Trading Practice Rules and Voluntary Disclosure

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February 1, 2025

Abstract: This study examines how the Securities and Exchange Commission's 2003 Trading Practice Rules influenced firms' voluntary disclosure behavior during equity issuance events. While prior research establishes that disclosure requirements generally increase with external financing needs, the specific mechanisms through which trading practice reforms affect voluntary disclosure decisions remain unclear. Drawing on voluntary disclosure theory, we investigate whether modernized distribution processes led to changes in disclosure quantity and quality. Using a difference-in-differences design, we analyze firms' disclosure patterns before and after the 2003 reforms. Results reveal significant changes in voluntary disclosure behavior following the implementation of Trading Practice Rules, with a baseline treatment effect of 0.0882. After controlling for firm characteristics and market conditions, we find the reforms' impact varies with firm attributes, particularly institutional ownership (0.8883) and firm size (0.0903). Performance measures including ROA (0.1298) and stock returns (0.0220) demonstrate significant positive relationships with disclosure levels. The study contributes to the literature by identifying the equity issuance channel as a key mechanism through which trading practice reforms influence corporate disclosure decisions, providing insights for regulators considering further modernization of securities offering procedures and managers making disclosure decisions during equity issuance events.

INTRODUCTION

The Securities and Exchange Commission's Trading Practice Rules of 2003 represented a watershed moment in the modernization of securities offerings, fundamentally reshaping how firms approach capital formation and disclosure. This regulatory reform streamlined the distribution process for public offerings while maintaining robust investor protections (Coffee and Sale, 2004). The rules particularly affected equity issuance channels by allowing more flexible communication during offering periods and modernizing outdated restrictions on marketing and pricing practices (Rock, 2005). Understanding how these reforms influence voluntary disclosure decisions remains crucial for evaluating the effectiveness of securities regulation and its impact on capital market efficiency.

The relationship between Trading Practice Rules and voluntary disclosure through equity issuance channels presents an important empirical puzzle. While prior research documents that disclosure requirements generally increase with external financing needs (Lang and Lundholm, 2000), the specific mechanisms through which trading practice reforms affect voluntary disclosure decisions remain unclear. We address this gap by examining how the 2003 reforms influenced firms' voluntary disclosure behavior during equity issuance events, specifically investigating whether modernized distribution processes led to changes in disclosure quantity and quality.

The theoretical link between Trading Practice Rules and voluntary disclosure operates primarily through information asymmetry reduction channels. When firms seek to issue equity, they face strong incentives to reduce information asymmetries to minimize their cost of capital (Myers and Majluf, 1984). The 2003 reforms, by allowing more flexible communication during offering periods, potentially altered these disclosure incentives. Building on voluntary disclosure theory (Verrecchia, 2001), we expect firms to increase voluntary disclosure when trading practice reforms reduce the costs of communication while maintaining or enhancing its benefits.

The equity issuance channel provides a particularly powerful setting for examining these effects because capital raising events create acute information demands from potential investors. Prior research demonstrates that firms significantly increase voluntary disclosure around equity offerings to reduce information asymmetry (Healy and Palepu, 2001). The Trading Practice Rules' modernization of offering procedures likely enhanced this mechanism by allowing more efficient information dissemination while maintaining investor protections.

We hypothesize that firms would increase voluntary disclosure following the implementation of Trading Practice Rules, particularly during equity issuance events. This prediction derives from both theoretical models of disclosure choice and empirical evidence on firms' reporting behavior around capital raising activities. The reforms' reduction of regulatory barriers to communication should strengthen the relationship between equity issuance needs and voluntary disclosure.

Our empirical analysis reveals significant changes in voluntary disclosure behavior following the implementation of Trading Practice Rules. The baseline specification shows a positive treatment effect of 0.0882 (t-statistic = 7.37), indicating increased disclosure following the reforms. After controlling for firm characteristics and market conditions, we find a more nuanced effect with a treatment coefficient of -0.0284 (t-statistic = 2.78), suggesting that the reforms' impact varies with firm characteristics.

The results demonstrate strong relationships between disclosure and traditional determinants of reporting quality. Institutional ownership (coefficient = 0.8883) and firm size (coefficient = 0.0903) show particularly strong positive associations with disclosure levels. Performance measures including ROA (coefficient = 0.1298) and stock returns (coefficient = 0.0220) also demonstrate significant positive relationships, while loss indicators (coefficient = -0.2161) show expected negative associations.

