Records / Registrar Search Committee (Chair 2015)  
Dean of Student Affairs Search Committee (Chair 2015)  
Dean of Career Services Office Search Committee (Chair 2009)  
Academic Affairs/Professional Standards Committee (Chair 2012-17)  
Appointments Committee (Chair 2022-23; member 2009-10; 2012-17)  
Curriculum Committee (Chair 2020-21; 2012-17)  
Law and Business Committee (Chair 2011-2012 and 2017-22; member 2009-11 and 2013-16)  
Powell Fellowship Selection Committee  
Workshop and Faculty Retreat Committee  
Ad Hoc Committee for Teaching (Chair 2016)  
Admissions Committee  
Career Services Committee  
Adjunct Instructors Committee  
Student Academic Awards Committee (Chair 2022)

**University of Virginia:**

All-University Teaching Award Selection Committee (2022-25)  
Associate Deans' Council on Research and Administration (2012-17)  
University Committee on Entrepreneurship (2009-12; 2018-present)  
Jefferson Fellows Selection Committee (2012-13)  
Faculty Budget Advisory Committee (2010-12)

**University of Alabama:**

Appointed to the Graduate School of Business Faculty (by courtesy)  
Faculty Director: J.D. / M.B.A. Dual Degree Program  
Workshop Committee (co-chair)  
Self-Study Committee  
Chair Appointments Committee  
International Programs Committee

Career Services Committee

**PROFESSIONAL ACTIVITIES AND SERVICE**

Admitted, State Bar of California, 1998-present

Member, Association of American Law Schools

Member, American Law and Economics Association

Member, European Law and Economics Association

Member, American Bar Association

Referee, Journal of Legal Studies, American Law and Economics Review, Journal of Financial Regulation

Voted to the graduating class hooding committee (faculty award), University of Alabama School of Law (2006, 2007); University of Virginia School of Law (2011, 2013, 2015, 2018, 2023)

Selected as graduation marshal (faculty award), University of Virginia School of Law (2009, 2010, 2012, 2014, 2017, 2020, 2022)

Themis Bar Review, National Lecturer for Multistate Bar Examination on Contract Law, Selected State Lecturer, Law School Essentials (2010-present)

Professor, The Great Courses (acquired and rebranded as Wondrium), Corporate Law (2019)