Table of contents

Acknowledgements 5		4.	Periodic reporting
			requirements95
1.	Introduction7		4.1 Background
	1.1 Background		4.2 Rule 12g3-2(b) exemption
	1.2 Regulation of foreign private		4.3 Exchange Act reports
	issuers		4.4 Sarbanes-Oxley Act
	1.3 Becoming subject to US		4.5 Other disclosure issues
	securities regulation		4.6 Delisting and deregistration
	1.4 Securities and Exchange		4.7 International disclosure
	Commission		standards
2.	Public offerings 33	5.	International offerings
	2.1 Background		with US participants143
	2.2 Registration under the		5.1 Overview
	Securities Act		5.2 Determination of US ownership
	2.3 General procedures and		5.3 Rights offerings
	disclosure obligations		5.4 Tender offers
	2.4 Publicity		5.5 Exchange offers
	2.5 SEC review		5.6 Business combinations
	2.6 Preparation for initial public offerings		5.7 Information requirements
	2.7 Simplified registration	6.	American depositary
	procedures		receipts157
	2.8 Listing on national securities		6.1 Overview
	exchanges		6.2 Definition and characteristics
			6.3 Types of ADR programmes
3.	Private placements63		6.4 Levels of ADR programmes
	3.1 Overview		6.5 Legal requirements for ADR
	3.2 Rule 144A offerings		programmes
	3.3 Regulation S offshore		6.6 Uses of ADR programmes
	transactions		6.7 Compensation of US employees
	3.4 Resale registrations		
	3.5 Disclosure in private placements	7.	Securities litigation risks 175
			7.1 Background
			7.2 Bases for civil liability
			7.3 Exposure of issuers and others

7.4 Coping with civil liability risks	Appendix H 247
7.5 Jurisdiction of US courts	Sample legend for exchange
7.6 Private Securities Litigation Reform Act of 1995	offers by foreign private issuers
7.7 State law risks	Appendix I 249
7.8 Bases for criminal liability	Listing standards on US national
7.9 Defensive actions	securities exchanges for
	international companies
Appendix A 213	
Commentary on Form 20-F:	List of certain 255
disclosure requirements for	defined terms
foreign private issuers	
	About the authors257
Appendix B 223	
Comparison of private placements	Index259
and public offerings by foreign	
private issuers	
Appendix C 227	
Sample checklist for due diligence	
review in international securities	
offerings	
Appendix D 233	
Sample publicity guidelines for	
private placements by foreign	
private issuers	
Appendix E 239	
Sample timeline for international	
securities offerings registered with	
the SEC	
Appendix F 243	
Sample legend for Regulation S,	
Regulation D and Rule 144A	
offerings	
Appendix G 245	
Sample jurisdictional warning	
for foreign private issuers	