

**AFRA AFSHARIPOUR**

University of California, Davis, School of Law  
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**ACADEMIC EXPERIENCE**

**UNIVERSITY OF CALIFORNIA, DAVIS, SCHOOL OF LAW**

Davis, CA

*Acting Professor of Law*

July 2007-present

*Courses:* Antitrust, Business Associations, Mergers and Acquisitions

*Research:* Business Associations; Comparative Corporate Law; Corporate Governance; Corporate Social Responsibility; Mergers and Acquisitions; Securities Regulation; Transactional Law

*Awards:* Distinguished Teaching Award Nominee 2009  
Martin Luther King, Jr. Hall Research Scholar 2009, 2010, 2011

**DAVIS POLK & WARDWELL/CLSEPA ASYLUM CLINIC**

Menlo Park, CA

*Instructor*

August 2003-June 2004

Designed and taught asylum clinic, jointly sponsored with Community Legal Services in East Palo Alto, to law students from Stanford Law School.

**OTHER PROFESSIONAL EXPERIENCE**

**DAVIS POLK & WARDWELL**

New York, NY and Menlo Park, CA

*Associate*

Summer 1998, October 2000-July 2007

*Corporate:* Advised clients on domestic and cross border mergers and acquisitions, public and private securities offerings, corporate governance and compliance matters, bank regulatory matters and general corporate transactions.

*Pro Bono:* Awarded State Bar of California's Wiley W. Manuel Award for Pro Bono Legal Services in 2004  
Represented asylum petitioners and immigrant petitioners under the Violence Against Women Act before asylum officers, immigration judges, the Board of Immigration Appeals and the U.S. Court of Appeals for the Ninth Circuit

Researcher for *Public Service in a Time of Crisis*, a Report on the Legal Community's Response to the Events of September 11, 2001, by the Association of the Bar of the City of New York Fund, the NALP Foundation and the Louis Stein Center for Law and Ethics of Fordham Law School

**COLUMBIA UNIVERSITY SCHOOL OF LAW**

New York, NY

*Research Fellow - Program on Careers in Law Teaching*

June 2005-November 2005

**HONORABLE ROSEMARY BARKETT, U.S. COURT OF APPEALS FOR THE ELEVENTH CIRCUIT**

Miami, FL

*Judicial Clerk*

August 1999-August 2000

**INT'L WOMEN'S RIGHTS ACTION WATCH ASIA-PACIFIC**

Kuala Lumpur, Malaysia and New York, NY

*Human Rights Intern*

Summer 1997-January 1999

**EDUCATION**

**COLUMBIA UNIVERSITY SCHOOL OF LAW**

New York, NY

*Juris Doctor*

May 1999

*Honors:* Harlan Fiske Stone Scholar  
Certificate of Achievement with Honors, Parker School of Foreign and Comparative Law 1999  
A.L. Negroni Award for Best Student-Written Note on a Gender-Related Topic 1999  
Susan Price Carr Scholarship 1998  
Columbia Human Rights Fellow 1997

*Journals:* Columbia Law Review - Articles Editor 1998-99, Member 1997-98  
 Columbia Journal of Gender & Law - Submissions Editor 1997-98, Member 1996-97  
*Activities:* Columbia Law Women's Association - President 1997-98, Member 1996-97, 1998-99  
 Willem C. Vis International Commercial Arbitration Moot Court Team 1997-99  
 Research Assistant for Professor Gerald Neuman 1998-99

**CORNELL UNIVERSITY**

Ithaca, NY

Bachelor of Arts, *magna cum laude*, with Distinction in all subjects

May 1996

*Major:* Government*Minors:* International Relations, Women's Studies

*Honors:* Academic Distinction and Honors for Independent Thesis: *Transnational Issue Networks and Domestic Activity: The Case of the Global Women's Movement and Women's Rights in India*  
 Harrop and Ruth Freeman Prize in Peace Studies 1996  
 Dean's List (all semesters)

**LONDON SCHOOL OF ECONOMICS & POLITICAL SCIENCE**

London, United Kingdom

Diploma in International Relations

June 1995

**PUBLICATIONS & WORK IN PROGRESS**

*A Shareholders' Put Option: Counteracting the Acquirer Overpayment Problem*, 96 Minnesota L. Rev. (Forthcoming 2012)

