

Curricular Component: (X) Course Exclusive    ( ) Common Axis    ( ) Universal Axis		
Course: Law		Thematic Nucleus:
Name of the Curricular Component: <b>Contracts in Business Law</b>		Code of the Curricular Component:
Workload: 2 hour-class	( X ) Classroom ( ) Laboratory ( ) Distance Learning	Stage: 5th stage
<b>Summary:</b>  This course examines the structure, function, and economic logic of contracts within business transactions. Through case studies, doctrinal analysis, problem-solving exercises, and in-class simulations, students explore how contractual instruments allocate risks, structure cooperation, and govern long-term commercial relationships. The course covers foundational doctrines (formation, interpretation, breach, remedies), relational and incomplete contracting, bargaining power, standard-form contracting, and sector-specific business contracts (M&A, distribution, joint ventures, shareholder agreements, financing instruments). Students will learn to analyze how contract law interacts with commercial practice, corporate governance, and market institutions. Emphasis is placed on identifying how legal rules shape incentives, distribute power between contracting parties, and influence business strategy.		
<b>Conceptual Goals</b> By the end of the course, students will be able to: (i) Identify and explain core doctrines of contract law as applied to business transactions (formation, interpretation, performance, breach, remedies); (ii) Understand the economic and organizational functions of contracts in coordinating commercial activity; (iii) Analyze the role of bargaining power and asymmetries in shaping contractual terms and outcomes; (iv) Recognize how legal rules allocate risks and responsibilities among parties in complex commercial agreements; and (v) Distinguish types of business contracts and typical clauses (e.g., supply, distribution, franchise, M&A, shareholder agreements, financing contracts).	<b>Procedural Goals and Skills</b> The course employs participatory and interactive learning methodologies designed to engage students with real and hypothetical business contracting problems. Students will develop: (i) The ability to evaluate legal and economic consequences of different contractual structures; (ii) Skills in reading and interpreting contractual clauses within commercial agreements; (iii) Analytical skills in applying contract doctrines to business fact-patterns and altering outcomes through strategic drafting and (iv) Experience in working with case studies, judicial decisions, and real-world documents used in business practice.	<b>Attitudinal Goals and Values</b> Students are encouraged to: (i) Approach contractual problems with analytical rigor and commercial awareness; (ii) Develop sensitivity to power imbalances, ethical considerations, and fairness implications in business contracting; (iii) Reflect critically on how contracting practices affect stakeholders beyond the contracting parties.
<b>Methodology</b>  The course will combine (i) Interactive lectures introducing key concepts and doctrines; (ii) Case studies and judicial decisions illustrating real-world contract disputes and business contexts, practical exercises, including interpretation problems; and (iii) Reading-based discussions on doctrinal materials and economic/organizational theories of contracting.		

### Teaching and Learning Approach

The course emphasizes continuous engagement with materials: cases, contract excerpts, and academic commentary. Students will work with real or adapted business contracts to bridge doctrinal learning and practical application. Active participation is encouraged to build applied skills. Group discussions and collaborative assignments will foster collective reasoning and decision-making.

### Evaluation Criteria

We strongly encourage that all exams be answered in English. However, there will be no reduction in the grades if answers are in Portuguese. The final grade will be composed of the following components:

#### For mid-term evaluation (N1)

Written Exam 1 – 35%

In-Class Group Activity 1 – 15%

#### For end-of-term evaluation (N2)

Written Exam 2 – 35%

In-Class Group Activity 2 – 15%

Written exams will test the interpretation and application of contractual doctrines to business fact-patterns and dispute scenarios. In-class group activities will include research and case discussions in small groups.

**Participation:** Professors may award up to 1 additional point for consistent attendance and active participation.

### Basic bibliography

**GRUNDMANN, Stefan.** *Organizational Contracts: Theory and Practice*. Cheltenham: Edward Elgar, 2015.

**GILSON, Ronald J.; SABEL, Charles; SCOTT, Robert E.** Contracting for innovation: vertical disintegration and interfirm collaboration. *Columbia Law Review*, v. 109, n. 3, p. 431-502, 2009.

**CHOI, Albert H.; TRIANTIS, George G.** Strategic vagueness in contract design: the case of corporate acquisitions. *Yale Law Journal*, v. 119, p. 1092-1158, 2010.

### Additional Bibliography:

**WILLIAMSON, Oliver E.** *The Mechanisms of Governance*. New York: Oxford University Press, 1996.

**TREBILCOCK, Michael J.** *The Limits of Freedom of Contract*. Cambridge: Harvard University Press, 1993.

**PISTOR, Katharina.** *The Code of Capital: How the Law Creates Wealth and Inequality*. Princeton: Princeton University Press, 2019.