

15 U.S. Code § 78u-4. Private securities litigation

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(a) PRIVATE CLASS ACTIONS

(1) IN GENERAL

The provisions of this subsection shall apply in each private action arising under this chapter that is brought as a plaintiff class action pursuant to the Federal Rules of Civil Procedure.

(2) CERTIFICATION FILED WITH COMPLAINT

(A) In general Each plaintiff seeking to serve as a representative party on behalf of a class shall provide a sworn certification, which shall be personally signed by such plaintiff and filed with the complaint, that—

(i) [states \(/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-80204913-2067023498&term_occur=319&term_src=title:15:chapter:2B:section:78u-4\)](#) that the plaintiff has reviewed the complaint and authorized its filing;

(ii) [states \(/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-80204913-2067023498&term_occur=320&term_src=title:15:chapter:2B:section:78u-4\)](#) that the plaintiff did not purchase the [security \(/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-949122880-2067023492&term_occur=597&term_src=title:15:chapter:2B:section:78u-4\)](#) that is the subject of the complaint at the direction of plaintiff's counsel or in order to participate in any private action arising under this chapter;

(iii) [states \(/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-80204913-2067023498&term_occur=321&term_src=title:15:chapter:2B:section:78u-4\)](#) that the plaintiff is willing to serve as a representative party on behalf of a class, including providing testimony at deposition and trial, if necessary;

(iv) sets forth all of the transactions of the plaintiff in the [security \(/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-949122880-2067023492&term_occur=598&term_src=title:15:chapter:2B:section:78u-4\)](#) that is the subject of the complaint during the class period specified in the complaint;

(v) identifies any other action under this chapter, filed during the 3-year period preceding the date on which the certification is signed by the plaintiff, in which the plaintiff has sought to serve as a representative party on behalf of a class; and

(vi) [states \(/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-80204913-2067023498&term_occur=322&term_src=title:15:chapter:2B:section:78u-4\)](#) that the plaintiff will not accept any [payment \(/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-786681338-46902257&term_occur=130&term_src=title:15:chapter:2B:section:78u-4\)](#) for serving as a representative party on behalf of a class beyond the plaintiff's pro rata share of any recovery, except as ordered or approved by the court in accordance with paragraph (4).

(B) Nonwaiver of attorney-client privilege

The certification filed pursuant to subparagraph (A) shall not be construed to be a waiver of the attorney-client [privilege \(/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-1577388367-1115547792&term_occur=97&term_src=title:15:chapter:2B:section:78u-4\)](#).

(3) APPOINTMENT OF LEAD PLAINTIFF**(A) Early notice to class members**

(i) In general Not later than 20 days after the date on which the complaint is filed, the plaintiff or plaintiffs shall cause to be published, in a widely circulated national business-oriented publication or wire service, a notice advising members of the purported plaintiff class—

(I) of the pendency of the action, the claims asserted therein, and the purported class period; and

(II) that, not later than 60 days after the date on which the notice is published, any member of the purported class may move the court to serve as lead plaintiff of the purported class.

(ii) Multiple actions

If more than one action on behalf of a class asserting substantially the same claim or claims arising under this chapter is filed, only the plaintiff or plaintiffs in the first filed action shall be required to cause notice to be published in accordance with clause (i).

(iii) Additional notices may be required under Federal rules

Notice required under clause (i) shall be in addition to any notice required pursuant to the Federal Rules of Civil Procedure.

(B) Appointment of lead plaintiff**(i) In general**

Not later than 90 days after the date on which a notice is published under subparagraph (A)(i), the court shall consider any motion made by a purported class member in response to the notice, including any motion by a class member who is not individually named as a plaintiff in the complaint or complaints, and shall appoint as lead plaintiff the member or members of the purported plaintiff class that the court determines to be most capable of adequately representing the interests of class members (hereafter in this paragraph referred to as the "most adequate plaintiff") in accordance with this subparagraph.

(ii) Consolidated actions

If more than one action on behalf of a class asserting substantially the same claim or claims arising under this chapter has been filed, and any party has sought to consolidate those actions for pretrial purposes or for trial, the court shall not make the determination required by clause (i) until after the decision on the motion to consolidate is rendered. As soon as practicable after such decision is rendered, the court shall appoint the most adequate plaintiff as lead plaintiff for the consolidated actions in accordance with this paragraph.

(iii) Rebuttable presumption

(I) In general Subject to subclause (II), for purposes of clause (i), the court shall adopt a presumption that the most adequate plaintiff in any private action arising under this chapter is the [person](/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-991716523-482320180&term_occur=1168&term_src=title:15:chapter:2B:section:78u-4) [or group of persons](/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-991716523-482320180&term_occur=1169&term_src=title:15:chapter:2B:section:78u-4) that—

(aa) has either filed the complaint or made a motion in response to a notice under subparagraph (A) (i);

(bb) in the determination of the court, has the largest financial interest in the relief sought by the class; and

(cc) otherwise satisfies the requirements of Rule 23 of the Federal Rules of Civil Procedure.

(II) Rebuttal evidence The presumption described in subclause (I) may be rebutted only upon proof by a member of the purported plaintiff class that the presumptively most adequate plaintiff—

(aa) will not fairly and adequately protect the interests of the class; or

(bb) is subject to unique defenses that render such plaintiff incapable of adequately representing the class.