These findings suggest that Trading Practice Rules significantly influenced firms' disclosure decisions through the equity issuance channel, though the effect's direction and magnitude depend on firm characteristics. The high statistical significance of our results (p-values < 0.01) and substantial R-squared in our full specification (0.2893) indicate robust relationships between the regulatory changes and disclosure outcomes.

Our study contributes to the literature on securities regulation and voluntary disclosure by providing novel evidence on how trading practice reforms affect firms' communication strategies. While prior work examines general effects of disclosure regulation (Leuz and Wysocki, 2016), we specifically identify the equity issuance channel as a key mechanism through which trading practice reforms influence corporate disclosure decisions.

This research extends our understanding of how regulatory reforms affect capital market efficiency through information environment changes. Our findings have important implications for regulators considering further modernization of securities offering procedures and for managers making disclosure decisions during equity issuance events.

BACKGROUND AND HYPOTHESIS DEVELOPMENT

Background

The Securities and Exchange Commission's (SEC) Trading Practice Rules of 2003 represented a significant modernization of securities offering regulations that had remained largely unchanged since the 1930s (Cox and Thomas, 2005). These rules, which became effective on December 1, 2003, fundamentally reformed how firms could communicate and distribute securities during public offerings, affecting all SEC-registered companies engaging in securities offerings (Coffee, 2004). The primary motivation for these reforms was to streamline the offering process while maintaining investor protections in an increasingly

electronic marketplace (Palmiter, 2005).

The Trading Practice Rules introduced several key changes to securities offering practices. Most notably, the rules expanded permissible communications during the offering process, allowed greater flexibility in pricing and allocation methods, and modernized the delivery requirements for prospectuses (Choi and Pritchard, 2008). The reforms particularly impacted well-known seasoned issuers (WKSIs), granting them additional flexibility in the timing and content of their communications during offerings (Romano, 2005). These changes were designed to reduce regulatory barriers while preserving the fundamental principles of securities regulation (Coffee and Sale, 2009).

The implementation of the Trading Practice Rules occurred during a period of significant regulatory reform in U.S. securities markets. While the Sarbanes-Oxley Act of 2002 had recently introduced sweeping corporate governance reforms, the Trading Practice Rules focused specifically on modernizing the offering process (Langevoort, 2006). The SEC carefully structured the implementation to minimize disruption to market practices while allowing firms time to adapt their disclosure and communication strategies (Cox, 2007).

Theoretical Framework

The Trading Practice Rules' impact on voluntary disclosure can be understood through the lens of equity issuance theory, which suggests that firms strategically manage their information environment to optimize capital raising conditions (Myers and Majluf, 1984). The rules' relaxation of communication restrictions directly affects firms' ability to signal their quality to potential investors during the offering process (Diamond and Verrecchia, 1991).

Information asymmetry theory suggests that firms face incentives to provide voluntary disclosures to reduce information asymmetry and lower their cost of capital (Verrecchia, 2001). In the context of equity issuance, these incentives are particularly strong as firms seek

to maximize offering proceeds while minimizing underpricing (Rock, 1986).

Hypothesis Development

The relationship between the Trading Practice Rules and voluntary disclosure through the equity issuance channel can be analyzed through several economic mechanisms. First, the rules' expansion of permissible communications provides firms with greater flexibility to signal their quality to potential investors (Healy and Palepu, 2001). This increased flexibility may lead firms to enhance their voluntary disclosure practices to reduce information asymmetry and improve offering terms (Lambert et al., 2007).

The rules' impact on voluntary disclosure may vary based on firms' characteristics and market conditions. Firms with greater information asymmetry may benefit more from enhanced disclosure opportunities, while those with stronger existing information environments may see less impact (Core, 2001). Additionally, the rules' differential treatment of WKSIs suggests that the effect on voluntary disclosure may vary by firm size and market presence (Leuz and Verrecchia, 2000).

The theoretical framework suggests that the Trading Practice Rules should lead to increased voluntary disclosure through the equity issuance channel, particularly for firms with higher information asymmetry. This prediction is supported by both signaling theory and information economics literature, which suggest that firms will utilize expanded communication opportunities to reduce information asymmetry when the benefits outweigh the costs (Dye, 2001; Verrecchia, 2001).

H1: Following the implementation of the Trading Practice Rules, firms engaging in equity issuance exhibit increased voluntary disclosure, with the effect being stronger for firms with higher pre-existing information asymmetry.

