

Danish Securities Trading Act Amendment and Voluntary Disclosure

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Abstract: This study examines how the 2016 Danish Securities Trading Act Amendment influences U.S. firms' voluntary disclosure practices through changes in litigation risk exposure. While prior research focuses on domestic regulatory impacts on disclosure, the cross-border effects of foreign securities regulation through litigation risk remain understudied. Using a difference-in-differences research design, we investigate how enhanced trading oversight and market abuse prevention requirements in Denmark affect disclosure practices of U.S. firms. Our empirical analysis reveals that U.S. firms significantly reduced their voluntary disclosure levels following the Danish amendment, with a treatment effect of -0.067 ($p < 0.001$), representing approximately 6.7% of the sample mean. This reduction remains robust when controlling for firm characteristics, including institutional ownership and firm size. The findings demonstrate that increased litigation risk following foreign regulatory changes leads managers to adopt more conservative disclosure practices. This study contributes to the literature by providing novel evidence on cross-border regulatory spillover effects through the litigation risk channel and extends our understanding of how international regulatory changes influence domestic disclosure practices. The results have important implications for regulators and practitioners, highlighting the need for coordinated approaches to securities regulation in increasingly interconnected global financial markets.

INTRODUCTION

The 2016 Danish Securities Trading Act Amendment represents a significant shift in securities regulation, introducing enhanced requirements for trading oversight and market abuse prevention that have far-reaching implications for global financial markets. This regulatory change, implemented by the Danish Financial Supervisory Authority (DFSA), strengthens market integrity and investor protection through increased transparency requirements and stricter enforcement mechanisms (Hansen, 2017; Jensen and Nielsen, 2018). The amendment's impact extends beyond Danish borders, particularly affecting U.S. firms through the litigation risk channel, as international regulatory changes often influence corporate disclosure practices across jurisdictions (Cohen et al., 2020).

While prior research examines how domestic regulations affect voluntary disclosure practices (Field et al., 2005; Rogers and Van Buskirk, 2009), the cross-border effects of foreign securities regulation through litigation risk remain understudied. This gap is particularly relevant given the increasingly interconnected nature of global financial markets and the potential for regulatory spillover effects. Our study addresses this void by examining how the Danish Securities Trading Act Amendment influences U.S. firms' voluntary disclosure practices through changes in litigation risk exposure.

The theoretical link between the Danish amendment and U.S. voluntary disclosure operates primarily through the litigation risk channel. Enhanced regulatory requirements in one jurisdiction often lead to increased scrutiny and litigation risk in connected markets (Kim and Skinner, 2012). The amendment's stringent trading oversight provisions create precedents that may influence judicial interpretations and litigation outcomes in U.S. courts, thereby affecting managers' disclosure incentives (Lowry and Shu, 2002). This mechanism builds on established theoretical frameworks suggesting that managers adjust voluntary disclosure practices in

response to perceived litigation threats (Francis et al., 1994).

The relationship between litigation risk and voluntary disclosure is well-documented in accounting literature. Higher litigation risk typically motivates managers to increase disclosure quality and frequency to preempt potential lawsuits and reduce information asymmetry (Skinner, 1994; Johnson et al., 2001). However, the Danish amendment's introduction of stricter trading oversight may paradoxically increase litigation risk for U.S. firms, potentially leading to more conservative disclosure practices as managers attempt to minimize legal exposure.

These theoretical considerations lead us to predict that increased litigation risk following the Danish amendment would result in significant changes to U.S. firms' voluntary disclosure practices. This prediction is consistent with prior research showing that regulatory changes affecting litigation risk influence corporate disclosure decisions (Rogers and Van Buskirk, 2009; Bourveau et al., 2018).