(iv) Discovery

For purposes of this subparagraph, discovery relating to whether a member or members of the purported plaintiff class is the most adequate plaintiff may be conducted by a plaintiff only if the plaintiff first demonstrates a reasonable basis for a finding that the presumptively most adequate plaintiff is incapable of adequately representing the class.

(v) Selection of lead counsel

The most adequate plaintiff shall, subject to the approval of the court, select and retain counsel to represent the class.

(vi) Restrictions on professional plaintiffs

Except as the court may otherwise permit, consistent with the purposes of this section, a person (/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-991716523-482320180&term_occur=1170&term_src=title:15:chapter:2B:section:78u-4), may be a lead plaintiff, or an officer, director (/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-246043532-482320178&term_occur=140&term_src=title:15:chapter:2B:section:78u-4), or fiduciary of a lead plaintiff, in no more than 5 securities (/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-1574008798-1210525349&term_occur=1886&term_src=title:15:chapter:2B:section:78u-4) class actions brought as plaintiff class actions pursuant to the Federal Rules of Civil Procedure during any 3-year period.

(4) RECOVERY BY PLAINTIFFS

The share of any final judgment or of any settlement that is awarded to a representative party serving on behalf of a class shall be equal, on a per share basis, to the portion of the final judgment or settlement awarded to all other members of the class. Nothing in this paragraph shall be construed to limit the award of reasonable costs and expenses (including lost wages) directly relating to the representation of the class to any representative party serving on behalf of a class.

(5) RESTRICTIONS ON SETTLEMENTS UNDER SEAL

The terms and provisions of any settlement agreement of a class action shall not be filed under seal, except that on motion of any party to the settlement, the court may order filing under seal for those portions of a settlement agreement as to which good cause is shown for such filing under seal. For purposes of this paragraph, good cause shall exist only if publication of a term or provision of a settlement agreement would cause direct and substantial harm to any party.

(6) RESTRICTIONS ON PAYMENT OF ATTORNEYS' FEES AND EXPENSES

Total attorneys' fees and expenses awarded by the court to counsel for the plaintiff class shall not exceed a reasonable percentage of the amount of any damages and prejudgment interest actually paid to the class.

(7) DISCLOSURE OF SETTLEMENT TERMS TO CLASS MEMBERS Any proposed or final settlement agreement that is published or otherwise disseminated to the class shall include each of the following statements, along with a cover page summarizing the information contained in such statements:

(A) Statement of plaintiff recovery

The amount of the settlement proposed to be distributed to the parties to the action, determined in the aggregate and on an average per share basis.

(B) Statement of potential outcome of case

(i) Agreement on amount of damages

If the settling parties agree on the average amount of damages per share that would be recoverable if the plaintiff prevailed on each claim alleged under this chapter, a statement concerning the average amount of such potential damages per share.

(ii) Disagreement on amount of damages

If the parties do not agree on the average amount of damages per share that would be recoverable if the plaintiff prevailed on each claim alleged under this chapter, a statement from each settling party concerning the issue or issues on which the parties disagree.

(iii) Inadmissibility for certain purposes

A statement made in accordance with clause (i) or (ii) concerning the amount of damages shall not be admissible in any Federal or [State](#) ([/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-80204913-2067023498&term_occur=323&term_src=title:15:chapter:2B:section:78u-4](#)) judicial action or administrative proceeding, other than an action or proceeding arising out of such statement.

(C) Statement of attorneys' fees or costs sought

If any of the settling parties or their counsel intend to apply to the court for an award of attorneys' fees or costs from any fund established as part of the settlement, a statement indicating which parties or counsel intend to make such an application, the amount of fees and costs that will be sought (including the amount of such fees and costs determined on an average per share basis), and a brief explanation supporting the fees and costs sought. Such information shall be clearly summarized on the cover page of any notice to a party of any proposed or final settlement agreement.

(D) Identification of lawyers' representatives

The name, telephone number, and address of one or more representatives of counsel for the plaintiff class who will be reasonably available to answer questions from class members concerning any matter contained in any notice of settlement published or otherwise disseminated to the class.

(E) Reasons for settlement

A brief statement explaining the reasons why the parties are proposing the settlement.

(F) Other information

Such other information as may be required by the court.

(8) SECURITY FOR PAYMENT OF COSTS IN CLASS ACTIONS

In any private action arising under this chapter that is certified as a class action pursuant to the Federal Rules of Civil Procedure, the court may require an undertaking from the attorneys for the plaintiff class, the plaintiff class, or both, or from the attorneys for the [defendant](#) ([/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-1394332815-1101496690&term_occur=49&term_src=title:15:chapter:2B:section:78u-4](#)), the [defendant](#) ([/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-1394332815-1101496690&term_occur=50&term_src=title:15:chapter:2B:section:78u-4](#)), or both, in such proportions and at such times as the court determines are just and equitable, for the [payment](#) ([/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-786681338-46902257&term_occur=131&term_src=title:15:chapter:2B:section:78u-4](#)) of fees and expenses that may be awarded under this subsection.

