

ZACHARY J. GUBLER
Sandra Day O'Connor College of Law
111 E. Taylor St., Phoenix, AZ 85004

ACADEMIC APPOINTMENTS

Arizona State University, Sandra Day O'Connor College of Law

Marie Selig Professor Law, 2019-present

Willard H. Pedrick Distinguished Research Scholar, 2018-2019

Professor of Law, 2015-present

Associate Professor of Law, June 2011-2015

Courses: Contracts, Securities Regulation, Business Organizations, Mergers & Acquisitions

Research Interests: Financial Regulation, Securities Regulation, Corporate Law

Harvard Law School

Climenko Fellow and Lecturer on Law, 2009-2011

EDUCATION

Harvard Law School, J.D., cum laude, 2005

Harvard Law Review, Articles Editor

Brigham Young University, Dual B.A., magna cum laude, Economics and French 2002

Graduated with University Honors (Thesis title: *Slouching Toward Free Trade: An Econometric Inquiry Into the Determinants of Trade Protection in U.S. Industries*)

SCHOLARSHIP

ARTICLES & ESSAYS

The "Section 122 Revolution" in Delaware Corporate Law and What to Do About It, 109 CORNELL L. REV. ONLINE (forthcoming 2024).

How to Interpret the Securities Laws? 47 SEATTLE U. L. REV. 863 (2024) (invited contribution to symposium on A.C. PRITCHARD & ROBERT B. THOMPSON, A HISTORY OF SECURITIES LAW IN THE SUPREME COURT (2023).).

The Neoclassical View of Corporate Fiduciary Duty Law, 91 U. CHI. L. REV. 165 (2024).

--Discussed favorably in *McRitchie v. Zuckerberg*, 315 A.3d 518, 572 (Del. Ch. 2024)

Why Mixed Motives Shouldn't Really Matter in Insider Trading Law: A Reply to Andrew Verstein's Mixed Motives Insider Trading, 107 IOWA L. REV. ONLINE 1 (2022) (invited reply to Andrew Verstein, *Mixed Motives Insider Trading*, 106 IOWA L. REV. 1253 (2021).

What's the Deal with Revlon?, 96 IND. L. J. 429 (2021).

Insider Trading as Fraud, 98 N.C. L. REV. 533 (2020).

Amending the Delaware Corporate Code by Going to Court: Some Thoughts on Sciabacucchi v. Salzberg, 108 GEO. L.J. ONLINE 106 (2020).

Maximalism with an Experimental Twist: Insider Trading Law at the Supreme Court, 56 WASH. U. J.L. & POL'Y 49 (2018) (invited symposium article).

The Culture of CEO Pay, 96 TEX. L. REV. SEE ALSO (2017) (invited reply to K.J. Martijn Cremers, Saura Masconale, & Simone M. Sepe, *CEO Pay Redux*, 96 TEX. L. REV. (forthcoming 2017)).

A Unified Theory of Insider Trading Law, 105 GEO. L.J. 1225 (2017).

--Selected for the 2015 Harvard/Yale/Stanford Junior Faculty Forum

Reframing United States v. Salman, 165 U. PA. L. REV. ONLINE 1 (2016).

Making Experimental Rules Work, 65 ADMIN. L. REV. 551 (2015).

Testing the Normative Desirability of the Mediating Hierarchy, 38 SEATTLE U. L. REV. 489 (2015) (invited symposium article).

Reconsidering the Institutional Design of Federal Securities Regulation, 56 WM. & MARY L. REV. 409 (2014).

Experimental Rules, 55 B.C. L. REV. 129 (2014).

—Highlighted by Larry Solum on the “Legal Theory Blog” as “very interesting and highly recommended”

Public Choice Theory and the Private Securities Market, 91 N. C. L. REV. 745 (2013).

—Reprinted at §3:2 SEC. L. REV. (2014) (editor, Donald C. Langevoort).

—Awarded the “Junior Faculty Scholarship Prize” at the C-LEAF Junior Faculty Workshop at George Washington University Law School, February 2012

Regulating in the Shadows: Systemic Moral Hazard and the Problem of the Twenty-First Century Bank Run, 63 ALA. L. REV. 221 (2012).

