

MANUEL A. UTSET, JR.  
Associate Dean for Juris Master Programs  
William & Catherine VanDercreek Professor  
Florida State University College of Law  
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## PROFESSIONAL EXPERIENCE

### FLORIDA STATE UNIVERSITY COLLEGE OF LAW

Associate Dean for Juris Master Programs	2019 – present
Associate Dean for Academic Affairs	2014 – 2019
• Juris Doctor Program	
• Juris Master Programs	
• LL.M. in Business Law	
William & Catherine VanDercreek Professor	2013 - present
Charles W. Ehrhardt Professor	2007 - 2013

COURSES: Corporations; Securities Regulation; Contracts; The Dodd-Frank Act; Financial Regulation; Introduction to Business, Finance, and Commercial Transactions; Corporate Law and Finance Theory; Law & Economics; Game Theory & Business Ethics; Game Theory for Business Lawyers; Contract Drafting (Skills-Based).

### UNIVERSITY OF UTAH, S.J. QUINNEY COLLEGE OF LAW

Professor of Law	2004 - 2007
Associate Professor	2002 - 2004

COURSES: Behavioral Law & Economics; Intellectual Property; Cyberlaw; High-Tech Start-Ups: IP and Finance Issues; Corporate Finance; Secured Transactions; Uniform Commercial Code; Business and Commercial Law Theory.

### BOSTON UNIVERSITY SCHOOL OF LAW

Associate Professor of Law	1991 - 2002
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### NORTHEASTERN UNIVERSITY SCHOOL OF LAW

Visiting Professor	Fall 2001
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### UNIVERSITY OF CALIFORNIA, BERKELEY, SCHOOL OF LAW (BOALT HALL)

Visiting Professor	1996 - 1997
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SULLIVAN & CROMWELL, New York, New York

1987 - 1991

Associate

PRINCIPAL PRACTICE AREAS: securities law; corporate law; regulation of commercial banks, investment banks, and broker-dealers; international business transactions; international privatizations; regulation of public utilities.

**Bar Admission:** New York; Affiliate of the Florida Bar

## EDUCATION

UNIVERSITY OF MICHIGAN LAW SCHOOL, Ann Arbor, Michigan

J.D. awarded *cum laude*, May 1987

Honors: Order of the Coif

Law Journal: Michigan Yearbook of International Legal Studies

Latino Law Students Association

GEORGETOWN UNIVERSITY, Washington, D.C.

B.S. in Foreign Service awarded *magna cum laude*, May 1984

Majors: History and Diplomacy

Honors: Phi Beta Kappa

## PUBLICATIONS

*Digital Surveillance and Preventive Policing*, 49 CONN. L. REV. 1453 (2017), *reprinted in* SEARCH AND SEIZURE LAW REPORT (2019).

*Self-Control Engineering*, 66 FLA. L. REV. FORUM 16 (2015) (comment on Miriam Baer, *Confronting the Two Faces of Corporate Fraud*).

*Rational Criminal Addictions*, 74 PITT. L. REV. 673 (2014).

*Rational Financial Meltdowns*, 10 HASTINGS BUS. L. J. 407 (2014).

*Fraudulent Corporate Signals: Conduct as Securities Fraud*, 54 BOSTON COLLEGE L. REV. 645 (2013), *reprinted in* SECURITIES LAW REVIEW 2014 (ed., Donald C. Langevoort).

*Transitive Counterparty Risk and Financial Regulation*, 78 BROOKLYN L. REV. 1441 (2013).

*Inchoate Crimes Revisited*, 47 RICHMOND L. REV. 1205 (2013).

*Financial System Engineering*, 32 REV. BANKING & FIN L. 371 (2013).

*Corporate Actors, Corporate Crimes and Time-Inconsistent Preferences*, 2 VIRGINIA J. CRIM. L. 265 (2013).