*Directors as Trustees of the Nation? India's Corporate Governance and Corporate Social Responsibility Reform Efforts*, 34 Seattle U. L. Rev. 996 (2011) (invited symposium article)  
<http://ssrn.com/abstract=1856195>

*Outbound Mergers and Acquisitions by Indian Firms*, The Conference Board Director Notes No. DN-V3N10 (2011) (<http://ssrn.com/abstract=1856222>)

*Rising Multinationals: Law and the Evolution of Outbound Acquisitions by Indian Companies*, 44 U.C. Davis L. Rev. 1029 (2011) (invited symposium article) (<http://ssrn.com/abstract=1678741>)

*The Promise and Challenges of India's Corporate Governance Reforms*, 1 Indian J. of L. & Econ. 33 (2010) (invited inaugural issue) (<http://ssrn.com/abstract=1640249>)

*A Brief Overview of Corporate Governance Reforms in India*, The Conference Board Director Notes No. DN-020 (December 2010) (<http://ssrn.com/abstract=1729422>)

*Transforming the Allocation of Deal Risk Through Reverse Termination Fees*, 63 Vanderbilt L. Rev. 1161 (2010) (<http://ssrn.com/abstract=1568951>)

*Integrating the Financial Crisis in the Business Associations Course: Benefits and Pitfalls*, 5 J. Bus. & Tech. L. 5 (2010) (invited conference essay) (<http://ssrn.com/abstract=1568929>)

*Corporate Governance Convergence: Lessons from the Indian Experience*, 29 Northwestern J. Int'l L. & Bus. 335 (2009) (<http://ssrn.com/abstract=1413859>)

*Incorporating "Business" in Business Law Classes*, 8 U.C. Davis Bus. L.J. 1 (2007) (invited essay) (<http://ssrn.com/abstract=1413887>)

Note, *Empowering Ourselves: The Role of Women's NGOs in the Enforcement of the Women's Convention*, 99 Colum. L. Rev. 129 (1999) (<http://ssrn.com/abstract=1413882>)

*The Law of the Cross-Border Deal: Exploring Private Equity Transactions in India* (work in progress)

*India Corporate Governance Handbook*, The Conference Board (work in progress)

**SELECTED SCHOLARLY PRESENTATIONS AND WORKSHOPS**

*A Shareholders' Put Option*, The 2011 Meetings of the Canadian Law and Economics Association (CLEA), University of Toronto, Toronto, Canada (Scheduled September 2011)

*A Shareholders' Put Option*, Corporate Law Colloquium, Washington University in St. Louis School of Law, Saint Louis, Missouri (Scheduled September 2011)

Paper Commentator, Northern California International Law Scholars Meeting, McGeorge Law School, Sacramento, California (September 2011)

*A Shareholders' Put Option*, Faculty Workshop, Tulane University Law School, New Orleans, Louisiana (August 2011)

*A Shareholders' Put Option*, The Junior Business Law Conference at Colorado Law School, Boulder, Colorado (July 2011)

Paper Commentator, The Junior Business Law Conference at Colorado Law School, Boulder, Colorado (July 2011)

*A Shareholders' Put Option*, 2011 AALS Workshop on Women Rethinking Equality, Washington, DC (June 2011)

*The Law of the Cross-Border Deal: Exploring Private Equity Transactions in India*, Law and Society Association Annual Meeting, San Francisco, California (June 2011)

Moderator, *New Corporate Governance: Competing Values*, Law and Society Association Annual Meeting, San Francisco, California (June 2011)

Closing Comments and Faculty Advisor, Conference on *Entrepreneurship and the Law: Navigating the Legal Challenges Facing Growing Ventures*, UC Davis School of Law, Davis, California (March 2011)

*Directors as Trustees of the Nation? India's Corporate Governance and Corporate Social Responsibility Reform Efforts*, Berle II Symposium, Adolf A. Berle, Jr. Center on Corporations, Law & Society, Seattle University Law School, Seattle, Washington (January 2011)

*Directors as Trustees of the Nation? India's Corporate Governance and Corporate Social Responsibility Reform Efforts*, American Association of Law Schools (AALS) Annual Meeting, San Francisco, California (January 2011)

