

# Do Foreigners Invest Less in Poorly Governed Firms?

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April 2007

## Abstract

As domestic sources of outside finance are limited in many countries around the world, it is important to understand factors that influence whether foreign investors provide capital to a country's firms. This study uses a unique and comprehensive dataset of foreign holdings by U.S. investors from 1997 to examine whether and why concerns about corporate governance results in fewer foreign holdings. Based on a sample of 4409 firms from 29 countries, we find that foreigners invest significantly less in firms with ownership structures that are more conducive to governance problems and, at the same time, reside in countries with poor outsider protection and disclosure. We argue that information asymmetry and monitoring costs faced by foreign investors are likely to drive this result. Supporting this explanation, we show that foreign investment is lower in firms that have opaque earnings and appear to engage in more earnings management.

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\* We thank Jillian Faucette, Sara Holland, Ivalina Kalcheva, and Alex Rothenberg for valuable research assistance. We are grateful for helpful comments from Anup Agrawal, Robert Bushman, Alexander Dyck, Robert Heinkel, Dale Henderson, Helena Isidro, Andrew Karolyi, Leora Klapper, Mike Lemmon, Darius Miller, Toby Moskowitz, René Stulz, Rohan Williamson, Luigi Zingales, and participants at the 2004 NYSE Conference on Global Equity Markets, the Tenth Annual Assurant/Georgia Tech International Finance Conference, the 2005 Shanghai Conference on Corporate Governance in Asia and China, the 2005 Maryland Finance Symposium, the 2005 Bank of Canada Workshop at UBC, the 2006 Darden/World Bank Emerging Markets Conference, the 2006 Corporate Governance and Capital Markets Conference sponsored by CEMAF and ISCTE in Lisbon, and seminars at Indiana University, Ohio State University, the University of North Carolina at Chapel Hill, and the University of Oklahoma. The statistical analysis of security-level data on U.S. investors' holdings reported in this study was conducted at the International Finance Division of the Board of Governors of the Federal Reserve System under arrangements that maintained legal confidentiality requirements. The views in this paper are solely the responsibility of the authors and should not be interpreted as reflecting the views of the Board of Governors of the Federal Reserve System or of any other person associated with the Federal Reserve System.

“The fundamental issue for everyone involved in financial markets today, regardless of company or country, must be to maintain high standards – legal, regulatory, and ethical – that breed trust and confidence. ... Capital will flee environments that are unstable or unpredictable – whether that's a function of lax corporate governance, ineffective accounting standards, a lack of transparency, or a weak enforcement regime. Investors must see for themselves that companies are living up to their obligations and embracing the spirit underpinning all securities laws.” [William Donaldson, Chairman of the U.S. Securities and Exchange Commission, 2005].

## **1. Introduction**

Domestic sources of outside finance are limited in many countries around the world (Giannetti and Koskinen, 2004). In response, many capital markets have been liberalized, and foreign capital has become an increasingly important source of finance (Bekaert, Harvey and Lumsdaine, 2002). Given the growing significance of foreign financing, and the fact that access to foreign capital may well be uneven across firms and countries, it is important to understand more fully the factors that make investors shy away from providing capital to foreign firms.

Poor corporate governance is one factor that draws considerable attention from outside investors and regulators. Institutional investors frequently claim that they avoid foreign firms that are poorly governed.<sup>1</sup> Similarly, as the quote above makes clear, regulators are concerned that lack of governance and transparency hinders foreign investment and impedes financial development. At the same time, outside investors that fear governance problems and expropriation by insiders can reduce the price they are willing to pay for a firm's shares. As a result of price protection, even poorly governed firms should offer an adequate return, raising the questions of whether and why governance concerns manifest themselves in fewer holdings by foreign outside investors.

We examine these questions for a sample of 4,409 firms from 29 countries for which we have comprehensive data on foreign holdings by U.S. investors in 1997. We present new evidence that U.S. investors, which comprise about half of all foreign portfolio investment worldwide, do in fact hold fewer shares in foreign firms where managers and their families have enjoy larger levels of

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<sup>1</sup> A 2002 McKinsey and Company global investor survey shows that corporate governance considerations dominate decisions about which firms in Latin American and East Asia receive investment whereas for North American firms financial statement considerations dominate. The survey also reports that “more than 60% of investors state that governance considerations might lead them to avoid individual companies with poor governance.”

control and hence ownership structures are more conducive to expropriation by controlling insiders. We argue that information problems faced by U.S. investors play a central role in this result. Consistent with this idea, we show that the negative relation between insider control and foreign holdings is more pronounced in countries with weak disclosure rules and poor shareholder protection and that, in these countries, proxies for information flow to outside investors are also negatively related to U.S. holdings.

