Internet Appendix for "Do Classified Boards Deter Takeovers? Evidence from Merger Waves"

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Additional Illustration of the Model

This appendix provides a more in-depth illustration of how industry synergy shock μ affects the takeover deterrence effect of classified boards in our model.

Consider two firms: one without a classified board ("Firm 0") and one with ("Firm 1"), with an incremental cost of acquiring a firm with a classified board given by $C_1 - C_0 = \delta > 0$. However, the acquirer also benefits from eliminating the effect of mismanagement m on the target with a classified board. By Proposition 1, managers of firms with a classified board optimally choose to engage in greater mismanagement: $m_1^* > m_0^*$. Let us denote this incremental mismanagement as $m_1^* - m_0^* = \eta > 0$. Firm 0 expects to receive a takeover bid for values of the match-specific threshold synergy Z that exceeds $C_0 - m_0^* \equiv \widetilde{C_0}$. The threshold synergy for Firm 1 then is $C_1 - m_1^*$, which can be rewritten as $C_1 - m_1^* = C_0 + \delta - (m_0^* + \eta) = \widetilde{C_0} + \delta - \eta$. In sum, $\delta - \eta$ captures the *effective* incremental acquisition cost (net of mismanagement) associated with classified boards.

Let us denote $\xi = \delta - \eta$. By Proposition 1, we know that $\eta > 0$, which implies that $\xi < \delta$. This means that the target's endogenous mismanagement reduces the effective acquisition cost for firms with a classified board, which makes them more attractive to bidders. Further, by Proposition 2, we know that $\eta < \delta$, which implies that $\xi > 0$. This means that the effective acquisition cost for firms with a classified board is, though

possibly small, still positive.

Define the takeover deterrence effect of classified boards, Ω, as a function of ξ and $\widetilde{C_0}$:

$$\Omega(\xi, \widetilde{C_0}) \equiv Pr(\widetilde{C_0} < Z < \widetilde{C_0} + \xi) > 0.$$

This is the incremental reduction in the probability of receiving a takeover bid for Firm 1 (with a classified board). This probability difference is captured by the probability mass of the match-specific synergy Z over the interval of the effective incremental acquisition cost ξ (to the right of $\widetilde{C_0}$) associated with classified boards (see Panel (a) of Figure A1 below).

Next, consider an arrival of a positive industry synergy shock μ (e.g., merger wave). The acquirer now gains this additional synergy by acquiring any target in this industry, which reduces the threshold match-specific synergy Z required for making a bid. More specifically, Firm 0 now expects to receive a takeover bid at $\widetilde{C_0} - \mu$. The threshold synergy for Firm 1 is similarly reduced to $\widetilde{C_0} - \mu + \xi$.

Note that the effective incremental acquisition cost is still ξ. Upon the arrival of the industry synergy μ, the takeover deterrence effect of classified boards can be written as:

$$\Omega(\xi, \widetilde{C_0} - \mu) \equiv Pr(\widetilde{C_0} - \mu < Z < \widetilde{C_0} - \mu + \xi).$$

Because of the concavity of the synergy distribution function $\Phi(Z)$, the takeover deterrence effect of classified boards is higher with μ, that is:

$$\Omega(\xi, \widetilde{C_0} - \mu) > \Omega(\xi, \widetilde{C_0}),$$

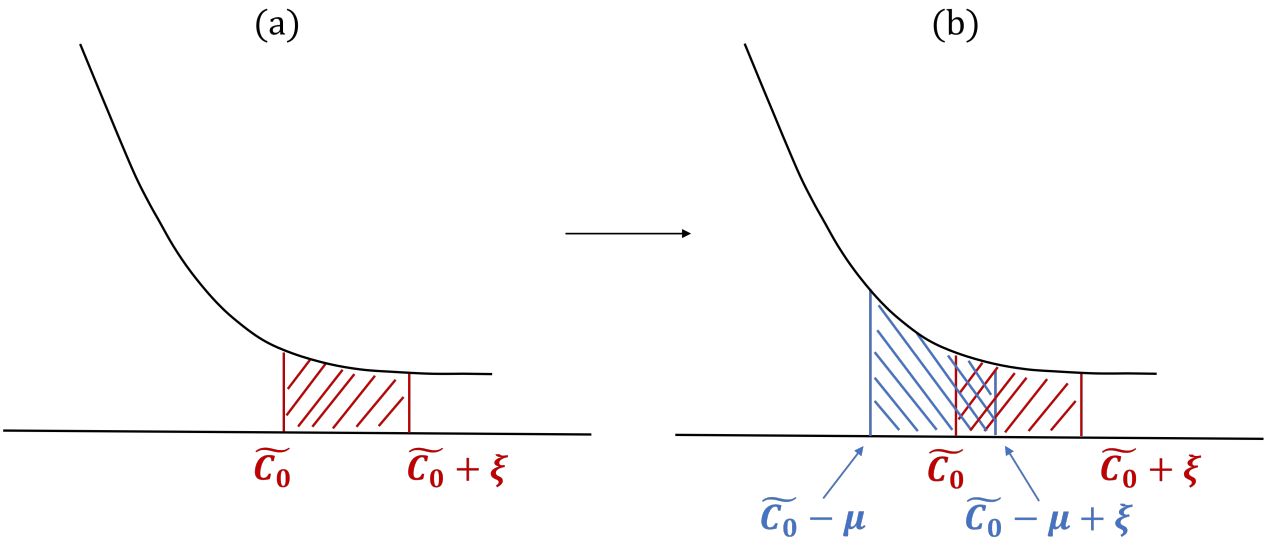
or equivalently,

$$Pr(\widetilde{C_0} - \mu < Z < \widetilde{C_0} - \mu + \xi) > Pr(\widetilde{C_0} < Z < \widetilde{C_0} + \xi).$$

To see the intuition behind this result, recall that the synergy shock reduces all bidding thresholds by μ, thereby making a greater number of targets attractive to potential acquirers. While the incremental bidding cost associated with classified boards remains the same at ξ, the probability mass of Z over this interval is greater since it is evaluated at a relatively lower synergy threshold: $\widetilde{C_0} - \mu < \widetilde{C_0}$ (see Panel (b) of Figure A1 below). In other words, the industry synergy shock μ reduces the effective cost of bidding for both firms, but its impact on the bidding probability is greater for the unprotected Firm 0 than for the protected Firm 1. Therefore, the *relative* cost of bidding for firms with a classified board increases in merger waves, resulting in a more pronounced takeover deterrence effect.

We summarize this discussion in Figure IA1. The red- and blue-colored areas indicate the wedge in the takeover likelihood (between Firm 0 and Firm 1), before and after the arrival of the synergy shock μ, respectively. These wedges, $\Omega(\xi, \widetilde{C_0})$ and $\Omega(\xi, \widetilde{C_0} - \mu)$, respectively, are plotted in the right tail of the distribution of Z, consistent with the fact that the observed takeover likelihood in the data is low on average.

Figure IA1: Takeover Deterrence Effect of Classified Boards in Merger Waves



Note that Figure IA1 focuses exclusively on the difference in Ω between the pre- and post-arrival of synergy shock, that is, the *change* in the difference in takeover likelihood

between firms with and without a classified board. Our model has no prediction on the *level* of takeover likelihood of each of the two types of firms. Instead, our model predicts that this wedge should unambiguously increase with industry synergy μ. Determination of the level of the takeover likelihood depends on several model parameters, including the shape of synergy distribution function Φ, managerial utility function B, the bidding costs for firms with and without a classified board C_1 and C_0, and the size of industry synergy μ. It is possible, for example, that certain parameter configurations may not generate a significant increase in the observed takeover likelihood of firms with a classified board during merger waves. By contrast, comparing Ω only establishes the *relative* increase in takeover bid frequency for firms without a classified board, which does not depend on specific model parameters.

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Figure IA2: Incidence of Synergistic Merger Waves Over the Sample Period

This figure shows the share of industry-year observations undergoing a synergistic merger wave (blue bars) during our sample period. See Appendix B for details on the definition of synergistic merger waves.