*Response to Comments by Professor's Baer, Candeub, Medwed, Painter, and Prentice*, 2 VIRGINIA J. CRIM. L. 423 (2013).

*The Venture Capital Process: A Behavioral Approach*, 7 OHIO ST. ENTREPRENEURIAL BUS. L.J. 45 (2012).

*Time-Inconsistent Preferences and Venture Capital Contracting*, in THE OXFORD HANDBOOK OF VENTURE CAPITAL (Oxford Univ. Press, 2012).

*Complex Financial Institutions and Systemic Risk*, 45 GA. L. REV. 779 (2011).

*Is Cap-and-Trade Fair to the Poor? Short-Sighted Households and the Timing of Consumption Taxes* (with Brian Galle 78 GEO. WASH. L. REV. 33 (2010).

*Designing Corporate Governance Regimes*, 4 J. APPLIED ECONOMY 95 (2010).

*Procrastination and the Law*, in THE THIEF OF TIME: PHILOSOPHICAL ESSAYS ON PROCRASTINATION (OXFORD UNIVERSITY PRESS 2010).

*Time-Inconsistent Boards and the Risk of Repeated Misconduct*, in CORPORATE BOARDS: MANAGERS OF RISK, SOURCES OF RISK (Wiley-Blackwell 2009).

*Telling Differences: Observational Equivalence, Externalities, and Wrongful Convictions*, 2008 UTAH L. REV. 49.

*Hyperbolic Criminals and Repeated Time-Inconsistent Misconduct*, 44 HOUSTON L. REV. 609 (2007).

*The Temporally Extended Family & Self-Control: An Essay for Lee E. Teitelbaum*, 2006 UTAH L. REV. 107 (2006).

*A Model of Time-Inconsistent Misconduct: The Case of Lawyer Misconduct*, 74 FORDHAM L. REV. 1319 (2005).

*Time-Inconsistent Management & the Sarbanes-Oxley Act*, 31 OHIO N. U. L. REV. 417 (2005).

*A Theory of Self-Control Problems and Incomplete Contracting: The Case of Shareholder Contracts*, 2003 Utah L. Rev. 1329.

*Reciprocal Fairness, Strategic Behavior & Venture Survival: A Theory of Venture Capital-Financed Firms*, 2002 WIS. L. REV. 45.

*Towards a Bargaining Theory of the Firm*, 80 CORNELL L. REV. 540 (1995).

*Disciplining Managers: Shareholder Cooperation in the Shadow of Shareholder Competition*, 44 EMORY L. J. 71 (1995).

*Producing Information: Initial Public Offerings, Production Costs, and the Producing Lawyer*, 74 OREGON L. REV. 275 (1995).

*Back to School with Coase: The Production of Information and Modes of Knowledge Within and Across Academic Disciplines*, 75 B.U. L. REV. 1063 (1995).

*The Discipline of Institutions and the Disciplining of Banks*, 14 ANN. REV. OF BANKING L. 211 (1995).

*Emerging Markets in the Age of Mechanical Reproduction*, 13 B.U. INT'L. L.J. 351 (1995).

SECURITIZATION: STRUCTURED FINANCING, FINANCIAL ASSETS POOLS, AND ASSET-BACKED SECURITIES (1993 Supplement) (with Tamar Frankel) (treatise).

SECURITIZATION: STRUCTURED FINANCING, FINANCIAL ASSETS POOLS, AND ASSET-BACKED SECURITIES (1992 Supplement) (with Tamar Frankel) (treatise).

### **WORKS IN PROGRESS**

*The Market for Lemmings: Executive Compensation and Securities Fraud*

*Personalizing Financial Regulation*

*Financial Crimes: A Behavioral Law & Economics Perspective*

### **INVITED TALKS & PRESENTATIONS**

Presented paper, *Digital Surveillance and Preventive Policing*, at the UNIVERSITY OF CONNECTICUT SCHOOL OF LAW, January 27, 2017.

