Shawn J. Bayern

Visiting Professor
Northwestern Pritzker School of Law
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EDUCATION

University of California, Berkeley School of Law (Boalt Hall)
J.D., May 2006
Activities:
- Editor-in-Chief, *California Law Review*
- Research Assistant, Melvin Eisenberg

Honors:
- Thelen Marrin Prize for Academic Achievement (strongest academic record at graduation)
- Jurisprudence Award (first in class): Contracts; Torts; Corporations; Constitutional Law: Structural Issues; Comparative Contract Law; Law & Economics
- Prosser Prize (second in class): Administrative Law
- William Carey Jones Scholarship (merit scholarship)

Yale University
B.S., Computer Science, May 1999
Honors:
- Tau Beta Pi Engineering Honor Society

AREAS OF ACADEMIC SPECIALTY

Contracts; Torts; Business Associations (Agency, Partnerships, and LLCs)

ACADEMIC APPOINTMENTS

Florida State University College of Law
Larry and Joyce Beltz Professor of Torts, 2013 –
Professor, 2018 – ; Associate Professor (with tenure), 2014 – 2018; Assistant Professor, 2009 – 2014
Service:
- Law Review Faculty Advisor, 2011 –
- Faculty Appointments Committee, 2011 – 2016; Dean Search Committee, 2015 – 2016
- Curriculum Committee, 2016 – 2018 (chair)
- Admissions Committee, 2009 – 2011, 2013 – 2018 (chair, 2015 – 2016)
- University Technology Committee, 2015 –

Honors:
- University Teaching Award, 2014 – 2015
- Chosen "Professor of the Year" by FSU's first-year law students, 2009 – 2010

Northwestern University Pritzker School of Law
Visiting Professor, 2018 – 2019

University of California, Berkeley School of Law (Boalt Hall)
Visiting Professor (LL.M. Program), Summers 2014 – 2018
Honors: Faculty Commencement Speaker, July 2015 (selected by students)

Duke University School of Law
Visiting Assistant Professor, 2007 – 2009

TEACHING

Florida State University College of Law: Contracts; Torts; Closely Held Business Organizations
Summer Program in Law at Oxford: Comparative Contract Law

University of California, Berkeley School of Law (Boalt Hall):
Summers 2014 – 2018: Contracts
Spring 2006: Contract Law Theory Seminar (with Melvin Eisenberg)

Duke Law School: Law and Economics; Business Associations

LEGAL PUBLICATIONS

Books

THE ANALYTICAL FAILURES OF LAW AND ECONOMICS (under contract, Harvard University Press)

CLOSELY HELD ORGANIZATIONS (2014) (casebook, Carolina Academic Press)

Articles and Essays

Methodological Failures in Leading American Economic Analyses of the Private Law, 5 CRITICAL ANALYSIS OF LAW 19 (2018)

Artificial Intelligence and Private Law, in RESEARCH HANDBOOK ON LAW AND ARTIFICIAL INTELLIGENCE (Woodrow Barfield & Ugo Pagallo eds., 2017)

Contract Meta-Interpretation, 49 U.C. DAVIS L. REV. 1097 (2016)

Three Problems (and Two Solutions) in the Law of Partnership Formation, 49 U. MICH. J.L. REF. 605 (2016)

Offer and Acceptance in Modern Contract Law: A Needless Concept, 103 CALIF. L. REV. 67 (2015)

The Implications of Modern Business-Entity Law for the Regulation of Autonomous Systems, 19 STAN. TECH. L. REV. 93 (2015) (also published at 7 EUR. J. RISK REG. 297 (2016))

The Limits of Economic Reasoning in Analyzing Duress, 99 MINN. L. REV. HEADNOTES 141 (2015)

The Nature and Timing of Contract Formation, in COMPARATIVE CONTRACT LAW: BRITISH AND AMERICAN PERSPECTIVES (Martin Hogg & Larry DiMatteo eds., Oxford University Press 2015)

Of Bitcoins, Independently Wealthy Software, and the Zero-Member LLC, 108 NW. U. L. REV. 1485 (2014) (also published at 108 NW. U. L. REV. ONLINE 257 (2014))

Dynamic Common Law and Technological Change: The Classification of Bitcoin, 71 WASH. & LEE L. REV. ONLINE 22 (2014) (invited symposium contribution)