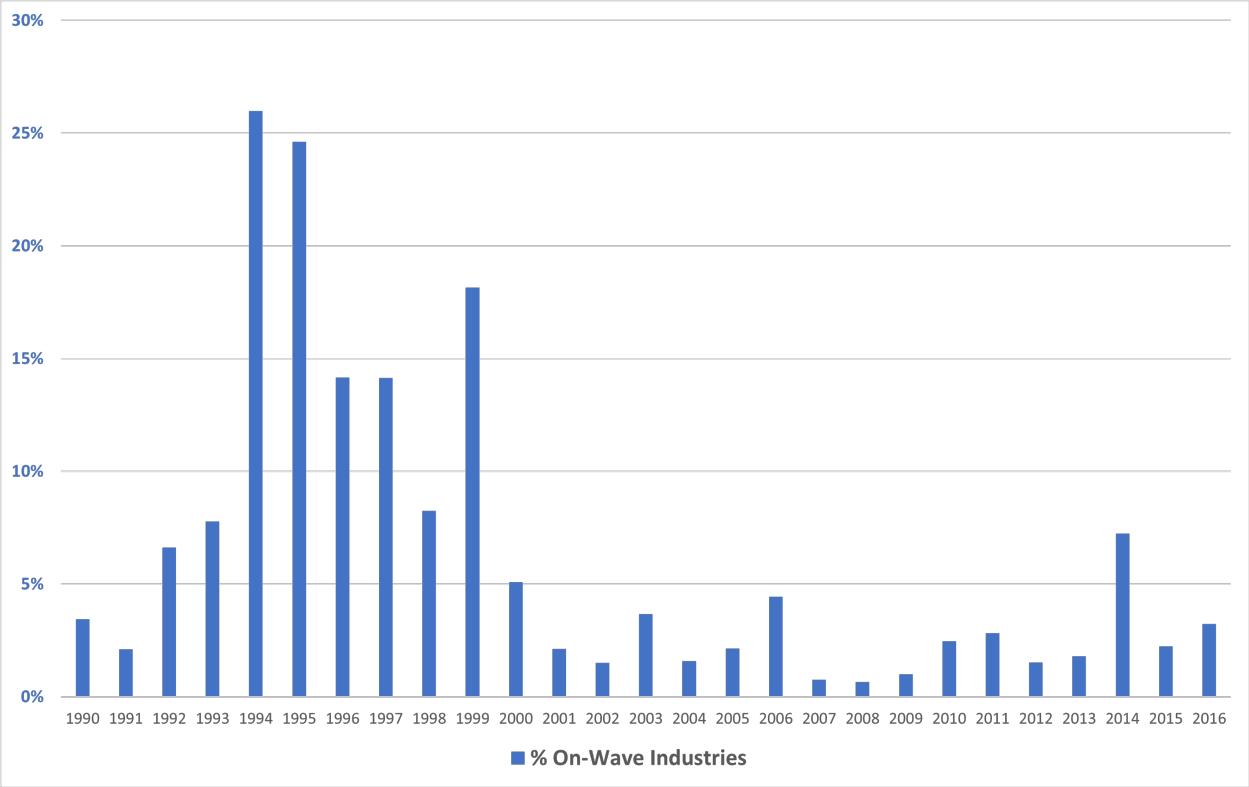

Table IA1: Baseline Analysis of the Likelihood of Being Acquired

This table repeats our baseline analysis reported in Table 3 with the dependent variable that equals one if a firm is acquired (merger deal is completed) in a given year. The regression includes firm-level controls and industry and year fixed effects as in Table 3. All control variables are measured at the beginning of the year. See Appendix B for the complete list of variable definitions. Standard errors are clustered at the industry level. The statistical significance level of estimated coefficients is indicated by *, **, and *** for 10%, 5%, and 1%, respectively.