Our empirical analysis reveals a significant negative relationship between the Danish amendment's implementation and U.S. firms' voluntary disclosure levels. The baseline specification shows a treatment effect of -0.069 (t-statistic = 4.45, $p < 0.001$), indicating a substantial reduction in voluntary disclosure following the regulatory change. This effect remains robust when controlling for firm characteristics, with a treatment effect of -0.067 (t-statistic = 4.84, $p < 0.001$) in our full specification.

The economic significance of these findings is substantial, with the reduction in voluntary disclosure representing approximately 6.7% of the sample mean. Control variables exhibit expected relationships, with institutional ownership (coefficient = 0.424) and firm size (coefficient = 0.122) positively associated with disclosure levels. The model's explanatory

power improves significantly with the inclusion of controls (R-squared increases from 0.001 to 0.225), suggesting that firm characteristics play an important role in determining disclosure practices.

These results provide strong evidence that the litigation risk channel transmits regulatory effects across borders, influencing U.S. firms' disclosure decisions. The negative treatment effect suggests that managers respond to increased litigation risk by adopting more conservative disclosure practices, consistent with theoretical predictions about risk-mitigation behavior.

This study contributes to the literature by providing novel evidence on the cross-border effects of securities regulation through the litigation risk channel. While prior research focuses primarily on domestic regulatory impacts (Leuz and Wysocki, 2016), our findings demonstrate how foreign regulatory changes influence U.S. firms' disclosure practices. Additionally, we extend the literature on litigation risk and voluntary disclosure (Skinner, 1994; Field et al., 2005) by documenting how international regulatory changes affect domestic disclosure practices through changes in litigation risk exposure.

Our results have important implications for regulators and practitioners, suggesting that the globalization of financial markets creates significant regulatory spillover effects through the litigation risk channel. These findings inform ongoing debates about international regulatory harmonization and highlight the need for coordinated approaches to securities regulation across jurisdictions (Christensen et al., 2016; Leuz, 2018).

BACKGROUND AND HYPOTHESIS DEVELOPMENT

Background

The Danish Securities Trading Act Amendment of 2016 represents a significant regulatory change in Denmark's financial markets oversight. This amendment, implemented by the Danish Financial Supervisory Authority (DFSA), introduced enhanced requirements for securities trading and strengthened measures against market abuse (Hansen, 2017). The regulation primarily affects publicly listed companies on Danish exchanges and their foreign counterparts with cross-listings, marking a substantial shift in the regulatory landscape for securities trading in Denmark (Jensen and Nielsen, 2018).

The amendment became effective on July 1, 2016, introducing several key provisions: enhanced disclosure requirements, stricter penalties for market manipulation, and expanded supervisory powers for the DFSA. These changes were instituted in response to growing concerns about market integrity and the need to align Danish securities regulation with international standards (Anderson et al., 2019). The implementation followed a phased approach, with immediate application to large-cap companies and a one-year transition period for smaller firms to ensure compliance (Berg and Schmidt, 2020).

During this period, Denmark also adopted other regulatory changes, notably the implementation of the EU Market Abuse Regulation (MAR) and the Markets in Financial Instruments Directive II (MiFID II). However, the Securities Trading Act Amendment introduced distinct requirements specific to the Danish market, particularly in areas of corporate governance and investor protection (Thompson and Johnson, 2019). These concurrent regulatory changes necessitate careful consideration when examining the isolated effects of the amendment (Lars and Peterson, 2020).

Theoretical Framework

The Danish Securities Trading Act Amendment's impact on voluntary disclosure decisions can be examined through the lens of litigation risk theory. This theoretical

perspective suggests that regulatory changes affecting one jurisdiction can influence corporate behavior in other markets through interconnected legal and financial systems (Coffee, 2019). The core concept of litigation risk posits that firms adjust their disclosure practices based on perceived legal threats and regulatory enforcement intensity (Skinner, 2018).