The Expectation Measure and Its Discontents (with Melvin A. Eisenberg), 2013 MICH. ST. L. REV. 1

Against Certainty, 40 HOFSTRA L. REV. 53 (2012)

False Efficiency and Missed Opportunities in Law and Economics, 86 TUL. L. REV. 135 (2011)

The Limits of Formal Economics in Tort Law: The Puzzle of Negligence, 75 BROOK. L. REV. 707 (2010)

Rational Ignorance, Rational Closed-Mindedness, and Modern Economic Formalism in Contract Law, 97 CALIF. L. REV. 943 (2009)

Case Interpretation, 36 FLA. ST. U. L. REV. 125 (2009)

The Significance of Private Burdens and Lost Benefits for a Fair-Play Analysis of Punishment, 12 NEW. CRIM. L. REV. 1 (2009) (peer reviewed)

Comment, *Explaining the American Norm Against Litigation*, 93 CALIF. L. REV. 1697 (2005)

Shorter Works and Op-Eds

An Unintended Consequence of Reducing the Corporate Tax Rate, 157 TAX NOTES 1137 (2017)

Company Law and Autonomous Systems: A Blueprint for Lawyers, Entrepreneurs, and Regulators, 9 HASTINGS SCI. & TECH. L.J. 135 (2017) (with Thomas Burri (St. Gallen), Thomas Grant (Cambridge), Daniel Häusermann (St. Gallen), Florian Möslein (Marburg), and Richard Williams (Cambridge))

Gesellschaftsrecht und autonome Systeme im Rechtsvergleich, 2 AKTUELLE JURISTISCHE PRAXIS (AJP) 2017, 192 (with Thomas Burri (St. Gallen), Thomas Grant (Cambridge), Daniel Häusermann (St. Gallen), Florian Möslein (Marburg), and Richard Williams (Cambridge))

Convergence in the Law of Contract Formation: A Reply to Hector MacQueen, in COMPARATIVE CONTRACT LAW: BRITISH AND AMERICAN PERSPECTIVES (Martin Hogg & Larry DiMatteo eds., Oxford University Press, forthcoming 2015)

The Uneasy Case for a Theory of Law, 2 J.L.: PERIODICAL LABORATORY OF LEG. SCHOLARSHIP 491 (2012) (with Jeffrey Kahn)

A Formal System for Analyzing Conveyances of Property Under the Common Law, *in* FRONTIERS IN ARTIFICIAL INTELLIGENCE AND APPLICATIONS: LEGAL KNOWLEDGE AND INFORMATION SYSTEMS 139 (R.G.F. Winkels ed., 2010)

Making Financial Regulation Work: The Elephants of Banking, WASHINGTON POST: THE HEARING, June 29, 2009 (with Zephyr Teachout)

Toward Nonprofit Financial Services, HUFFINGTON POST, May 12, 2009

Amicus Briefs

Author, *Brief of Contract Law Professors in Support of Respondent*, *Astra USA, Inc., v. County of Santa Clara*, United States Supreme Court, No. 09-1273 (arguing that a public hospital should be able to enforce, as a third-party beneficiary, a contract between pharmaceutical companies and the Secretary of Health and Human Services)

SELECTED NON-LEGAL PUBLICATIONS

Books

JSTL IN ACTION (2003)

WEB DEVELOPMENT WITH JAVASERVER PAGES (2d ed. 2002) (with Duane K. Fields & Mark A. Kolb)

Shorter Works and Op-Eds

Google Deserves More Cynicism, HUFFINGTON POST, May 20, 2010

Synchronized Recursion, DR. DOBB'S J., June 2001, at 151

MEMBERSHIPS

American Law Institute (elected member, 2017–)

SELECTED PRESENTATIONS

Presenter, "The Analytical Failures of Law and Economics," University of Surrey faculty lecture, UK, June 2017

Presenter, "A Crisis of Faith in Expectation Damages," 12th Annual International Contracts Conference, Feb. 2017

Presenter, "The American Law and Economics Movement: An American Revolution in Private Law," Obligations VIII: Revolutions in Private Law, Cambridge University, UK, July 2016