The Financial Innovation Process: Theory and Application, 36 DEL. J. CORP. L. 55 (2011).

—Reprinted at 53 CORP. PRAC. COMMENTATOR 117, No. 3, 2011 (editor, Robert B. Thompson)

OTHER PUBLICATIONS

Mormonism and the Possibility of a Materialist Apostasy, 54 DIALOGUE: A JOURNAL OF MORMON THOUGHT 67 (2021).

Amending the Delaware Corporate Code by Going to Court: Some Thoughts on Sciabacucchi v. Salzberg, “Harvard Law School Forum on Corporate Governance and Financial Regulation,” February 10, 2020.

Insider Trading as Fraud, Columbia Law School “Blue Sky” Blog, July 16, 2019.

Regulatory Experimentation (report and recommendations commissioned by the Administrative Conference of the United States (“ACUS”))

—This article was the basis for the ACUS Recommendation, *Learning from Regulatory Experience*, 82 Fed. Reg. 61,728, 61,738 (Dec. 29, 2017)

A Unified Theory of Insider Trading Law, “Harvard Law School Forum on Corporate Governance and Financial Regulation,” September 30, 2016.

Reconsidering the Institutional Design of Federal Securities Regulation, Columbia Law School “Blue Sky” Blog, June 4, 2015.

The Underwriting Process and Secondary Distributions, in RESEARCH HANDBOOK ON SECURITIES REGULATION IN THE UNITED STATES (Jerry W. Markham, ed., 2015).

Op-Ed, *Inventive Funding Deserves Creative Regulation*, Feb. 1, 2013, WALL ST. J., at A13.

Recent Case, *Tennessee v. Lane*, 124 S. Ct. 1979 (2004), 118 HARV. L. REV. 258 (2004).

Developments in the Law – Corporations and Society [Part III. Slimming the Fat Cats? Evaluating the New York Stock Exchange Listing Standards Requiring Shareholder Approval of Stock Options Plans], 117 HARV. L. REV. 2205 (2004).

JUDICIAL CLERKSHIP

U.S. Court of Appeals for the Second Circuit, New York, NY
Law Clerk, Judge Richard C. Wesley, 2005-2006

OTHER WORK EXPERIENCE

Cravath, Swaine & Moore LLP, New York, NY
Associate, Corporate Department, 2006-2009

Cleary, Gottlieb, Steen & Hamilton LLP, Paris, France
Summer Associate, Summer 2004

SELECT PRESENTATIONS AND SPEAKING ENGAGEMENTS

Presenter, “Delaware’s Internal Point of View,” Fordham Law School Faculty Colloquium, New York, NY (February 2024)

Presenter, “Interpreting the Federal Securities Laws,” Berle XV: Perspectives on Pritchard and Thompson, Seattle, WA (December 2023)

Presenter, “Delaware’s Internal Point of View,” BYU Winter Deals Conference, Park City, UT (March 2022)

Presenter, “The Neoclassical Theory of Corporate Fiduciary Duty Law,” BYU Winter Deals Conference, Park City, UT (March 2022)

Presenter, “What’s the Deal with *Revlon*?” American Law and Economics Association Annual Meeting, Chicago, IL (October 2020) (in person presentation cancelled because of COVID pandemic)

Presenter, “What’s the Deal with *Revlon*?,” BYU Winter Deals Conference, Park City, UT (March 2021)

Presenter, “What’s the Deal with Revlon,” Arizona State University Faculty Colloquium, Phoenix, AZ (November 2020)

Presenter, “The Contractual Fraud Theory of Insider Trading Law,” Arizona State University Faculty Colloquium, Phoenix, AZ (April 2017)

Presenter, “A Unified Theory of Insider Trading Law,” Univ. of Arizona Law School Faculty Colloquium, Univ. of Arizona Law School, Tucson, AZ (September 2015)

Presenter, “A Unified Theory of Insider Trading Law,” Pepperdine Law School Faculty Colloquium, Pepperdine Law School, Malibu, CA (September 2015)