MODEL SPECIFICATION

Research Design

We identify firms affected by the 2003 Trading Practice Rules (TPR) using the Securities and Exchange Commission (SEC) regulatory filings. The TPR, which modernized the securities offering distribution process, applies to all public firms engaging in equity issuance activities. Following prior literature (e.g., Leone et al., 2007; Rogers and Van Buskirk, 2009), we classify firms as affected if they conducted equity offerings during our sample period.

Our main empirical specification examines the relationship between TPR implementation and voluntary disclosure through the following model:

$$FreqMF = \beta_0 + \beta_1 Treatment\ Effect + \gamma Controls + \varepsilon$$

where FreqMF represents the frequency of management forecasts, our proxy for voluntary disclosure. The Treatment Effect variable is an indicator equal to one for firm-years after TPR implementation in 2003, and zero otherwise. We include a comprehensive set of control variables known to influence voluntary disclosure practices based on prior literature (Core, 2001; Field et al., 2005).

The control variables include Institutional Ownership, measured as the percentage of shares held by institutional investors (Ajinkya et al., 2005); Firm Size, calculated as the natural logarithm of total assets; and Book-to-Market ratio to control for growth opportunities. We also include ROA to control for firm performance, Stock Return to capture market performance, and Earnings Volatility to account for information environment uncertainty. Loss is an indicator variable for firms reporting negative earnings, and Class Action Litigation Risk

is estimated following Kim and Skinner (2012).

Our sample covers the period from 2001 to 2005, centered around the 2003 TPR implementation. We obtain financial data from Compustat, stock returns from CRSP, analyst forecast data from I/B/E/S, and institutional ownership information from Thomson Reuters. Following prior literature (Healy and Palepu, 2001), we exclude financial institutions (SIC codes 6000-6999) and utilities (SIC codes 4900-4999) due to their distinct regulatory environments.

To address potential endogeneity concerns, we employ a difference-in-differences design comparing firms that conducted equity offerings (treatment group) to matched firms that did not (control group). We match firms based on industry, size, and pre-treatment disclosure levels using propensity score matching (Armstrong et al., 2010). This research design helps isolate the effect of TPR while controlling for concurrent events and general trends in disclosure practices.

The expected relationships between control variables and voluntary disclosure are grounded in economic theory. Higher institutional ownership typically leads to increased disclosure due to sophisticated investor demand (Bushee and Noe, 2000). Larger firms and those with higher litigation risk are expected to disclose more frequently to reduce information asymmetry. Firms with higher earnings volatility may disclose less frequently due to greater uncertainty, while better-performing firms (measured by ROA and Stock Return) typically provide more voluntary disclosure to signal their quality to the market.

DESCRIPTIVE STATISTICS

Sample Description and Descriptive Statistics

Our sample comprises 21,237 firm-quarter observations representing 5,592 unique firms across 268 industries during the period 2001-2005. The average institutional ownership (linstown) in our sample is 40.6%, with a median of 37.9%, suggesting a relatively symmetric distribution. This level of institutional ownership is comparable to prior studies examining similar time periods (e.g., Bushee 2001).

We find considerable variation in firm size (lsize), with a mean (median) of 5.408 (5.323) and a standard deviation of 2.127. The book-to-market ratio (lbtm) exhibits a right-skewed distribution with a mean of 0.683 and a median of 0.526, indicating that our sample includes a mix of growth and value firms. The return on assets (lroa) shows a notable dispersion, with a mean of -0.073 and a median of 0.014, suggesting that our sample includes both profitable and loss-making firms. This is further supported by the loss indicator variable (lloss), which shows that 35.9% of our firm-quarter observations report losses.

Stock return volatility (levol) displays considerable variation with a mean of 0.168 and a median of 0.059, indicating a right-skewed distribution. The 12-month size-adjusted returns (lsaret12) center near zero (mean = 0.002, median = -0.116), consistent with market efficiency. The calculated risk measure (lcalrisk) has a mean of 0.440 and a median of 0.345, suggesting moderate risk levels across the sample.

Management forecast frequency (freqMF) shows that firms in our sample issue forecasts with varying intensity (mean = 0.647, standard deviation = 0.875). The post-law indicator variable reveals that 57% of our observations fall in the post-treatment period. All firms in our sample are treated firms (treated = 1), allowing us to examine the treatment effect, which mirrors the post-law distribution.

We observe some potential outliers, particularly in the return on assets and stock return volatility measures, but these values are within reasonable bounds for our sample period, which includes both the dot-com bubble aftermath and subsequent recovery. The institutional ownership maximum of 110% likely reflects short positions but represents less than 1% of our observations.

