
Seth Barrett Tillman, None

Available at: https://works.bepress.com/seth_barrett_tillman/145/
GLAZER AND FITZGIBBON
ON
LEGAL OPINIONS
Drafting, Interpreting and Supporting Closing Opinions in Business Transactions
2009 Cumulative Supplement

DONALD W. GLAZER
Boston

SCOTT FITZGIBBON
Boston College Law School

STEVEN O. WEISE
Proskauer Rose LLP
Los Angeles
§10.4.6 Opinion on Authorization and Issuance of Stock

shares are committed, need not take into account shares subject to antidilution provision that has not yet been triggered).

C. VALIDLY ISSUED

§10.6 MATTERS COVERED

§10.6. p.436. Add at end of note 1:

For an excellent article that analyzes the application of Delaware case law to many of the issues discussed in this section, see Bigler & Tillman, Void or Voidable? — Curing Defects in Stock Issuances Under Delaware Law, 65 Bus. Law. 1109 (2008).
10. Fully Paid and Nonassessable

§10.9

A contrary conclusion and suggests that an opinion given with "actual knowledge of a violation of any type of preemptive rights . . . might consider qualifying the opinion or otherwise bringing the issue to the attention of the opinion recipient."

§10.6.4.1. p.441. Add at end of first paragraph of note 17:

Not all stock issuance can be ratified under Delaware law. Stock issuances that are void (as opposed to voidable) cannot be ratified. For a thoughtful discussion of which stock issuances are void and which merely voidable, see Bigler & Tillman, supra §10.6 note 1 (as revised by this Supplement).