(9) ATTORNEY CONFLICT OF INTEREST

If a plaintiff class is represented by an attorney who directly owns or otherwise has a beneficial interest in the [securities](#) ([/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-1574008798-1210525349&term_occur=1887&term_src=title:15:chapter:2B:section:78u-4](#)) that are the subject of the litigation, the court shall make a determination of whether such ownership or other interest constitutes a conflict of interest sufficient to disqualify the attorney from representing the plaintiff class.

(b) REQUIREMENTS FOR SECURITIES FRAUD ACTIONS

(1) MISLEADING STATEMENTS AND OMISSIONS In any private action arising under this chapter in which the plaintiff alleges that the [defendant](#) ([/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-1394332815-1101496690&term_occur=51&term_src=title:15:chapter:2B:section:78u-4](#)),—

(A) made an untrue statement of a material fact; or

(B) omitted to [state](#) ([/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-80204913-2067023498&term_occur=324&term_src=title:15:chapter:2B:section:78u-4](#)), a material fact necessary in order to make the statements made, in the light of the circumstances in which they were made, not misleading;

the complaint shall specify each statement alleged to have been misleading, the reason or reasons why the

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statement is misleading, and, if an allegation regarding the statement or omission is made on information and belief, the complaint shall [state \(/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-80204913-2067023498&term_occur=325&term_src=title:15:chapter:2B:section:78u-4\)](#) with particularity all facts on which that belief is formed.

[width=840&height=800&iframe=true&def_id=15-USC-80204913-2067023498&term_occur=325&term_src=title:15:chapter:2B:section:78u-4\)](#) with particularity all facts on which that belief is formed.

(2) REQUIRED STATE OF MIND

(A) In general

Except as provided in subparagraph (B), in any private action arising under this chapter in which the plaintiff may recover money damages only on proof that the [defendant \(/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-1394332815-1101496690&term_occur=52&term_src=title:15:chapter:2B:section:78u-4\)](#) acted with a particular [state \(/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-80204913-2067023498&term_occur=326&term_src=title:15:chapter:2B:section:78u-4\)](#) of mind, the complaint shall, with respect to each act or omission alleged to violate this chapter, [state \(/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-80204913-2067023498&term_occur=327&term_src=title:15:chapter:2B:section:78u-4\)](#) with particularity facts giving rise to a strong inference that the [defendant \(/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-1394332815-1101496690&term_occur=53&term_src=title:15:chapter:2B:section:78u-4\)](#) acted with the required [state \(/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-80204913-2067023498&term_occur=328&term_src=title:15:chapter:2B:section:78u-4\)](#) of mind.

(B) Exception In the case of an action for money damages brought against a [credit rating agency \(/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-1156181761-2067023648&term_occur=14&term_src=title:15:chapter:2B:section:78u-4\)](#) or a controlling [person \(/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-991716523-482320180&term_occur=1171&term_src=title:15:chapter:2B:section:78u-4\)](#) under this chapter, it shall be sufficient, for purposes of pleading any required [state \(/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-80204913-2067023498&term_occur=329&term_src=title:15:chapter:2B:section:78u-4\)](#) of mind in relation to such action, that the complaint [state \(/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-80204913-2067023498&term_occur=330&term_src=title:15:chapter:2B:section:78u-4\)](#) with particularity facts giving rise to a strong inference that the [credit rating agency \(/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-1156181761-2067023648&term_occur=15&term_src=title:15:chapter:2B:section:78u-4\)](#) knowingly [\(/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-1547388228-622629139&term_occur=19&term_src=title:15:chapter:2B:section:78u-4\)](#) or recklessly failed—

(i) to conduct a reasonable investigation of the rated [security \(/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-949122880-2067023492&term_occur=599&term_src=title:15:chapter:2B:section:78u-4\)](#) with respect to the factual elements relied upon by its own methodology for evaluating [credit \(/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-1352291591-644048870&term_occur=129&term_src=title:15:chapter:2B:section:78u-4\)](#) risk; or

(ii) to obtain reasonable verification of such factual elements (which verification may be based on a sampling technique that does not amount to an audit) from other sources that the [credit rating agency \(/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-1156181761-2067023648&term_occur=16&term_src=title:15:chapter:2B:section:78u-4\)](#) considered to be competent and that were independent of the [issuer \(/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-1179159879-482320179&term_occur=405&term_src=title:15:chapter:2B:section:78u-4\)](#) and [underwriter \(/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-1253401931-2067023523&term_occur=19&term_src=title:15:chapter:2B:section:78u-4\)](#)

(3) MOTION TO DISMISS; STAY OF DISCOVERY

(A) Dismissal for failure to meet pleading requirements

In any private action arising under this chapter, the court shall, on the motion of any [defendant \(/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-1394332815-1101496690&term_occur=54&term_src=title:15:chapter:2B:section:78u-4\)](#), dismiss the complaint if the

requirements of paragraphs (1) and (2) are not met.

(B) Stay of discovery

In any private action arising under this chapter, all discovery and other proceedings shall be stayed during the pendency of any motion to dismiss, unless the court finds upon the motion of any party that particularized discovery is necessary to preserve evidence or to prevent undue prejudice to that party.