Presenter, “A Unified Theory of Insider Trading Law,” Harvard/Yale/Stanford Junior Faculty Forum, Harvard Law School, Cambridge, MA (June 17, 2015)

Presenter, “A Unified Theory of Insider Trading Law,” National Business Law Scholars Conference, Seton Hall Law School, Newark, NJ (June 4, 2015)

Discussant, The Sixth Annual Berle Symposium, Seattle University Law School, Seattle, WA (June 23-24, 2014)

Presenter, “Making Experimental Rules Work,” National Business Law Scholars Conference, Loyola Law School, LA, Los Angeles, CA (June 19, 2014)

Presenter, “Making Experimental Rules Work,” ASU Legal Scholars Conference, ASU O’Connor College of Law, Tempe, AZ (March 15, 2014)

Presenter, “Reconsidering the Institutional Design of Federal Securities Regulation,” Rocky Mountain Junior Scholars Workshop, BYU Law School, Provo, UT (Nov. 7, 2013)

Presenter, “Experimental Rules,” Law and Economics Seminar, Notre Dame Law School, South Bend, IN (Sept. 9, 2013)

Discussant, “The Future of Fiduciary Duties,” SEALS Annual Meeting, West Palm Beach, FL (Aug. 9, 2013)

Presenter, “Reconsidering the Institutional Design of Federal Securities Regulation,” National Business Law Scholars Conference, Ohio State University Law School, Columbus, OH (June 12, 2013)

Presenter, “Public Choice Theory and the Private Securities Market,” Law & Society Annual Meeting, Honolulu, HI (June 5, 2012)

Discussant, “Government Ownership and the Private Sector,” Federalist Society Colloquium, Warrenton, VA (April 20-21, 2012)

Presenter, “Public Choice Theory and the Private Securities Market,” ASU Legal Scholars Conference, ASU Sandra Day O’Connor College of Law, Tempe, AZ (March 17, 2012)

Discussant, The Third Annual Symposium of the Adolf A. Berle, Jr. Center on Corporations, Law & Society, Seattle University School of Law, Seattle, WA (January 13, 2012)

Presenter, “Public Choice Theory and the Private Securities Market,” C-LEAF Junior Faculty Workshop, George Washington University Law School, Washington, D.C. (February 11, 2012)

Presenter, “Public Choice Theory and the Private Securities Market,” Rocky Mountain Junior Scholars Workshop, BYU Law School, Provo, UT (September 29, 2011)

Presenter, “Regulating the Financial Innovation Process: Theory and Application,” The Second Annual Symposium of the Adolf A. Berle, Jr. Center on Corporations, Law & Society, Seattle University School of Law, Seattle, WA (January 21, 2011)

Presenter, “Regulating the Financial Innovation Process: Theory and Application,” Law & Society Annual Meeting, Chicago, IL (May 29, 2010)

Presenter, “Regulating the Financial Innovation Process: Theory and Application,” Climenko Fellow Workshop, Harvard Law School, Cambridge, MA (March 20, 2010)

SELECT PROFESSIONAL ACTIVITIES

Panelist, “Publicly Soliciting ‘Private’ Securities Offerings: New Rule 506(c) and other JOBS Act Developments,” State Bar of Arizona Continuing Legal Education, Phoenix, AZ (Sept. 13, 2013)

Panelist, “How to Create Business Opportunities in Arizona,” ASU Corporate and Business Law Society, Tempe, AZ (Feb. 2, 2013)

Contributor, “World Economic Forum: Project on Rethinking Financial Innovation,” Davos, Switzerland (September 2011)

SERVICE

P&T Committee (2021-present)

Colloquium Chair (2019-2020)

Faculty Advisor to the ASU Law Journal (2013-2015)

Dean’s Faculty Advisory Council (2013-2015)

Appointments Committee Chair (2023-2024; 2016-2017; 2023-2024); Appointments Committee Member (2012-2017, 2019-present)

Faculty Advisor on Clerkships (2011-2015)

Colloquium Committee (2012-13)

BAR ADMISSION

New York, 2006