	1 Probit	2 Probit	3 LPM	4 LPM
CB × WAVE		-0.063***		-0.054***
		(-2.79)		(-2.99)
CB	0.000	0.003	-0.000	0.003
	(0.02)	(1.07)	(-0.05)	(0.69)
WAVE		0.046***		0.055***
		(5.03)		(3.27)
SIZE	-0.020***	-0.021***	-0.042***	-0.042***
	(-2.96)	(-3.04)	(-2.89)	(-2.88)
SIZE_SQUARED	0.002***	0.002***	0.003***	0.003***
	(4.36)	(4.45)	(3.22)	(3.22)
MARKET_TO_BOOK	-0.009***	-0.008***	-0.008***	-0.008***
	(-4.09)	(-4.02)	(-3.82)	(-3.77)
SALES_GROWTH	-0.012	-0.012	-0.015	-0.015
	(-1.62)	(-1.59)	(-1.48)	(-1.43)
LEVERAGE	0.011	0.012	0.011	0.011
	(1.21)	(1.31)	(1.10)	(1.11)
ROA	-0.026	-0.026	-0.015	-0.015
	(-1.34)	(-1.34)	(-0.61)	(-0.63)
R&D	0.042	0.042	0.031	0.032
	(1.21)	(1.22)	(0.57)	(0.58)
CAPEX	0.029	0.032	0.036	0.037
	(1.01)	(1.12)	(0.96)	(0.99)
STOCK_RETURN	-0.003	-0.003	-0.002	-0.002
	(-0.74)	(-0.68)	(-0.63)	(-0.56)
HHI	0.114***	0.129***	0.089**	0.103**
	(2.68)	(3.03)	(2.14)	(2.39)
Industry and Year Dummies	Yes	Yes	Yes	Yes
Observations	21,766	21,766	21,766	21,766
Adjusted (or Pseudo) R^2	0.080	0.082	0.056	0.057

Table IA2: Comparative Statics Analysis of the Likelihood of Being Acquired

This table repeats our comparative statics analysis reported in Table 4 with the dependent variable that equals one if a firm is acquired (merger deal is completed) in a given year. The regression includes firm-level controls and industry and year fixed effects as in Table 3. All control variables are measured at the beginning of the year. See Appendix B for the complete list of variable definitions. Standard errors are clustered at the industry level. The statistical significance level of estimated coefficients is indicated by *, **, and *** for 10%, 5%, and 1%, respectively.

		Synergy			Surprise		
	1	2	3	4	5	6	7
	Baseline	None	Low	High	None	Low	High
CB × WAVE	-0.054***	-0.015	-0.012	-0.056*	-0.015*	-0.030**	-0.050*
	(-2.99)	(-1.34)	(-0.88)	(-1.96)	(-1.71)	(-2.39)	(-1.74)
CB	0.003	0.001	0.001	0.001	0.003	0.003	0.001
	(0.69)	(0.25)	(0.26)	(0.27)	(0.79)	(0.71)	(0.22)
WAVE	0.055***	0.008	0.023*	0.052*	0.026***	0.033***	0.050*
	(3.27)	(0.94)	(1.79)	(1.89)	(3.17)	(2.75)	(1.73)
SIZE	-0.042***	-0.042***	-0.042***	-0.042***	-0.042***	-0.042***	-0.042***
	(-2.88)	(-2.89)	(-2.89)	(-2.89)	(-2.86)	(-2.88)	(-2.87)
SIZE_SQUARED	0.003***	0.003***	0.003***	0.003***	0.003***	0.003***	0.003***
	(3.22)	(3.23)	(3.23)	(3.22)	(3.20)	(3.22)	(3.20)
MARKET_TO_BOOK	-0.008***	-0.008***	-0.008***	-0.008***	-0.008***	-0.008***	-0.008***
	(-3.77)	(-3.83)	(-3.77)	(-3.82)	(-3.83)	(-3.78)	(-3.81)
SALES_GROWTH	-0.015	-0.015	-0.015	-0.015	-0.015	-0.015	-0.015
	(-1.43)	(-1.47)	(-1.45)	(-1.46)	(-1.48)	(-1.45)	(-1.47)
LEVERAGE	0.011	0.011	0.012	0.012	0.011	0.011	0.011
	(1.11)	(1.10)	(1.12)	(1.12)	(1.07)	(1.09)	(1.08)
ROA	-0.015	-0.015	-0.015	-0.014	-0.014	-0.014	-0.014
	(-0.63)	(-0.62)	(-0.62)	(-0.60)	(-0.58)	(-0.59)	(-0.60)
R&D	0.032	0.031	0.031	0.031	0.027	0.029	0.032
	(0.58)	(0.57)	(0.57)	(0.58)	(0.49)	(0.55)	(0.59)
CAPEX	0.037	0.037	0.038	0.038	0.035	0.037	0.036
	(0.99)	(0.96)	(1.00)	(1.00)	(0.92)	(0.99)	(0.96)
STOCK_RETURN	-0.002	-0.002	-0.002	-0.002	-0.002	-0.002	-0.002
	(-0.56)	(-0.64)	(-0.64)	(-0.57)	(-0.61)	(-0.64)	(-0.62)
HHI	0.103**	0.088**	0.090**	0.092**	0.092**	0.096**	0.097**
	(2.39)	(2.13)	(2.30)	(2.19)	(2.25)	(2.15)	(2.25)
Industry and Year FE	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Observations	21,766	21,766	21,766	21,766	21,766	21,766	21,766
Adjusted R^2	0.057	0.056	0.057	0.057	0.057	0.057	0.057