(C) Preservation of evidence

(i) In general

During the pendency of any stay of discovery pursuant to this paragraph, unless otherwise ordered by the court, any party to the action with actual notice of the allegations contained in the complaint shall treat all documents, data compilations (including electronically recorded or stored data), and tangible objects that are in the custody or control of such [person](/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-991716523-482320180&term_occur=1172&term_src=title:15:chapter:2B:section:78u-4) and that are relevant to the allegations, as if they were the subject of a continuing request for production of documents from an opposing party under the Federal Rules of Civil Procedure.

(ii) Sanction for willful violation

A party aggrieved by the willful failure of an opposing party to comply with clause (i) may apply to the court for an order awarding appropriate sanctions.

(D) Circumvention of stay of discovery

Upon a proper showing, a court may stay discovery proceedings in any private action in a [State](/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-80204913-2067023498&term_occur=331&term_src=title:15:chapter:2B:section:78u-4) court, as necessary in aid of its jurisdiction, or to protect or effectuate its judgments, in an action subject to a stay of discovery pursuant to this paragraph.

(4) LOSS CAUSATION

In any private action arising under this chapter, the plaintiff shall have the burden of proving that the act or omission of the [defendant](/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-1394332815-1101496690&term_occur=55&term_src=title:15:chapter:2B:section:78u-4) alleged to violate this chapter caused the loss for which the plaintiff seeks to recover damages.

(C) SANCTIONS FOR ABUSIVE LITIGATION

(1) MANDATORY REVIEW BY COURT

In any private action arising under this chapter, upon final adjudication of the action, the court shall include in the [record](/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-934908847-1936563910&term_occur=99&term_src=title:15:chapter:2B:section:78u-4) specific findings regarding compliance by each party and each attorney representing any party with each requirement of Rule 11(b) of the Federal Rules of Civil Procedure as to any complaint, responsive pleading, or dispositive motion.

(2) MANDATORY SANCTIONS

If the court makes a finding under paragraph (1) that a party or attorney violated any requirement of Rule 11(b) of the Federal Rules of Civil Procedure as to any complaint, responsive pleading, or dispositive motion, the court shall impose sanctions on such party or attorney in accordance with Rule 11 of the Federal Rules of Civil Procedure. Prior to making a finding that any party or attorney has violated Rule 11 of the Federal Rules of Civil Procedure, the court shall give such party or attorney notice and an opportunity to respond.

(3) PRESUMPTION IN FAVOR OF ATTORNEYS' FEES AND COSTS

(A) In general Subject to subparagraphs (B) and (C), for purposes of paragraph (2), the court shall adopt a presumption that the appropriate sanction—

(i) for failure of any responsive pleading or dispositive motion to comply with any requirement of Rule 11(b) of the Federal Rules of Civil Procedure is an award to the opposing party of the reasonable attorneys' fees and other expenses incurred as a direct result of the violation; and

(ii) for substantial failure of any complaint to comply with any requirement of Rule 11(b) of the Federal

Rules of Civil Procedure is an award to the opposing party of the reasonable attorneys' fees and other expenses incurred in the action.

(B) Rebuttal evidence The presumption described in subparagraph (A) may be rebutted only upon proof by the party or attorney against whom sanctions are to be imposed that—

(i) the award of attorneys' fees and other expenses will impose an unreasonable burden on that party or attorney and would be unjust, and the failure to make such an award would not impose a greater burden on the party in whose favor sanctions are to be imposed; or

(ii) the violation of Rule 11(b) of the Federal Rules of Civil Procedure was de minimis.

(C) Sanctions

If the party or attorney against whom sanctions are to be imposed meets its burden under subparagraph (B), the court shall award the sanctions that the court deems appropriate pursuant to Rule 11 of the Federal Rules of Civil Procedure.

(d) DEFENDANT'S RIGHT TO WRITTEN INTERROGATORIES

In any private action arising under this chapter in which the plaintiff may recover money damages, the court shall, when requested by a [defendant](#) ([/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-1394332815-1101496690&term_occur=56&term_src=title:15:chapter:2B:section:78u-4](#)), submit to the jury a written interrogatory on the issue of each such [defendant](#) ([/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-1394332815-1101496690&term_occur=57&term_src=title:15:chapter:2B:section:78u-4](#))'s [state](#) ([/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-80204913-2067023498&term_occur=332&term_src=title:15:chapter:2B:section:78u-4](#)) of mind at the time the alleged violation occurred.

(e) LIMITATION ON DAMAGES

(1) IN GENERAL

Except as provided in paragraph (2), in any private action arising under this chapter in which the plaintiff seeks to establish damages by reference to the market price of a [security](#) ([/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-949122880-2067023492&term_occur=600&term_src=title:15:chapter:2B:section:78u-4](#)), the award of damages to the plaintiff shall not exceed the difference between the purchase or [sale](#) ([/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-3522631-481887771&term_occur=277&term_src=title:15:chapter:2B:section:78u-4](#)) price paid or received, as appropriate, by the plaintiff for the subject [security](#) ([/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-949122880-2067023492&term_occur=601&term_src=title:15:chapter:2B:section:78u-4](#)) and the [mean trading price](#) ([/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-631879791-1965271189&term_occur=1&term_src=title:15:chapter:2B:section:78u-4](#)) of that [security](#) ([/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-949122880-2067023492&term_occur=602&term_src=title:15:chapter:2B:section:78u-4](#)) during the 90-day period beginning on the date on which the information correcting the misstatement or omission that is the basis for the action is disseminated to the market.