*Directors as Trustees of the Nation? India's Corporate Governance and Corporate Social Responsibility Reform Efforts*, Conference of Asian Pacific American Law Faculty, University of Hawaii School of Law, Honolulu, Hawaii (December 2010)

*The Agency Costs of Buyer Boards* (earlier version of *A Shareholders' Put Option*), Southeastern Association of Law Schools, Palm Beach, Florida (August 2010)

*The Fundamentals of Mergers and Acquisitions*, National Law School of India University, Bangalore, India (June 2010)

*The Agency Costs of Buyer Boards* (earlier version of *A Shareholders' Put Option*), Law and Society Association Annual Meeting, Chicago, Illinois (May 2010)

*The Agency Costs of Buyer Boards* (earlier version of *A Shareholders' Put Option*), Southwest/West Junior Scholars Conference, Sandra Day O'Connor College of Law at Arizona State University, Tempe, Arizona (March 2010)

Moderator & Faculty Advisor, *M&A Transactions in a Post-Financial Crisis Economy*, Conference on *Technology Transactions in the Post-Financial Crisis Economy*, UC Davis School of Law, Davis, California (March 2010)

Judge, First Annual Transactional Lawyering Competition, Earle Mack School of Law at Drexel University, Philadelphia, Pennsylvania (March 2010)

Invited Participant, *Teaching Transactional Lawyering: Moving the Project Forward*, Earle Mack School of Law, Drexel University, Philadelphia, Pennsylvania (March 2010)

*Rising Multinationals: Law and the Evolution of Outbound Acquisitions by Indian Companies*, symposium entitled "The Asian Century?" UC Davis School of Law, Davis, California (February 2010)

*CEDAW's Relevance to Corporate Law*, California International Law Center, Davis, California (January 2010)

*Rising Multinationals: Law and The Evolution of Outbound Acquisitions by Indian Companies*, UC Davis School of Law Junior Faculty Workshop, Davis, California (December 2009)

*Rising Multinationals: Exploring Outbound Acquisitions by Indian Corporations*, AALS Conference on Business Associations, Long Beach, California (June 2009)

*Paying to Break Up: The Rise of Reverse Termination Fees*, AALS Workshop on Transactional Law, Long Beach, California (June 2009)

Invited Participant, *Corporate Governance and Securities Law Responses to the Financial Crisis*, University of Maryland School of Law, Baltimore, Maryland (April 2009)

*Paying to Break Up: The Rise of Reverse Termination Fees*, UC Davis School of Law Faculty Workshop, Davis, California (April 2009)

*Rising Multinationals: Exploring Outbound Acquisitions by Indian Corporations*, Conference of Asian Pacific American Law Faculty, UC Davis School of Law, Davis, California (March 2009)

*Is Breaking Up That Hard to Do? Reverse Termination Fees and Board Fiduciary Duties in Private Equity Related Transactions*, Conference of Asian Pacific American Law Faculty, UC Davis School of Law, Davis, California (March 2009)

Moderator & Faculty Advisor, *ADR and Corporate America: Origin and Evolution*, Conference on Overhauling International Dispute Resolution, UC Davis School of Law, Davis, California (March 2009)

*Practicing Corporate Law*, Freshman Pre-Law Seminar, UC Davis, Davis, California (November 2008)

*Corporate Governance Convergence: The Indian Experience*, Joint Conference of the Western Law Teachers of Color and Conference of Asian Pacific American Law Faculty, University of Denver Sturm College of Law, Denver, Colorado (April 2008)

*Corporate Governance Convergence: The Indian Experience*, Seattle University School of Law Faculty Workshop, Seattle, Washington (March 2008)

*Due Diligence & Contracts From a Corporate Law Perspective*, Guest Lecturer for Professor Andrea Bjorklund's Contracts class at UC Davis School of Law, Davis, California (March & November 2007)

#### **PROFESSIONAL AFFILIATIONS**

Association of American Law Schools

Member, Sections on Antitrust, Business Associations, Comparative Law, Securities Regulation, Women in Legal Education

Treasurer, Provisional Section on Transactional Law and Skills (2011)

American Society of Comparative Law

Board of Directors (2009-Present)

American Bar Association

Sections: Business Law, M&A Committee

The Conference Board, Inc.