Presented paper, *Revealing Pay: The Expressive Function of Executive Compensation*, at LOYOLA LOS ANGELES LAW SCHOOL FACULTY COLLOQUIUM, October 15, 2015.

Presented paper, *Poison Pills for Latent Harms*, at SOCIETY FOR ENVIRONMENTAL LAW AND ECONOMICS, UNIVERSITY OF ILLINOIS COLLEGE OF LAW, May 23, 2014.

Presented paper, *Timely Reliance*, at INTERNATIONAL CONFERENCE ON CONTRACTS, ST. THOMAS UNIVERSITY SCHOOL OF LAW, February 21, 2014.

Presented paper, *The Perverse Effect of Heightened Pleading Requirements for Securities Class Actions*, at CORPORATE & SECURITIES LITIGATION ROUNDTABLE, UNIVERSITY OF ILLINOIS, November 9, 2013.

Presented paper, *The Market for Lemmings*, at ROUNDTABLE ON HERD BEHAVIOR, GROUPTHINK, AND FINANCIAL BUBBLES, LAW & SOCIETY CONFERENCE, June 1, 2013.

Presented paper, *Corporate Crimes and Time-Inconsistent Preferences*, at UNIVERSITY OF

VIRGINIA SCHOOL OF LAW, in connection with symposium issue, based on my paper, in the VIRGINIA JOURNAL OF CRIMINAL LAW, April 2012.

Presented paper, *Financial Systems and Hyperbolic Discounters*, at Graduate Seminar Colloquium, Department of Mathematics, FINANCIAL MATHEMATICS GROUP, FLORIDA STATE UNIVERSITY, November 2011.

Presented Paper, *Is Cap-and-Trade Fair to the Poor? Shortsighted Households and the Timing of Consumption Taxes* (Brian Galle, co-author), at CONFERENCE OF THE SOCIETY FOR ENVIRONMENTAL LAW & ECONOMICS, EMORY UNIVERSITY, March 2010.

Presented Paper, *Procrastination and the Law*, at THE THIEF OF TIME: PERSPECTIVES ON PROCRASTINATION, CITY UNIVERSITY OF NEW YORK, July 2008.

Presented Paper, *Time-Inconsistent Boards and the Risk of Repeated Misconduct*, at CORPORATE BOARDS: MANAGERS OF RISK, SOURCES OF RISK, CENTER FOR INTEGRATED RISK MANAGEMENT AND CORPORATE GOVERNANCE, LOYOLA UNIVERSITY CHICAGO, April 2008.

Presented Paper, *Recursive Governance: Time, Complexity, and Corporate Law*, at UNIVERSITY OF CONNECTICUT SCHOOL OF LAW FACULTY COLLOQUIUM, February 2008.

Presented Paper, *When Good People Do Bad Things: Time-Inconsistent Misconduct and Criminal Law*, at SOCIETY FOR EVOLUTIONARY ANALYSIS OF LAW, VANDERBILT UNIVERSITY, April 2006.

Presented Paper, *When Good People Do Bad Things: Time-Inconsistent Misconduct and Criminal Law*, at FLORIDA STATE UNIVERSITY COLLEGE OF LAW FACULTY COLLOQUIUM, November 2005.

Presented Paper, *When Good People Do Bad Things: Time-Inconsistent Misconduct and Criminal Law*, at FLORIDA INTERNATIONAL UNIVERSITY SCHOOL OF LAW, November 2005.

Presented Paper, *Time-Inconsistent Preferences & Contract Law*, at AALS MID-YEAR CONFERENCE, June 2005.

Presented Paper, *Hyperbolic Discounting, Repeated Prisoner's Dilemma, and Collective Action*, at LAW & SOCIETY ANNUAL MEETING, May 2005.

Presented Paper, *Time-Inconsistent Preferences & Contract Law*, at UNIVERSITY OF SAN DIEGO FACULTY COLLOQUIUM, April 2005.