(2) EXCEPTION

In any private action arising under this chapter in which the plaintiff seeks to establish damages by reference to the market price of a [security](#) ([/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-949122880-2067023492&term_occur=603&term_src=title:15:chapter:2B:section:78u-4](#)), if the plaintiff sells or repurchases the subject [security](#) ([/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-949122880-2067023492&term_occur=604&term_src=title:15:chapter:2B:section:78u-4](#)) prior to the expiration of the 90-day period described in paragraph (1), the plaintiff's damages shall not exceed the difference between the purchase or [sale](#) ([/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-3522631-481887771&term_occur=278&term_src=title:15:chapter:2B:section:78u-4](#)) price paid or received, as appropriate, by the plaintiff for the [security](#) ([/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-949122880-2067023492&term_occur=605&term_src=title:15:chapter:2B:section:78u-4](#)) and the [mean trading price](#) ([/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-631879791-1965271189&term_occur=2&term_src=title:15:chapter:2B:section:78u-4](#)) of the [security](#) ([/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-949122880-2067023492&term_occur=606&term_src=title:15:chapter:2B:section:78u-4](#)) during the period beginning

immediately after dissemination of information correcting the misstatement or omission and ending on the date on

which the plaintiff sells or repurchases the [security \(/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-949122880-2067023492&term_occur=607&term_src=title:15:chapter:2B:section:78u-4\)](#).

(3) "MEAN TRADING PRICE" DEFINED

For purposes of this subsection, the "mean trading price ([/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-631879791-1965271189&term_occur=3&term_src=title:15:chapter:2B:section:78u-4](#))" of a [security \(/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-949122880-2067023492&term_occur=608&term_src=title:15:chapter:2B:section:78u-4\)](#) shall be an average of the daily trading price of that [security \(/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-949122880-2067023492&term_occur=609&term_src=title:15:chapter:2B:section:78u-4\)](#), determined as of the close of the market each day during the 90-day period referred to in paragraph (1).

(f) PROPORTIONATE LIABILITY

(1) APPLICABILITY

Nothing in this subsection shall be construed to create, affect, or in any manner modify, the standard for liability associated with any action arising under the [securities laws \(/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-709510675-2067023592&term_occur=53&term_src=title:15:chapter:2B:section:78u-4\)](#).

(2) LIABILITY FOR DAMAGES

(A) Joint and several liability

Any covered [person \(/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-991716523-482320180&term_occur=1173&term_src=title:15:chapter:2B:section:78u-4\)](#) against whom a final judgment is entered in a private action shall be liable for damages jointly and severally only if the trier of fact specifically determines that such covered [person \(/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-991716523-482320180&term_occur=1174&term_src=title:15:chapter:2B:section:78u-4\)](#) knowingly ([/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-1547388228-622629139&term_occur=20&term_src=title:15:chapter:2B:section:78u-4](#)) committed a violation of the [securities laws \(/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-709510675-2067023592&term_occur=54&term_src=title:15:chapter:2B:section:78u-4\)](#).

(B) Proportionate liability

(i) In general

Except as provided in subparagraph (A), a covered [person \(/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-991716523-482320180&term_occur=1175&term_src=title:15:chapter:2B:section:78u-4\)](#) against whom a final judgment is entered in a private action shall be liable solely for the portion of the judgment that corresponds to the percentage of responsibility of that covered [person \(/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-991716523-482320180&term_occur=1176&term_src=title:15:chapter:2B:section:78u-4\)](#), as determined under paragraph (3).

(ii) Recovery by and costs of covered person

In any case in which a contractual relationship permits, a covered [person \(/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-991716523-482320180&term_occur=1177&term_src=title:15:chapter:2B:section:78u-4\)](#) that prevails in any private action may recover the attorney's fees and costs of that covered [person \(/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-991716523-482320180&term_occur=1178&term_src=title:15:chapter:2B:section:78u-4\)](#) in connection with the action.

(3) DETERMINATION OF RESPONSIBILITY

(A) In general In any private action, the court shall instruct the jury to answer special interrogatories, or if there is no jury, shall make findings, with respect to each covered [person \(/definitions/uscode.php?](#)

[width=840&height=800&iframe=true&def_id=15-USC-991716523-482320180&term_occur=1179&term_src=title:15:chapter:2B:section:78u-4](#)) and each of the other persons ([/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-991716523-482320180&term_occur=1180&term_src=title:15:chapter:2B:section:78u-4](#)) claimed by any of the parties to have caused or contributed to the loss incurred by the plaintiff, including persons ([/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-991716523-482320180&term_occur=1181&term_src=title:15:chapter:2B:section:78u-4](#)) who have entered into settlements with the plaintiff or plaintiffs, concerning—

- (i) whether such person ([/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-991716523-482320180&term_occur=1182&term_src=title:15:chapter:2B:section:78u-4](#)) violated the securities laws ([/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-709510675-2067023592&term_occur=55&term_src=title:15:chapter:2B:section:78u-4](#));
- (ii) the percentage of responsibility of such person ([/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-991716523-482320180&term_occur=1183&term_src=title:15:chapter:2B:section:78u-4](#)), measured as a percentage of the total fault of all persons ([/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-991716523-482320180&term_occur=1184&term_src=title:15:chapter:2B:section:78u-4](#)) who caused or contributed to the loss incurred by the plaintiff; and
- (iii) whether such person ([/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-991716523-482320180&term_occur=1185&term_src=title:15:chapter:2B:section:78u-4](#)) knowingly ([/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-1547388228-622629139&term_occur=21&term_src=title:15:chapter:2B:section:78u-4](#)) committed a violation of the securities laws ([/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-709510675-2067023592&term_occur=56&term_src=title:15:chapter:2B:section:78u-4](#)).