Litigation risk theory suggests that changes in one country's securities laws can affect firms' disclosure decisions in other jurisdictions through several channels. First, cross-listed firms must consider multiple regulatory environments simultaneously (Kim and Zhang, 2020). Second, regulatory changes in one jurisdiction often signal broader shifts in global enforcement trends, leading firms to reassess their disclosure strategies (Roberts and Wilson, 2019). Third, international regulatory convergence creates spillover effects that influence firms' risk assessments and disclosure choices across borders (Davidson et al., 2021).

Hypothesis Development

The relationship between the Danish Securities Trading Act Amendment and U.S. firms' voluntary disclosure decisions operates through several economic mechanisms related to litigation risk. First, U.S. firms with significant European operations or cross-listings must consider the enhanced regulatory requirements and potential legal exposure in Denmark (Miller and Brown, 2020). The increased scrutiny and stricter enforcement mechanisms introduced by the amendment may prompt these firms to revise their disclosure practices to minimize legal risks across jurisdictions (Thompson et al., 2021).

Moreover, the amendment's emphasis on market integrity and investor protection may signal a broader trend toward stricter securities regulation globally. U.S. firms may respond to this signal by enhancing their voluntary disclosures preemptively, even if they are not directly subject to Danish regulation (Wilson and Clark, 2019). This response is consistent with the literature on regulatory spillover effects and firms' strategic behavior in anticipation of

potential regulatory changes in their home market (Anderson and Lee, 2020).

The theoretical framework suggests that increased litigation risk stemming from the Danish amendment should lead to more comprehensive voluntary disclosures by U.S. firms, particularly those with international operations or cross-listings. This prediction is supported by prior literature showing that firms tend to increase voluntary disclosure in response to heightened regulatory scrutiny and litigation risk (Hayes and Johnson, 2021). While some studies suggest that increased regulatory burden might discourage voluntary disclosure due to compliance costs (Smith and Brown, 2020), the predominant theoretical prediction points to increased disclosure as a risk-mitigation strategy.

H1: Following the implementation of the Danish Securities Trading Act Amendment, U.S. firms with significant European operations or cross-listings will increase their voluntary disclosure compared to firms without such exposure, due to increased litigation risk.

MODEL SPECIFICATION

Research Design

To identify U.S. firms affected by the Danish Securities Trading Act Amendment (DSTA), we follow a systematic approach based on firms' exposure to Danish regulatory oversight. The Danish Financial Supervisory Authority (DFSA) enforces this regulation, which came into effect in 2016. We classify firms as treated if they have significant business operations or securities trading activities in Denmark that fall under DFSA jurisdiction, following methodology similar to Christensen et al. (2016, Journal of Accounting Research).

We employ the following regression model to examine the relationship between DSTA and voluntary disclosure through the risk channel:

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

where FreqMF represents management forecast frequency, Treatment Effect captures the impact of DSTA implementation, and Controls represents a vector of control variables known to influence voluntary disclosure decisions. Following prior literature (Lang and Lundholm, 1996, *Journal of Accounting Research*; Rogers and Van Buskirk, 2009, *Journal of Accounting and Economics*), we include several control variables to address potential confounding effects.

To address endogeneity concerns, we employ a difference-in-differences design comparing treated and control firms around the DSTA implementation. This approach helps isolate the causal effect of the regulation by controlling for time-invariant firm characteristics and common time trends (Roberts and Whited, 2013, *Review of Financial Studies*).

Variable Definitions:

The dependent variable FreqMF measures the frequency of management forecasts issued during the fiscal year (Ajinkya et al., 2005, *The Accounting Review*). Treatment Effect is an indicator variable equal to one for firms affected by DSTA in the post-implementation period, and zero otherwise. Control variables include institutional ownership (INSTOWN), firm size (SIZE), book-to-market ratio (BTM), return on assets (ROA), stock returns (SARET), earnings volatility (EVOL), loss indicator (LOSS), and class action litigation risk (CALRISK). These variables are selected based on their established relationships with disclosure decisions and risk considerations (Kothari et al., 2009, *Journal of Accounting Research*).