Consultant for The India Project (2010-Present)

Referee for book proposals or manuscripts under consideration by Wolters Kluwer Law & Business (2), Aspen Publishers (2)

### **LAW SCHOOL AND UNIVERSITY SERVICE**

#### ***Committee Service at University of California, Davis, School of Law***

Member, Academic Appeals Committee (2011-2012)  
 Member, LL.M. Admissions Committee (2011-2012)  
 Member, Judicial Clerkship Committee (2011-2012)  
 Member, Intellectual Enrichment Committee (2011-2012)  
 Member, Educational Policy Committee (2010-2011)  
 Member, Loan Repayment Assistance Program (LRAP) Oversight Committee (2007-2009; 2010-2011)  
 Member, Admissions Committee (2009-2010)

#### ***Additional Service at University of California, Davis, School of Law***

Faculty Council, California International Law Center (2008-Present)  
 Fellowship Selection Committee, California International Law Center (2011)  
 Faculty Advisor, UC Davis Law Review (2011-2012)  
 Faculty Advisor, UC Davis Business Law Journal (2008-Present)  
 Faculty Advisor, Transactional Lawyering Meet Team (2010-Present), National Semifinalists 2010  
 Faculty Sponsor, UC Davis Business Law Journal Symposium, "Entrepreneurship and the Law: Navigating the Legal Challenges Facing New Ventures" (March 2011)  
 Faculty Sponsor, UC Davis Business Law Journal Symposium, "Technology Transactions in a Post-Financial Crisis Economy" (March 2010)  
 Coordinator, UC Davis Law School Junior Faculty Workshop (2008-Present)  
 Hopkins Award Judge (2009)  
 Advisor, Middle Eastern and South Asian Law Students Association (2008-2010)  
 Supervised various independent writing projects (2007-Present)

#### ***Campus Service, University of California, Davis***

Affiliated Faculty, Middle East/South Asia Studies Program, UC Davis (2007-Present)  
 Law School representative (second alternate) to UC Davis Academic Senate (2011-2012)  
 Law School representative to UC Davis Academic Senate (2008-2009)

### **GRANTS AND AWARDS**

2011-2013 Small Grant in Aid of Research, UC Davis Academic Senate Committee on Research  
 2011-2012 Martin Luther King, Jr. Hall Research Scholar  
 2010-2011 Martin Luther King, Jr. Hall Research Scholar  
 2010-2011 Research Travel Grant, UC Davis Academic Senate  
 2009-2010 UC Davis International Programs Travel Grant  
 2009-2010 Martin Luther King Jr. Hall Research Scholar  
 2009-2010 Research Travel Grant, UC Davis Academic Senate  
 2008-2010 Small Grant in Aid of Research, UC Davis Academic Senate Committee on Research  
 2008-2009 Research Travel Grant, UC Davis Academic Senate  
 2008 Summer Law Faculty Research Grant

### **MEDIA & OTHER ONLINE APPEARANCES**

*Tiger-Riding for Fun and Profit*, CFO INDIA MAGAZINE, January 2011  
 M&A LAW PROF BLOG, <http://lawprofessors.typepad.com/mergers/>, Contributing editor (2010-Present)

THE CONGLOMERATE, [www.theconglomerate.org](http://www.theconglomerate.org), Conglomerate Master (2011-2012); Invited Participant for Corporations/B.A. Roundtable (July 2011); Guest Blogger (September 2009)

INTLAWGRRLS, <http://intlawngrls.blogspot.com/>, Guest Blogger (July 2010, December 2009)

#### **COMMUNITY SERVICE**

Support for Families of Children with Disabilities, Parent Mentor (2010-Present)

Iranian Women's Studies Foundation (IWSF), Executive Board Member; Director of the Second Generation Program (2000-2008)

Cornell University Alumni Interviewer (2002-2007)

#### **BAR ADMISSION**

New York (2000)

California (2002; Inactive)

United States Court of Appeals for the Eleventh Circuit (2000)

United States Court of Appeals for the Ninth Circuit (2005)

#### **LANGUAGES**

Proficient in Persian (Farsi) and Spanish

**Last Updated September 15, 2011**