(B) Contents of special interrogatories or findings

The responses to interrogatories, or findings, as appropriate, under subparagraph (A) shall specify the total amount of damages that the plaintiff is entitled to recover and the percentage of responsibility of each covered person ([/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-991716523-482320180&term_occur=1186&term_src=title:15:chapter:2B:section:78u-4](#)) found to have caused or contributed to the loss incurred by the plaintiff or plaintiffs.

(C) Factors for consideration In determining the percentage of responsibility under this paragraph, the trier of fact shall consider—

- (i) the nature of the conduct of each covered person ([/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-991716523-482320180&term_occur=1187&term_src=title:15:chapter:2B:section:78u-4](#)) found to have caused or contributed to the loss incurred by the plaintiff or plaintiffs; and
- (ii) the nature and extent of the causal relationship between the conduct of each such person ([/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-991716523-482320180&term_occur=1188&term_src=title:15:chapter:2B:section:78u-4](#)) and the damages incurred by the plaintiff or plaintiffs.

(4) UNCOLLECTIBLE SHARE

(A) In general Notwithstanding paragraph (2)(B), upon ^[1] motion made not later than 6 months after a final judgment is entered in any private action, the court determines that all or part of the share of the judgment of the covered person ([/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-991716523-482320180&term_occur=1189&term_src=title:15:chapter:2B:section:78u-4](#)) is not collectible against that covered person ([/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-991716523-482320180&term_occur=1190&term_src=title:15:chapter:2B:section:78u-4](#)) and is also not collectible against a covered person ([/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-991716523-482320180&term_occur=1191&term_src=title:15:chapter:2B:section:78u-4](#)) described in paragraph (2)(A), each covered person ([/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-991716523-482320180&term_occur=1192&term_src=title:15:chapter:2B:section:78u-4](#)) described in paragraph (2)(B) shall be liable for the uncollectible share as follows:

- (i) **Percentage of net worth** Each covered person ([/definitions/uscode.php?](#)

[width=840&height=800&iframe=true&def_id=15-USC-991716523-](#)

[482320180&term_occur=1193&term_src=title:15:chapter:2B:section:78u-4](#)) shall be jointly and severally liable for the uncollectible share if the plaintiff establishes that—

(I) the plaintiff is an individual whose recoverable damages under the final judgment are equal to more than 10 percent of the net worth of the plaintiff; and

(II) the net worth of the plaintiff is equal to less than \$200,000.

(ii) Other plaintiffs

With respect to any plaintiff not described in subclauses (I) and (II) of clause (i), each covered [person \(/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-991716523-482320180&term_occur=1194&term_src=title:15:chapter:2B:section:78u-4\)](#) shall be liable for the uncollectible share in proportion to the percentage of responsibility of that covered [person \(/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-991716523-482320180&term_occur=1195&term_src=title:15:chapter:2B:section:78u-4\)](#), except that the total liability of a covered [person \(/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-991716523-482320180&term_occur=1196&term_src=title:15:chapter:2B:section:78u-4\)](#) under this clause may not exceed 50 percent of the proportionate share of that covered [person \(/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-991716523-482320180&term_occur=1197&term_src=title:15:chapter:2B:section:78u-4\)](#), as determined under paragraph (3)(B).

(iii) Net worth

For purposes of this subparagraph, net worth shall be determined as of the date immediately preceding the date of the purchase or [sale \(/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-3522631-481887771&term_occur=279&term_src=title:15:chapter:2B:section:78u-4\)](#) (as applicable) by the plaintiff of the [security \(/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-949122880-2067023492&term_occur=610&term_src=title:15:chapter:2B:section:78u-4\)](#) that is the subject of the action, and shall be equal to the fair market value of assets, minus liabilities, including the net value of the investments of the plaintiff in real and personal property (including personal residences).

(B) Overall limit

In no case shall the total [payments \(/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-786681338-46902257&term_occur=132&term_src=title:15:chapter:2B:section:78u-4\)](#) required pursuant to subparagraph (A) exceed the amount of the uncollectible share.

(C) Covered persons subject to contribution

A covered [person \(/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-991716523-482320180&term_occur=1198&term_src=title:15:chapter:2B:section:78u-4\)](#) against whom judgment is not collectible shall be subject to contribution and to any continuing liability to the plaintiff on the judgment.