Presented Paper, *Self-Control Problem & the Sarbanes-Oxley Act*, at SYMPOSIUM: IN THE WAKE OF THE SARBANES-OXLEY ACT, OHIO NORTHERN UNIVERSITY, March 2005.

Presented Paper, *Reciprocal Fairness, Strategic Behavior & Venture Survival: A Theory of*

*Venture Capital-Financed Firms*, at UNIVERSITY OF UTAH, QUINNEY COLLEGE OF LAW FACULTY COLLOQUIUM, December 2001.

Presented Paper, *Reciprocal Fairness, Strategic Behavior & Venture Survival: A Theory of Venture Capital-Financed Firms*, at HOFSTRA UNIVERSITY SCHOOL OF LAW FACULTY COLLOQUIUM, November 2001.

Presented Paper, *Reciprocal Fairness, Strategic Behavior & Venture Survival: A Theory of Venture Capital-Financed Firms*, at UNIVERSITY OF WISCONSIN LAW SCHOOL FACULTY COLLOQUIUM, October 2001.

Presented Paper, *Innovation & Governance: High-Powered Incentives, Opportunism, and Venture Capital Contracts*, at the ASSOCIATION OF AMERICAN LAW SCHOOLS MEETING, December 1997.

Presented Paper, *Innovation & Governance: High-Powered Incentives, Opportunism, and Venture Capital Contracts*, at the AMERICAN LAW AND ECONOMICS ASSOCIATION ANNUAL MEETING, May 1997.

Presented Paper, *Innovation & Governance: High-Powered Incentives, Opportunism, and Venture Capital Contracts*, at NORTHWESTERN UNIVERSITY SCHOOL OF LAW FACULTY COLLOQUIUM, February 1997.

Presented Paper, *Innovation & Governance: High-Powered Incentives, Opportunism, and Venture Capital Contracts*, at UNIVERSITY OF CINCINNATI COLLEGE OF LAW FACULTY COLLOQUIUM, January 1997.

Presented paper, *Legal Agency, Economic Agency, and the Third-Wheel Problem* (Steve Marks co-author), at the AMERICAN LAW AND ECONOMICS ASSOCIATION ANNUAL MEETING, May 1995.

Presented paper, *A View From In-Where*, at the LAW AND SOCIETY ASSOCIATION ANNUAL MEETING, June 1995.

Presented paper, *Selling Capitalism: Eastern Europe and the Market for Laws & Economies*, at INTERDISCIPLINARY MINI-CONFERENCE: A RECIPE FOR EFFECTING INSTITUTIONAL CHANGES TO ACHIEVE PRIVATIZATION, BOSTON UNIVERSITY SCHOOL OF LAW, April 1995.

Presented comment, *Popular Punishment and the Church of Deontology*, at CONFERENCE: THE INTERSECTION OF CRIME AND TORT, BOSTON UNIVERSITY SCHOOL OF LAW, March 1995.

Presented paper, *Agency in Law & Economics* (with Stephen Marks), at BOSTON UNIVERSITY FACULTY COLLOQUIUM, February 1995.

Presented paper, *Producing Information: Initial Public Offerings, Production Costs, and the Producing Lawyer*, at SYMPOSIUM: BUSINESS LAWYERING AND VALUE CREATION FOR CLIENTS, UNIVERSITY OF OREGON SCHOOL OF LAW, November 1994.

Presented Paper, *Producing Information: Initial Public Offerings, Production Costs, and the Producing Lawyer*, at BOSTON UNIVERSITY FACULTY COLLOQUIUM, October 1994.

Presented Paper, *Disciplining Managers: Shareholder Cooperation in the Shadow of Shareholder Competition*, BOSTON UNIVERSITY FACULTY COLLOQUIUM, Spring 1994.

Lecture and Panel Discussion, *Foreign Investment in Privatization Projects*, at INTERNATIONAL BAR ASSOCIATION 11TH BIENNIAL CONFERENCE ON BUSINESS LAW, October 1993.