Table IA3: Robustness Tests of the Likelihood of Receiving a Takeover Bid (All Coefficients)

This table reports the full set of estimates, including controls, from regression models in Table 5) that examine the robustness of our baseline results. All control variables are measured at the beginning of the year. Industry and year fixed effects are included in all regression models but omitted for brevity. See Appendix B for the complete list of variable definitions. Standard errors are clustered at the industry level except in column 5. The statistical significance level of estimated coefficients is indicated by *, **, and *** for 10%, 5%, and 1%, respectively.

	1	2	3	4	4×WAVE	5	6	7	8	9	10
CB × WAVE	-0.048***	-0.036**	-0.054***	-0.052***		-0.054**	-0.053**	-0.053*	-0.065***	0.005	-0.165***
	(-3.17)	(-2.44)	(-2.70)	(-2.70)		(-2.41)	(-2.65)	(-1.90)	(-2.92)	(0.33)	(-3.79)
CB	-0.002	0.000	-0.005	-0.002		-0.001	-0.002	-0.002	-0.002	-0.004	-0.001
	(-0.34)	(0.07)	(-0.72)	(-0.31)		(-0.33)	(-0.37)	(-0.62)	(-0.42)	(-0.63)	(-0.39)
WAVE	0.051***	0.047***	0.067***	-0.097		0.066***		0.083***	0.077***	0.002	0.212***
	(3.34)	(3.30)	(3.28)	(-0.41)		(2.93)		(3.12)	(3.57)	(0.15)	(4.37)
SIZE	-0.057**	-0.048**	-0.057**	-0.059**	0.041	-0.057**	-0.057**	-0.048**	-0.056**	-0.027	-0.068***
	(-2.34)	(-2.38)	(-2.36)	(-2.40)	(0.65)	(-2.52)	(-2.18)	(-2.44)	(-2.08)	(-1.61)	(-3.28)
SIZE_SQUARED	0.005**	0.004***	0.005***	0.005***	-0.002	0.005***	0.005**	0.004***	0.005**	0.004***	0.006***
	(2.69)	(2.78)	(2.70)	(2.71)	(-0.47)	(2.85)	(2.52)	(3.02)	(2.43)	(3.28)	(3.70)
MARKET_TO_BOOK	-0.012***	-0.011***	-0.012***	-0.012***	0.003	-0.012***	-0.012***	-0.011***	-0.012***	0.008**	-0.005***
	(-3.79)	(-3.42)	(-3.80)	(-3.79)	(0.26)	(-3.69)	(-3.94)	(-4.04)	(-4.00)	(2.14)	(-3.10)
SALES_GROWTH	-0.022	-0.022*	-0.022	-0.020	-0.044	-0.022	-0.022	-0.023**	-0.020	0.069***	-0.021**
	(-1.56)	(-1.99)	(-1.55)	(-1.37)	(-1.10)	(-1.44)	(-1.35)	(-2.07)	(-1.37)	(4.05)	(-2.02)
LEVERAGE	0.030*	0.035**	0.030*	0.031*	-0.029	0.030*	0.033**	0.029**	0.029*	-0.061***	0.029**
	(1.95)	(2.56)	(1.95)	(1.94)	(-0.44)	(1.96)	(2.03)	(2.34)	(1.74)	(-3.03)	(2.13)
ROA	0.004	-0.020	0.004	0.010	-0.134	0.004	0.000	-0.013	-0.008	0.081**	-0.001
	(0.13)	(-0.89)	(0.13)	(0.32)	(-1.01)	(0.13)	(0.01)	(-0.45)	(-0.25)	(2.16)	(-0.05)
R&D	0.077	0.066	0.078	0.079	-0.142	0.078	0.088	0.007	0.100	0.108	0.045
	(0.96)	(0.99)	(0.97)	(0.97)	(-0.49)	(1.04)	(1.10)	(0.10)	(1.18)	(0.95)	(1.27)
CAPEX	0.014	0.004	0.015	0.033	-0.264**	0.015	0.027	0.001	0.009	-0.202***	-0.001
	(0.23)	(0.07)	(0.26)	(0.52)	(-2.27)	(0.24)	(0.40)	(0.03)	(0.14)	(-2.88)	(-0.04)
STOCK_RETURN	-0.005*	-0.007**	-0.005	-0.005*	-0.002	-0.005	-0.008***	-0.006**	-0.006*	0.024***	-0.002
	(-1.68)	(-2.07)	(-1.65)	(-1.69)	(-0.15)	(-1.64)	(-2.37)	(-2.15)	(-1.71)	(3.37)	(-0.75)
HHI	0.133**	0.151***	0.116*	0.139***	0.247	0.143**		-0.060***	0.162***	0.161**	0.116**
	(2.60)	(2.81)	(1.71)	(2.74)	(1.45)	(2.71)		(-3.00)	(2.81)	(2.44)	(2.15)
CB × HHI			0.052								
			(0.78)								
Industry and Year FE	Yes	Yes	Yes	Yes		Yes	Yes	Yes	Yes	Yes	Yes
Observations	21,766	28,084	21,766	21,766		21,766	21,766	21,766	19,875	21,766	19,602
Adjusted R^2	0.060	0.062	0.060	0.061		0.060	0.037	0.036	0.061	0.049	0.087