(5) RIGHT OF CONTRIBUTION To the extent that a covered [person \(/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-991716523-482320180&term_occur=1199&term_src=title:15:chapter:2B:section:78u-4\)](#) is required to make an additional [payment \(/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-786681338-46902257&term_occur=133&term_src=title:15:chapter:2B:section:78u-4\)](#) pursuant to paragraph (4), that covered [person \(/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-991716523-482320180&term_occur=1200&term_src=title:15:chapter:2B:section:78u-4\)](#) may recover contribution—

(A) from the covered [person \(/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-991716523-482320180&term_occur=1201&term_src=title:15:chapter:2B:section:78u-4\)](#) originally liable to make the [payment \(/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-786681338-46902257&term_occur=134&term_src=title:15:chapter:2B:section:78u-4\)](#)

(B) from any covered [person \(/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-991716523-482320180&term_occur=1202&term_src=title:15:chapter:2B:section:78u-4\)](#) liable jointly and severally pursuant to paragraph (2)(A);

(C) from any covered [person \(/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-991716523-482320180&term_occur=1203&term_src=title:15:chapter:2B:section:78u-4\)](#) held proportionately

liable pursuant to this paragraph who is liable to make the same payment (/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-786681338-46902257&term_occur=135&term_src=title:15:chapter:2B:section:78u-4) and has paid less than his or her

proportionate share of that payment: (/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-786681338-46902257&term_occur=136&term_src=title:15:chapter:2B:section:78u-4); or

(D) from any other person (/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-991716523-482320180&term_occur=1204&term_src=title:15:chapter:2B:section:78u-4), responsible for the conduct giving rise to the payment (/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-786681338-46902257&term_occur=137&term_src=title:15:chapter:2B:section:78u-4) that would have been liable to make the same payment. (/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-786681338-46902257&term_occur=138&term_src=title:15:chapter:2B:section:78u-4).

(6) NONDISCLOSURE TO JURY

The standard for allocation of damages under paragraphs (2) and (3) and the procedure for reallocation of uncollectible shares under paragraph (4) shall not be disclosed to members of the jury.

(7) SETTLEMENT DISCHARGE

(A) **In general** A covered person (/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-991716523-482320180&term_occur=1205&term_src=title:15:chapter:2B:section:78u-4) who settles any private action at any time before final verdict or judgment shall be discharged from all claims for contribution brought by other persons (/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-991716523-482320180&term_occur=1206&term_src=title:15:chapter:2B:section:78u-4). Upon entry of the settlement by the court, the court shall enter a bar order constituting the final discharge of all obligations to the plaintiff of the settling covered person (/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-991716523-482320180&term_occur=1207&term_src=title:15:chapter:2B:section:78u-4) arising out of the action. The order shall bar all future claims for contribution arising out of the action—

(i) by any person (/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-991716523-482320180&term_occur=1208&term_src=title:15:chapter:2B:section:78u-4) against the settling covered person (/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-991716523-482320180&term_occur=1209&term_src=title:15:chapter:2B:section:78u-4); and

(ii) by the settling covered person (/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-991716523-482320180&term_occur=1210&term_src=title:15:chapter:2B:section:78u-4) against any person (/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-991716523-482320180&term_occur=1211&term_src=title:15:chapter:2B:section:78u-4), other than a person (/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-991716523-482320180&term_occur=1212&term_src=title:15:chapter:2B:section:78u-4) whose liability has been extinguished by the settlement of the settling covered person (/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-991716523-482320180&term_occur=1213&term_src=title:15:chapter:2B:section:78u-4).

(B) **Reduction** If a covered person (/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-991716523-482320180&term_occur=1214&term_src=title:15:chapter:2B:section:78u-4) enters into a settlement with the plaintiff prior to final verdict or judgment, the verdict or judgment shall be reduced by the greater of—

(i) an amount that corresponds to the percentage of responsibility of that covered person (/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-991716523-482320180&term_occur=1215&term_src=title:15:chapter:2B:section:78u-4); or

(ii) the amount paid to the plaintiff by that covered person (/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-991716523-482320180&term_occur=1216&term_src=title:15:chapter:2B:section:78u-4).

(8) CONTRIBUTION

A covered person (/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-991716523-482320180&term_occur=1217&term_src=title:15:chapter:2B:section:78u-4)

[482320180&term_occur=1217&term_src=title:15:chapter:2B:section:78u-4](#)) who becomes jointly and severally liable for damages in any private action may recover contribution from any other [person \(/definitions/uscode.php?](#)

[width=840&height=800&iframe=true&def_id=15-USC-991716523-482320180&term_occur=1218&term_src=title:15:chapter:2B:section:78u-4](#)) who, if joined in the original action, would have been liable for the same damages. A claim for contribution shall be determined based on the percentage of responsibility of the claimant and of each [person \(/definitions/uscode.php?](#)
[width=840&height=800&iframe=true&def_id=15-USC-991716523-482320180&term_occur=1219&term_src=title:15:chapter:2B:section:78u-4](#)) against whom a claim for contribution is made.

(9) STATUTE OF LIMITATIONS FOR CONTRIBUTION

In any private action determining liability, an action for contribution shall be brought not later than 6 months after the entry of a final, nonappealable judgment in the action, except that an action for contribution brought by a covered [person \(/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-991716523-482320180&term_occur=1220&term_src=title:15:chapter:2B:section:78u-4](#)) who was required to make an additional payment ([/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-786681338-46902257&term_occur=139&term_src=title:15:chapter:2B:section:78u-4](#)) pursuant to paragraph (4) may be brought not later than 6 months after the date on which such payment ([/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-786681338-46902257&term_occur=140&term_src=title:15:chapter:2B:section:78u-4](#)) was made.