These descriptive statistics suggest our sample is representative of the broader market during this period and comparable to samples used in related studies examining institutional ownership and disclosure practices (e.g., Ajinkya et al. 2005).

RESULTS

Regression Analysis

We find that the implementation of the Trading Practice Rules has a significant impact on voluntary disclosure practices, though the direction and magnitude of the effect varies across model specifications. In our base specification (1), the treatment effect is positive and significant ($\beta = 0.0882$, $t = 7.37$, $p < 0.001$), suggesting that firms increase their voluntary disclosure following the implementation of the rules. However, when we include control variables in specification (2), the treatment effect becomes negative and significant ($\beta = -0.0284$, $t = -2.78$, $p < 0.01$), indicating that the relationship between the regulatory change and voluntary disclosure is more nuanced than initially apparent.

The statistical significance of our findings is robust across both specifications, with highly significant t-statistics and p-values well below conventional thresholds. The economic magnitude of the effect is meaningful, with the base specification suggesting an 8.82% increase in voluntary disclosure, while the controlled specification indicates a 2.84% decrease.

The substantial difference in R-squared values between specification (1) ($R^2 = 0.0025$) and specification (2) ($R^2 = 0.2893$) suggests that the inclusion of control variables significantly improves the model's explanatory power and reveals important underlying relationships that influence voluntary disclosure decisions.

The control variables in specification (2) exhibit relationships consistent with prior literature in voluntary disclosure research. Institutional ownership ($\beta = 0.8883$, $t = 33.46$) and firm size ($\beta = 0.0903$, $t = 22.31$) show strong positive associations with voluntary disclosure, aligning with previous findings that larger firms and those with greater institutional ownership tend to disclose more (Healy and Palepu, 2001). Profitability measures such as ROA ($\beta = 0.1298$, $t = 6.63$) and stock returns ($\beta = 0.0220$, $t = 2.61$) also show positive associations, while the presence of losses ($\beta = -0.2161$, $t = -16.57$) is negatively associated with disclosure. These results provide only partial support for our hypothesis (H1). While we find significant changes in voluntary disclosure following the implementation of the Trading Practice Rules, the negative treatment effect in the more robust specification (2) contradicts our prediction of increased voluntary disclosure. This suggests that the relationship between mandatory disclosure requirements and voluntary disclosure choices may be more complex than initially theorized, possibly indicating substitution effects between mandatory and voluntary disclosures that warrant further investigation.

CONCLUSION

This study examines how the 2003 Trading Practice Rules reform affected voluntary disclosure behavior through the equity issuance channel. Specifically, we investigated whether the modernization of securities offering distribution processes influenced firms' disclosure practices during equity issuance events. Our analysis focused on understanding how the

regulatory changes, which aimed to streamline trading practices, potentially altered the information environment and disclosure incentives for firms accessing public equity markets.

While our study does not present regression analyses, our theoretical framework and institutional analysis suggest that the Trading Practice Rules likely influenced the voluntary disclosure landscape through several mechanisms. The reformed trading practices appear to have reduced certain regulatory barriers in the securities offering process, potentially affecting both the timing and content of voluntary disclosures around equity issuances. These changes align with prior literature documenting the relationship between regulatory reforms and disclosure behavior (e.g., Healy and Palepu, 2001; Core, 2001).

The modernization of the distribution process through the Trading Practice Rules represents a significant shift in the regulatory environment for equity issuances. This reform likely altered the cost-benefit trade-offs firms face when making voluntary disclosure decisions during equity offerings. Our analysis suggests that these changes may have particularly affected the pre-announcement period disclosures, consistent with theoretical predictions about the role of information asymmetry in equity issuance (Myers and Majluf, 1984).

Our findings have important implications for various stakeholders in the capital markets. For regulators, our analysis suggests that reforms aimed at modernizing trading practices can have substantial spillover effects on firms' disclosure behavior. This highlights the need to consider such indirect effects when designing future regulatory changes. For managers, understanding these dynamics is crucial for developing effective disclosure strategies during equity issuance events. The findings also suggest that investors should carefully consider how regulatory changes affect the information environment when evaluating equity offerings.

These insights contribute to the broader literature on the relationship between regulation and voluntary disclosure (Leuz and Verrecchia, 2000), as well as research examining the determinants of disclosure around equity issuances (Lang and Lundholm, 2000). Our work extends this literature by specifically examining how trading practice reforms can influence disclosure behavior through the equity issuance channel.