Table IA4: Bonding Benefits of Classified Boards (Alternative Specifications

This table reports two additional sets of estimates from the triple-interaction regression model reported in Table 7. First, columns 1 to 5 use alternative cutoffs to define the dummy variable for bonding benefits: BONDING. Specifically, in columns 1 and 2, BONDING equals one if the firm has at least one customer that accounts for a 15% or 20% portion of sales. In columns 3 and 4, BONDING equals one if the firm's R&D intensity is above the median or the 75th percentile of the sample distribution. In column 5, BONDING equals one if the firm went public nine or fewer years ago. Second, in columns 6 to 9, the bonding benefit indicator BONDING is interacted with all other control variables including the year and industry fixed effects. All regression models include firm-level control variables as well as industry and year fixed effects as in Table 3. Industries are defined using Fama and French (1997) 48 industry classifications. All control variables are measured at the beginning of the year. See Appendix B for the complete list of variable definitions. Standard errors are clustered at the industry level. The statistical significance level of estimated coefficients is indicated by *, **, and *** for 10%, 5%, and 1%, respectively.

	Variable Cutoffs					Full Interaction			
	1 Customer 15	2 Customer 20	3 R&D 50	4 R&D 75	5 Age 9	6 Large Customer	7 High R&D	8 Strategic Alliance	9 Young Firm
CB × WAVE × BONDING	0.021	0.013	-0.047	-0.072	0.006	0.039	-0.028	-0.042	0.023
	(0.48)	(0.25)	(-1.15)	(-0.73)	(0.15)	(0.93)	(-0.47)	(-1.41)	(0.32)
CB × WAVE	-0.058***	-0.055**	-0.037	-0.049**	-0.054**	-0.064**	-0.049**	-0.041**	-0.051**
	(-2.81)	(-2.67)	(-1.56)	(-2.32)	(-2.46)	(-2.62)	(-2.24)	(-2.41)	(-2.59)
CB × BONDING	-0.002	0.006	0.002	-0.000	0.018**	-0.004	0.001	0.011	0.016
	(-0.27)	(0.63)	(0.20)	(-0.04)	(2.58)	(-0.40)	(0.07)	(1.60)	(1.29)
WAVE × BONDING	-0.027	-0.026	0.025	0.034	-0.027	-0.042	-0.006	0.041	-0.065
	(-0.71)	(-0.62)	(0.64)	(0.36)	(-0.92)	(-1.24)	(-0.11)	(1.32)	(-0.91)
CB	-0.001	-0.002	-0.003	-0.001	-0.006	0.000	-0.002	-0.004	-0.004
	(-0.20)	(-0.52)	(-0.79)	(-0.29)	(-1.13)	(0.01)	(-0.53)	(-0.86)	(-0.71)
WAVE	0.071***	0.069***	0.057**	0.064***	0.070***	0.076***	0.065***	0.055***	0.068***
	(3.32)	(3.26)	(2.22)	(3.05)	(3.38)	(3.12)	(2.91)	(3.37)	(3.31)
BONDING	0.002	-0.002	0.023*	0.013	-0.003				
	(0.27)	(-0.24)	(1.77)	(1.32)	(-0.39)				
Full Interaction	No	No	No	No	No	Yes	Yes	Yes	Yes