We expect institutional ownership and firm size to be positively associated with disclosure frequency, as larger firms with higher institutional ownership face greater scrutiny

and information demands. Book-to-market ratio, earnings volatility, and litigation risk are expected to be negatively related to disclosure frequency due to their association with information uncertainty and legal exposure (Skinner, 1994, *Journal of Accounting Research*).

Sample Construction:

Our sample spans from 2014 to 2018, encompassing two years before and after the 2016 DSTA implementation. We obtain financial data from Compustat, stock returns from CRSP, institutional ownership data from Thomson Reuters, and management forecast data from I/B/E/S. Litigation risk measures are constructed using data from Audit Analytics. We require firms to have non-missing values for all control variables and exclude financial institutions (SIC codes 6000-6999) following standard practice in the literature (Leuz and Verrecchia, 2000, *Journal of Accounting Research*).

The treatment group consists of U.S. firms subject to DFSA oversight, while the control group includes comparable U.S. firms without significant Danish market exposure. We match treated and control firms based on industry classification and pre-treatment characteristics to enhance the validity of our difference-in-differences design.

DESCRIPTIVE STATISTICS

Sample Description and Descriptive Statistics

Our sample comprises 14,066 firm-quarter observations representing 3,703 unique U.S. firms from 2014 to 2018. The sample firms span 245 different industries based on four-digit SIC codes, suggesting broad cross-sectional representation across the economy.

We find that institutional ownership (*linstown*) averages 61.0% of outstanding shares, with a median of 70.6%, indicating substantial institutional presence in our sample firms. This

level of institutional ownership is comparable to recent studies examining U.S. public firms (e.g., Bushee and Miller 2012). The sample firms exhibit considerable size variation (*lsize*), with a mean (median) market capitalization logarithm of 6.648 (6.704) and a standard deviation of 2.131, suggesting our sample includes both small and large firms.

The book-to-market ratio (*lbtm*) has a mean of 0.508 and median of 0.410, indicating that our sample firms generally trade at a premium to their book values. We observe that profitability (*lroa*) shows a mean of -0.060 and median of 0.020, with substantial variation (standard deviation = 0.276). The negative mean ROA coupled with a positive median suggests some skewness in the profitability distribution, likely driven by loss-making firms. This observation is supported by our loss indicator (*lloss*), which shows that 33.9% of our firm-quarter observations report losses.

Stock returns over the prior 12 months (*lsaret12*) average 0.8% with a median of -3.6%, while return volatility (*levol*) shows a mean of 0.160 and median of 0.054. The substantial difference between mean and median volatility suggests the presence of some highly volatile firms in our sample. The calculated litigation risk measure (*lcalrisk*) has a mean of 0.266 and median of 0.176, indicating right-skewed distribution of litigation risk exposure.

Management forecast frequency (*freqMF*) shows a mean of 0.604 with a median of zero, suggesting that while many firms do not provide management forecasts, those that do tend to forecast multiple times per year. The post-law indicator variable shows that 59.5% of our observations fall in the post-treatment period.

These descriptive statistics generally align with recent studies of U.S. public firms (e.g., Li and Zhang 2015; Dyer et al. 2017), though we note slightly lower profitability metrics in our sample period. The distributions of our key variables suggest no serious outlier concerns

that might unduly influence our subsequent analyses, as evidenced by the reasonable relationships between means, medians, and standard deviations.

RESULTS

Regression Analysis

Our analysis reveals that the Danish Securities Trading Act Amendment is associated with a decrease in voluntary disclosure among U.S. firms, contrary to our initial expectations. Specifically, we find that treated firms reduce their voluntary disclosure by approximately 6.90 percentage points following the implementation of the amendment. This finding suggests that increased regulatory scrutiny in the European market may lead U.S. firms to adopt more conservative disclosure strategies.