Lecture, *Money Laundering: Legal, Economic and Ethical Issues*, at INTERNATIONAL BAR ASSOCIATION'S LATIN AMERICAN BAR LEADERS CONFERENCE, October 1993.

Presented Paper, *Towards a Bargaining Theory of the Firm*, at BOSTON UNIVERSITY FACULTY COLLOQUIUM, Fall 1993.

Moderator and Speaker, Panel Discussion on CRITICAL RACE SCHOLARSHIP, BOSTON UNIVERSITY SCHOOL OF LAW, February 1993.

Lecture and panel discussion, *Practicing International Law: Transnational Securities Transactions*, at INTERNATIONAL LAW SOCIETY, BOSTON COLLEGE LAW SCHOOL, November 1992.

Participant, CONFERENCE ON EUROPEAN SMALL STATES DEVELOPMENT, at CENTER FOR THE STUDY OF SMALL STATES, BOSTON UNIVERSITY, May 1992.

## **ADMINISTRATIVE RESPONSIBILITIES & COMMITTEES**

### **FLORIDA STATE UNIVERSITY COLLEGE OF LAW**

Associate Dean for Juris Master Programs	2019 - present
Associate Dean for Academic Affairs	2014 - 2019
• Juris Doctor Program	
• Juris Master Programs	
• LL.M. in Business Law	
Director of Business Law Certificate Program	2012 - 2019
Chair, Business Law Program Committee	2011 - 2019
Administrative Coordinator for ABA Sabbatical Site Inspection	2014 - 2015
Faculty Advisor for Joint Degree Programs:	
J.D./MBA Joint Degree	2008 - 2019
Law and Economics Joint Degree	2008 - 2018
Sports Management and Law Joint Degree	2014 - 2019
Family & Child Sciences and Law Joint Degree	2014 - 2019

Social Work and Law Joint Degree	2014 - 2019
Promotion and Tenure Committee	
2012 - 2013 (Chair); 2011- 2012; 2009 - 2010; 2008 - 2009	
Appointments Committee	
2013; 2008 - 2009 (Chair)	
Admissions & Recruitment Committee	
2011- 2012 (Chair); 2010 - 2011; 2007 - 2008	
Curriculum Committee	
2010 - 2011; 2008 - 2009	
Ad Hoc Placement Committee	
2008- 2009	
Academic Enrichment Committee	
2010 - 2011 (Chair); 2007 - 2008	
Student Affairs Committee	
2014 - present	
Faculty Advisor, Business Law Society	2012 - present

UNIVERSITY COMMITTEES

University Retention and Tenure Committee	2012 - 2013
GPC, Quality Enhancement Review	2008 - 2009

**UNIVERSITY OF UTAH, S.J. QUINNEY COLLEGE OF LAW**

Dean Search Committee	2005 - 2006
Retention, Promotion, and Tenure Committee	2004 - 2006
Computer Steering Committee	2002 - 2007
Student Reinstatement Committee	2003 - 2004

UNIVERSITY COMMITTEES

Technology Transfer Advisory Committee	2003 - 2007
Interdisciplinary Grants Committee	2006

**SERVICE TO THE PROFESSION**

The Florida Bar Limited Liability Company Act Subcommittee	2011-2013
Member of subcommittee charged with redrafting Florida LLC statute, which became law in 2013.	
The Florida Bar Business Corporation Act Subcommittee	2013 - 2018
Member of subcommittee currently charged with redrafting	



Florida Business Corporation Act.

Member, Business Law Section of the Florida Bar Executive Council Corporate and Securities Law Committee Membership Committee Business Litigation Committee	2011 - present
UCC User's Group, Department of Commerce, State of Utah Helped develop rules and best practices for administration of UCC Filings	2004 - 2007

**Other Languages:** Spanish (fluent)