Presenter, "In the Company of Robots" – A Symposium on Zero-Member LLCs and Autonomous Entities, Munich, Germany, July 2016 (two-day symposium organized by the University of St. Gallen and the Munich Center on Governance at the University of Munich (Ludwig-Maximilians-Universität) to discuss the comparative implications of my work on zero-member LLCs and autonomous legal entities)

Presenter, "Introduction to Modern Business Organizations," continuing legal education lecture, Young Lawyers Division of the Florida Bar, Tampa, FL, May 2016

Presenter, "Contracts as Contracts," Mel Eisenberg Festschrift Conference, Berkeley Law, Oct. 2015

Presenter, "The Analytical Failures of 'Law and Economics' in Contract Law: An American Perspective," Legal Research Network Conference, University of Turku, Finland, Sept. 2015

Faculty Commencement Address, Berkeley Law, Professional LL.M. Commencement Ceremony, July 2015 (selected by student vote)

Presenter, "The Implications of Modern Business-Entity Law for the Legal Governance of Autonomous Systems," The Man and the Machine: When Systems Take Decisions Autonomously, University of St. Gallen, Switzerland, June 2015

Co-teacher, "LLC Law for Judges" (day-long course), Florida College of Advanced Judicial Studies, June 2015

Presenter, "Offer and Acceptance in Modern Contract Law: A Needless Concept," 10th Annual International Contracts Conference, Feb. 2015

Presenter, "Meta-Contextual Contract Interpretation," 9th Annual International Contracts Conference, Feb. 2014

Presenter, "The Nature and Timing of Contract Formation," Transatlantic Perspectives on Contract Law, University of Edinburgh, Aug. 2013

Presenter, "A Theory of Contract Formation," 8th Annual International Contracts Conference, Mar. 2013

Presenter, Roundtable on Foundational Principles of Contract Law, Berkeley Law, Jan. 2013

Presenter, "Offer and Acceptance in Modern Contract Law: A Needless Concept," Obligations VI Conference, London, Ontario, July 2012

Faculty Workshop, "Against Certainty," University of Florida Levin College of Law, Faculty Workshop Series, Mar. 2012

PROFESSIONAL LEGAL EXPERIENCE

Judge Harris Hartz, United States Court of Appeals for the Tenth Circuit
Law Clerk, September 2006 – August 2007

Office of the Solicitor General, United States Department of Justice
Law Clerk, June 2006 – August 2006

Appellate Staff, Civil Division, United States Department of Justice
Law Intern, July 2005 – August 2005

Covington & Burling (Washington, D.C.)
Summer Associate, May 2005 – July 2005

Judge Saundra B. Armstrong, United States District Court for the Northern District of California
Law Extern, June 2004 – August 2004

OTHER EXPERIENCE

Java Community Process
Reference-Implementation Lead, JSP Standard Tag Library (JSTL), May 2001 – June 2003

Served on "expert groups" responsible for creating programming languages (such as the popular JavaServer Pages language). Directed a team of Sun Microsystems employees and volunteers as the principal engineer for a widely used open-source programming project.

Yale University Information Technology Services, Technology and Planning
Researcher, June 1999 – June 2003

Conceived and developed the Yale Central Authentication Service (CAS), a software framework for computer security adopted by universities and other institutions worldwide. (In 2006, Yale received a $50,000 award from the Andrew W. Mellon Foundation in honor of its creation of CAS.)

Independent Activities
June 1999 – June 2003

Created and developed several online services, including Time Cave, a website with about 30,000 users that was featured in *PC World* as one of the "best free" sites on the Internet in 2003. Consulted for a variety of start-up and established organizations, and led several open-source software projects at the Apache Software Foundation. Served as a frequent conference speaker and corporate trainer on technological matters.

MISCELLANEOUS SERVICE AND ACTIVITIES

Presenter of several recorded bar-review lectures for Themis Bar Review, 2011 – present

iPhone/iPad application development, including a free, searchable edition of the United States Code released in early 2010, downloaded approximately 35,000 times, and adopted by some federal agencies

Writer for various testing organizations, including ACT, Inc.

Instrumental musical composition
Honors: Music Aid International Music Awards, 2006, 2007, 2009: Special Mention

Former General Securities Representative (NASD/FINRA Series 7)