The treatment effect is both statistically and economically significant. In our baseline specification (1), we observe a coefficient of -0.0690 (t-statistic = -4.45, $p < 0.001$). The effect remains robust in specification (2) with the inclusion of control variables, showing a similar magnitude of -0.0672 (t-statistic = -4.84, $p < 0.001$). The economic significance of this decline represents a substantial change in firms' disclosure behavior, approximately equivalent to a 6.7-6.9% reduction in voluntary disclosure activities. The R-squared improves substantially from 0.14% in specification (1) to 22.48% in specification (2), indicating that our control variables explain a meaningful portion of the variation in voluntary disclosure.

The control variables in specification (2) exhibit relationships consistent with prior literature. We find that institutional ownership (coefficient = 0.4243, $p < 0.001$) and firm size (coefficient = 0.1219, $p < 0.001$) are positively associated with voluntary disclosure, aligning with findings from previous studies suggesting that larger firms and those with greater institutional

ownership tend to disclose more information. The negative associations between voluntary disclosure and book-to-market ratio ($-0.0965, p < 0.001$), return volatility ($-0.0839, p < 0.001$), and calendar risk ($-0.2445, p < 0.001$) are also consistent with existing literature on disclosure determinants. Our findings do not support Hypothesis 1, which predicted increased voluntary disclosure following the amendment. Instead, we find evidence of a significant decrease in voluntary disclosure among affected firms, suggesting that U.S. firms may respond to increased foreign regulatory scrutiny by becoming more conservative in their disclosure practices, possibly to minimize potential legal exposure across jurisdictions.

CONCLUSION

This study examines how the 2016 Danish Securities Trading Act Amendment affects voluntary disclosure practices in U.S. firms through the litigation risk channel. Our investigation centers on whether enhanced requirements for securities trading and market abuse prevention in Denmark create spillover effects that influence disclosure behavior of U.S. firms, particularly through changes in perceived litigation risk. While we cannot establish direct causal relationships due to the complex nature of international regulatory environments, our analysis provides important insights into the cross-border effects of securities regulation.

The Danish Securities Trading Act Amendment represents a significant strengthening of market integrity and investor protection mechanisms, creating potential ripple effects in international markets. Our theoretical framework suggests that such regulatory changes can influence firms' disclosure decisions through the litigation risk channel, even in jurisdictions not directly subject to the regulation. This finding aligns with prior literature documenting the importance of litigation risk in shaping corporate disclosure policies (Field et al., 2005; Rogers and Van Buskirk, 2009).

Our analysis contributes to the growing literature on the international spillover effects of securities regulation and their impact on corporate disclosure policies. While previous research has primarily focused on domestic effects of regulatory changes (Leuz and Wysocki, 2016), our study extends this literature by examining cross-border implications through the litigation risk channel. The findings suggest that regulatory changes in one jurisdiction can have far-reaching consequences for corporate behavior in other markets, highlighting the interconnected nature of global financial markets.

These findings have important implications for regulators, managers, and investors. For regulators, our results suggest that the effectiveness of securities regulation extends beyond national borders, emphasizing the need for international coordination in regulatory design and implementation. Managers need to consider not only domestic regulatory changes but also significant international regulatory developments when formulating their disclosure strategies. For investors, our findings highlight the importance of understanding how international regulatory changes might affect firm disclosure practices and, consequently, the information environment in which investment decisions are made.

The implications of our study extend to the broader literature on litigation risk and corporate disclosure. While previous research has documented how domestic litigation risk affects corporate disclosure decisions (Skinner, 1994; Francis et al., 1994), our findings suggest that international regulatory changes can alter the litigation risk landscape, leading to changes in disclosure behavior. This highlights the need for a more nuanced understanding of how global regulatory developments influence firm-level disclosure decisions through various channels, including litigation risk.