Controls	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Industry and Year FE	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Observations	21,766	21,766	21,766	21,766	21,766	21,766	21,766	21,766	21,766
Adjusted R^2	0.060	0.060	0.061	0.060	0.061	0.060	0.064	0.065	0.059

Table IA5: Controlling for the Influence of All Other Governance Provisions in the G-Index

This table presents the coefficients associated with all individual governance provisions included in the G-Index(Gompers, Ishii, and Metrick (2003)), estimated from the baseline linear probability model reported in column 4 of Table 9. The dependent variable equals one if a firm receives a takeover bid in a given year. The sample period ends in 2006 when IRRC published the last comprehensive data on all 24 provisions. The regression includes firm-level controls and industry and year fixed effects as in Table 3. All control variables are measured at the beginning of the year. See Appendix B for the complete list of variable definitions. Standard errors are clustered at the industry level. The statistical significance level of estimated coefficients is indicated by *, **, and *** for 10%, 5%, and 1%, respectively.

Variables	1	(Continued) Variables	1	(Continued) Variables	1	(Continued) Variables	1
Classified Board	-0.003	Written Consent	0.005	Executive Severance	0.003	Directors' Duties	0.003
	(-0.42)		(0.72)		(0.25)		(0.41)
× WAVE	-0.043***	× WAVE	-0.011	× WAVE	0.070**	× WAVE	-0.017
	(-2.88)		(-0.46)		(2.32)		(-0.72)
Poison Pill	0.005	Compensation Plans	-0.001	Charters	0.008	Fair Price	0.007
	(0.90)		(-0.14)		(0.43)		(1.30)
× WAVE	-0.017	× WAVE	0.051**	× WAVE	0.020	× WAVE	0.001
	(-1.22)		(2.68)		(0.39)		(0.07)
Blank Check	0.005	Director Contracts	-0.002	Not Cumulative Voting	0.007	Pension Parachutes	0.007
	(0.82)		(-0.22)		(0.61)		(0.30)
× WAVE	-0.038*	× WAVE	0.023	× WAVE	0.023	× WAVE	-0.010
	(-1.70)		(0.67)		(0.87)		(-0.19)
Bylaws	0.007	Golden Parachutes	0.003	Not Secret Ballot	-0.021*	Silver Parachutes	-0.004
	(1.06)		(0.51)		(-1.92)		(-0.17)
× WAVE	-0.020	× WAVE	0.019	× WAVE	-0.004	× WAVE	-0.004
	(-1.13)		(1.01)		(-0.13)		(-0.07)
Unequal Voting	-0.001	Indemnification	0.002	Supermajority	-0.016***	Business Combination	-0.008
	(-0.05)		(0.31)		(-3.48)		(-1.20)
× WAVE	-0.047	× WAVE	0.018	× WAVE	0.005	× WAVE	0.007
	(-1.64)		(0.91)		(0.27)		(0.29)
Special Meeting	-0.003	Director Liability	-0.001	Anti-Greenmail	0.009	Cashout	-0.006
	(-0.93)		(-0.22)		(0.97)		(-0.57)
× WAVE	0.008	× WAVE	-0.028	× WAVE	0.024	× WAVE	0.015
	(0.45)		(-1.45)		(0.79)		(0.28)