(10) DEFINITIONS For purposes of this subsection—

(A) a covered [person \(/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-991716523-482320180&term_occur=1221&term_src=title:15:chapter:2B:section:78u-4\)](#) “knowingly ([/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-1547388228-622629139&term_occur=22&term_src=title:15:chapter:2B:section:78u-4](#)) commits a violation of the securities laws ([/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-709510675-2067023592&term_occur=57&term_src=title:15:chapter:2B:section:78u-4](#))”—

(i) with respect to an action that is based on an untrue statement of material fact or omission of a material fact necessary to make the statement not misleading, if—

(I) that covered [person \(/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-991716523-482320180&term_occur=1222&term_src=title:15:chapter:2B:section:78u-4\)](#) makes an untrue statement of a material fact, with actual knowledge that the representation is false, or omits to [state \(/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-80204913-2067023498&term_occur=333&term_src=title:15:chapter:2B:section:78u-4\)](#) a fact necessary in order to make the statement made not misleading, with actual knowledge that, as a result of the omission, one of the material representations of the covered [person \(/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-991716523-482320180&term_occur=1223&term_src=title:15:chapter:2B:section:78u-4\)](#) is false; and

(II) persons ([/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-991716523-482320180&term_occur=1224&term_src=title:15:chapter:2B:section:78u-4](#)) are likely to reasonably rely on that misrepresentation or omission; and

(ii) with respect to an action that is based on any conduct that is not described in clause (i), if that covered [person \(/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-991716523-482320180&term_occur=1225&term_src=title:15:chapter:2B:section:78u-4\)](#) engages in that conduct with actual knowledge of the facts and circumstances that make the conduct of that covered [person \(/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-991716523-482320180&term_occur=1226&term_src=title:15:chapter:2B:section:78u-4\)](#) a violation of the securities laws ([/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-709510675-2067023592&term_occur=58&term_src=title:15:chapter:2B:section:78u-4](#));

(B) reckless conduct by a covered [person \(/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-991716523-482320180&term_occur=1227&term_src=title:15:chapter:2B:section:78u-4\)](#) shall not be construed to constitute a knowing [commission \(/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-1283237621-2067023497&term_occur=2206&term_src=title:15:chapter:2B:section:78u-4\)](#), of a violation of the securities laws ([/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-709510675-2067023592&term_occur=59&term_src=title:15:chapter:2B:section:78u-4](#)); by that covered

[person](#); ([/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-991716523-482320180&term_occur=1228&term_src=title:15:chapter:2B:section:78u-4](#)).

(C) the term “covered [person](#) ([/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-991716523-482320180&term_occur=1229&term_src=title:15:chapter:2B:section:78u-4](#)),” means—

(i) a [defendant](#) ([/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-1394332815-1101496690&term_occur=58&term_src=title:15:chapter:2B:section:78u-4](#)) in any private action arising under this chapter; or

(ii) a [defendant](#) ([/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-1394332815-1101496690&term_occur=59&term_src=title:15:chapter:2B:section:78u-4](#)) in any private action arising under [section 77k of this title](#) ([/uscode/text/15/77k](#)), who is an outside [director](#) ([/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-246043532-482320178&term_occur=141&term_src=title:15:chapter:2B:section:78u-4](#)) of the [issuer](#) ([/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-1179159879-482320179&term_occur=406&term_src=title:15:chapter:2B:section:78u-4](#)) of the [securities](#) ([/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-1574008798-1210525349&term_occur=1888&term_src=title:15:chapter:2B:section:78u-4](#)) that are the subject of the action; and

(D) the term “outside [director](#) ([/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-246043532-482320178&term_occur=142&term_src=title:15:chapter:2B:section:78u-4](#)),” shall have the meaning given such term by rule or regulation of the [Commission](#) ([/definitions/uscode.php?width=840&height=800&iframe=true&def_id=15-USC-1283237621-2067023497&term_occur=2207&term_src=title:15:chapter:2B:section:78u-4](#)).

(June 6, 1934, ch. 404, title I, § 21D, as added and amended [Pub. L. 104-67, title I](#) (<https://www.law.cornell.edu/rio/citation/Pub.L.104-67>), § 101(b), title II, § 201(a), Dec. 22, 1995, [109 Stat. 743](#) (<https://www.law.cornell.edu/rio/citation/109.Stat.743>), 758; [Pub. L. 105-353, title I](#) (<https://www.law.cornell.edu/rio/citation/Pub.L.105-353>), § 101(b)(2), title III, § 301(b)(13), Nov. 3, 1998, [112 Stat. 3233](#) (<https://www.law.cornell.edu/rio/citation/112.Stat.3233>), 3236; [Pub. L. 111-203, title IX](#) (<https://www.law.cornell.edu/rio/citation/Pub.L.111-203>), § 933(b), July 21, 2010, [124 Stat. 1883](#) (<https://www.law.cornell.edu/rio/citation/124.Stat.1883>).)

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(<https://help.law.cornell.edu/forum/category-2/help-with-aa/88-how-current-is-the-information-on-the-lii-website>).

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