Our study has several limitations that future research could address. First, the complex nature of international regulatory environments makes it challenging to isolate the specific effects of the Danish Securities Trading Act Amendment from other concurrent regulatory

changes. Future research could employ more sophisticated identification strategies to better establish causality. Second, our focus on U.S. firms limits the generalizability of our findings. Future studies could examine how similar regulatory changes affect firms in other jurisdictions with different institutional environments. Additionally, researchers could investigate other channels through which international regulatory changes affect corporate disclosure decisions, beyond the litigation risk channel we examine.

Future research could also explore how the interaction between different regulatory regimes affects corporate disclosure decisions, particularly in the context of increasingly integrated global financial markets. Promising areas for investigation include the role of enforcement mechanisms, the importance of regulatory coordination, and the differential effects of regulatory changes on firms with varying levels of international exposure. Such research would contribute to our understanding of how regulatory changes in one jurisdiction influence corporate behavior globally through various economic channels.

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Table 1

Descriptive Statistics

Variables	N	Mean	Std. Dev.	P25	Median	P75
FreqMF	14,066	0.6044	0.8942	0.0000	0.0000	1.6094
Treatment Effect	14,066	0.5955	0.4908	0.0000	1.0000	1.0000
Institutional ownership	14,066	0.6102	0.3315	0.3297	0.7061	0.8882
Firm size	14,066	6.6484	2.1305	5.1134	6.7042	8.1377
Book-to-market	14,066	0.5079	0.5469	0.2102	0.4099	0.6982
ROA	14,066	-0.0602	0.2757	-0.0437	0.0200	0.0620
Stock return	14,066	0.0078	0.4432	-0.2306	-0.0361	0.1636
Earnings volatility	14,066	0.1596	0.3286	0.0231	0.0538	0.1432
Loss	14,066	0.3386	0.4733	0.0000	0.0000	1.0000
Class action litigation risk	14,066	0.2661	0.2495	0.0853	0.1757	0.3616

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

Table 2
Pearson Correlations
DanishSecuritiesTradingActAmendment Litigation Risk

	Treatment Effect	FreqMF	Institutional ownership	Firm size	Book-to-market	ROA	Stock return	Earnings volatility	Loss	Class action litigation risk
Treatment Effect	1.00	-0.04	0.06	-0.01	-0.01	-0.08	-0.06	0.05	0.07	0.06
FreqMF	-0.04	1.00	0.38	0.44	-0.15	0.25	-0.01	-0.20	-0.26	-0.08
Institutional ownership	0.06	0.38	1.00	0.63	-0.17	0.36	-0.03	-0.28	-0.30	-0.02
Firm size	-0.01	0.44	0.63	1.00	-0.29	0.42	0.07	-0.30	-0.43	0.05
Book-to-market	-0.01	-0.15	-0.17	-0.29	1.00	0.10	-0.15	-0.10	0.02	-0.05
ROA	-0.08	0.25	0.36	0.42	0.10	1.00	0.16	-0.61	-0.61	-0.25
Stock return	-0.06	-0.01	-0.03	0.07	-0.15	0.16	1.00	-0.05	-0.13	-0.05
Earnings volatility	0.05	-0.20	-0.28	-0.30	-0.10	-0.61	-0.05	1.00	0.40	0.23
Loss	0.07	-0.26	-0.30	-0.43	0.02	-0.61	-0.13	0.40	1.00	0.27
Class action litigation risk	0.06	-0.08	-0.02	0.05	-0.05	-0.25	-0.05	0.23	0.27	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 Danish Securities Trading Act Amendment on Management Forecast Frequency**

	(1)	(2)
Treatment Effect	-0.0690*** (4.45)	-0.0672*** (4.84)
Institutional ownership		0.4243*** (15.56)
Firm size		0.1219*** (25.29)
Book-to-market		-0.0965*** (8.80)
ROA		0.0650*** (2.82)
Stock return		-0.0929*** (7.37)
Earnings volatility		-0.0839*** (5.25)
Loss		-0.0812*** (4.60)
Class action litigation risk		-0.2445*** (9.86)
N	14,066	14,066
R ²	0.0014	0.2248

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