Table IA6: Takeover Deterrence Effect of Other Governance Provisions

This table summarizes the estimated takeover deterrence effect of each of the 24 governance provisions used in the G-Index (Gompers, Ishii, and Metrick (2003)) during synergistic merger waves using our baseline linear probability model (Table 3). The sample period ends in 2006 when IRRC published the last comprehensive data on all 24 provisions. PROVISION is a dummy variable indicating whether a firm employs the specified governance provision. WAVE is a dummy variable for industry-year observations in which the number of synergistic deals is one standard deviation above the industry time-series median, with an additional requirement that at least half of the subsectors within an industry should receive a surprise bid. See Appendix B for the complete list of variable definitions. All regression models include firm-level control variables as well as industry and year fixed effects as in Table 3. Industries are defined using Fama and French (1997) 48 industry classifications. All control variables are measured at the beginning of the year. The estimates of the controls are omitted for brevity. Standard errors are clustered at the industry level. The statistical significance level of estimated coefficients is indicated by *, **, and *** for 10%, 5%, and 1%, respectively.

	Name	PROVISION × WaVE	PROVISION	WAVE		Name	PROVISION × WAVE	PROVISION	WAVE
		1	2	3			1	2	3
1	Classified Board	-0.040**	0.001	0.051***	13	Executive Severance	0.054*	0.000	0.017**
		(-2.40)	(0.16)	(3.03)			(1.75)	(0.01)	(2.12)
2	Poison Pill	-0.013	0.006	0.029**	14	Charters	0.002	0.010	0.022**
		(-1.01)	(1.35)	(2.51)			(0.03)	(0.52)	(2.50)
3	Blank Check	-0.033*	0.008	0.050***	15	Not Cumulative Voting	-0.002	0.008	0.024
		(-1.85)	(1.44)	(2.92)			(-0.10)	(0.74)	(1.03)
4	Bylaws	-0.026*	0.009	0.027***	16	Not Secret Ballot	-0.004	-0.021*	0.026
		(-1.93)	(1.43)	(3.00)			(-0.15)	(-1.93)	(0.86)
5	Unequal Voting	-0.065***	-0.003	0.024***	17	Supermajority	-0.002	-0.012***	0.023*
		(-2.83)	(-0.14)	(2.71)			(-0.13)	(-2.81)	(1.73)
6	Special Meeting	-0.005	0.002	0.024**	18	Anti-Greenmail	0.029	0.006	0.016
		(-0.28)	(0.69)	(2.20)			(1.25)	(0.95)	(1.52)
7	Written Consent	-0.021	0.007	0.029***	19	Directors' Duties	-0.030	0.000	0.025***
		(-1.08)	(1.08)	(3.33)			(-1.49)	(0.00)	(3.13)
8	Compensation Plans	0.031*	0.001	0.001	20	Fair Price	0.002	0.006	0.021
		(1.91)	(0.20)	(0.10)			(0.11)	(1.22)	(1.59)
9	Director Contracts	0.014	-0.000	0.020**	21	Pension Parachutes	-0.002	0.011	0.022**
		(0.44)	(-0.01)	(2.49)			(-0.04)	(0.47)	(2.50)
10	Golden Parachutes	0.009	0.005	0.017	22	Silver Parachutes	-0.010	-0.001	0.023**
		(0.49)	(0.96)	(1.16)			(-0.22)	(-0.07)	(2.41)
11	Indemnification	0.007	0.001	0.020**	23	Business Combination	0.009	-0.004	0.014
		(0.47)	(0.16)	(2.51)			(0.32)	(-0.52)	(0.61)
12	Director Liability	-0.011	0.000	0.028***	24	Cashout	0.004	-0.006	0.022**
		(-0.78)	(0.06)	(2.97)			(0.09)	(-0.51)	(2.52)