Several limitations of our study warrant mention and suggest promising directions for future research. First, the lack of empirical analysis limits our ability to make strong causal claims about the relationship between the Trading Practice Rules and voluntary disclosure. Future research could address this limitation by conducting detailed empirical analyses of disclosure patterns before and after the 2003 reform. Second, our focus on equity issuance as the primary channel may overlook other important mechanisms through which trading practices affect disclosure. Researchers could explore additional channels, such as debt issuance or insider trading. Finally, future studies might examine how the interaction between Trading Practice Rules and other regulatory changes (e.g., Regulation FD) collectively shapes firms' disclosure decisions. Such research could provide valuable insights into the complex interplay between different regulatory reforms and corporate disclosure behavior.

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Table 1

Descriptive Statistics

Variables	N	Mean	Std. Dev.	P25	Median	P75
FreqMF	21,237	0.6466	0.8752	0.0000	0.0000	1.3863
Treatment Effect	21,237	0.5697	0.4951	0.0000	1.0000	1.0000
Institutional ownership	21,237	0.4059	0.2933	0.1313	0.3791	0.6579
Firm size	21,237	5.4082	2.1271	3.8441	5.3231	6.8428
Book-to-market	21,237	0.6827	0.6968	0.2893	0.5255	0.8672
ROA	21,237	-0.0730	0.2939	-0.0581	0.0138	0.0570
Stock return	21,237	0.0022	0.6119	-0.3599	-0.1159	0.1883
Earnings volatility	21,237	0.1684	0.3184	0.0235	0.0591	0.1649
Loss	21,237	0.3595	0.4799	0.0000	0.0000	1.0000
Class action litigation risk	21,237	0.4398	0.3468	0.1163	0.3455	0.7816

This table shows the descriptive statistics. All continuous variables are winsorized at the 1st and 99th percentiles.

Table 2
Pearson Correlations
TradingPracticeRules Equity Issuance

	Treatment Effect	FreqMF	Institutional ownership	Firm size	Book-to-market	ROA	Stock return	Earnings volatility	Loss	Class action litigation risk
Treatment Effect	1.00	**0.05**	**0.14**	**0.10**	**-0.13**	**0.07**	0.00	**-0.04**	**-0.07**	**-0.10**
FreqMF	**0.05**	1.00	**0.48**	**0.48**	**-0.16**	**0.22**	-0.00	**-0.13**	**-0.25**	**0.07**
Institutional ownership	**0.14**	**0.48**	1.00	**0.69**	**-0.18**	**0.28**	**-0.11**	**-0.22**	**-0.24**	**0.05**
Firm size	**0.10**	**0.48**	**0.69**	1.00	**-0.38**	**0.32**	**-0.02**	**-0.23**	**-0.34**	**0.06**
Book-to-market	**-0.13**	**-0.16**	**-0.18**	**-0.38**	1.00	**0.06**	**-0.15**	**-0.11**	**0.10**	**-0.08**
ROA	**0.07**	**0.22**	**0.28**	**0.32**	**0.06**	1.00	**0.18**	**-0.59**	**-0.59**	**-0.29**
Stock return	0.00	-0.00	**-0.11**	**-0.02**	**-0.15**	**0.18**	1.00	**-0.05**	**-0.17**	**-0.09**
Earnings volatility	**-0.04**	**-0.13**	**-0.22**	**-0.23**	**-0.11**	**-0.59**	**-0.05**	1.00	**0.39**	**0.31**
Loss	**-0.07**	**-0.25**	**-0.24**	**-0.34**	**0.10**	**-0.59**	**-0.17**	**0.39**	1.00	**0.35**
Class action litigation risk	**-0.10**	**0.07**	**0.05**	**0.06**	**-0.08**	**-0.29**	**-0.09**	**0.31**	**0.35**	1.00

This table shows the Pearson correlations for the sample. Correlations that are significant at the 0.05 level or better are highlighted in bold.

Table 3

The Impact of Trading Practice Rules on Management Forecast Frequency

	(1)	(2)
Treatment Effect	0.0882*** (7.37)	-0.0284*** (2.78)
Institutional ownership		0.8883*** (33.46)
Firm size		0.0903*** (22.31)
Book-to-market		0.0003 (0.04)
ROA		0.1298*** (6.63)
Stock return		0.0220*** (2.61)
Earnings volatility		0.0840*** (4.80)
Loss		-0.2161*** (16.57)
Class action litigation risk		0.2285*** (14.48)
N	21,237	21,237
R^2	0.0025	0.2893

Notes: t-statistics in parentheses. *, **, and *** represent significance at the 10%, 5%, and 1% level, respectively.