It is often argued that foreign investors are at an informational disadvantage relative to local investors (Brennan and Cao, 1997; Kang and Stulz, 1997; Choe, Kho, and Stulz, 2005). Building on this notion, we advance the idea that information asymmetries between foreign and local investors are particularly pronounced with respect to the evaluation of a firm's governance structure and the scope for expropriation by controlling insiders. In many countries, business transactions, financing arrangements, and, ultimately, corporate governance are shaped not by arm's length dealings, but by relationships among a tightly knit group of controlling families and managers. Understanding these insider relationships and, in particular, assessing whether they pose a threat to outside investors requires among other things an intricate knowledge of political connections, banking relations, family social status, connections among the business elite, and so forth, which foreigners are less likely to have.

These information asymmetries can influence the investment decisions of foreign investors in two ways. First, they give rise to an adverse selection problem when investors transact in foreign markets (Akerlof, 1970; Milgrom, 1981).<sup>2</sup> As a result, investors underinvest in foreign stocks because they do not expect to receive a fair return based on the prices at which locals would transact. Consistent with this reasoning, Choe, Kho, and Stulz (2005) find that for Korean stocks prices move more against foreign investors than domestic investors before trades. Second, once an

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<sup>2</sup> The fundamental problem is very similar to the one that motivates bid-ask spreads and price impact of trades in the market microstructure literature. See, e.g., Glosten and Milgrom (1985) and Kyle (1985).

investment is made, firms with suspect governance structures require more monitoring than well-governed firms and this is likely to be more costly for foreign investors. In addition, poorly governed firms often actively hide the extent of their governance problems and expropriation activities, for instance, by providing opaque financial statements and managing earnings (e.g., Fan and Wong, 2002; Leuz, Nanda and Wysocki, 2003). Again, local investors are probably better equipped to unravel these activities, resulting in lower monitoring costs. Finally, understanding insider relationships is arguably more important in countries where outside investors are poorly protected, and certainly more costly in countries where firms provide little information publicly. As a result, we do not expect investors' governance concerns to matter to the same degree everywhere.

Stulz (1981) shows in an equilibrium model that out-of-pocket costs incurred in holding foreign assets can induce investors to underweight foreign securities. While Stulz (1981) models these costs as a tax that equally affects all foreign holdings of domestic investors, his basic insight can be extended to a situation where information costs related to governance differ across investors, firms, and countries (see Cooper and Kaplanis (1986, 2000) for such extensions). These papers form the theoretical basis of our argument that, in capital market equilibrium, governance structures that are particularly taxing with respect to their information and monitoring costs can manifest themselves in lower foreign holdings.

To test these hypotheses, we obtain U.S. holdings by merging comprehensive security-level data on all U.S. investors' positions in non-U.S. equities from the 1997 U.S. Treasury and Federal Reserve Board benchmark survey. With respect to governance, we construct nominal and relative proxies indicating the extent to which managers and their families are in control of firms. We do so for two reasons. First, insider control is often difficult to evaluate for outsiders: it may be benign or be a source of investor concern. The opaque nature of insider control is precisely what we need for our argument because it is more likely to create information problems for foreign investors. Second,

managers and families around the world generally obtain control by owning far less than 100% of a firm's cash flow rights; therefore, controlling insiders have not only the ability but also the incentive to expropriate outside investors (Jensen and Meckling, 1976; La Porta, Lopez-de-Silanes, and Shleifer (hereafter LLS), 1999). Consistent with this notion, Claessens, Djankov, Fan, and Lang (2002), Lins (2003), Lang, Lins, and Miller (2004) and Kalcheva and Lins (2007) show that high levels of managerial and family control are associated with lower firm values, particularly when external shareholder protection is poor.<sup>3</sup> We obtain our ownership and control data from Claessens, Djankov, and Lang (2000) (Japan), Faccio and Lang (2002) (Western Europe), and Lins (2003) (emerging markets) and combine these datasets in a consistent fashion.

As there can be a host of reasons why foreign investors avoid or seek stocks from a particular country, such as the degree of market integration, benefits from diversification, transaction costs, restrictions on capital flows, proximity, and language, we control for country-fixed effects in our tests. Thus, in essence, we analyze which stocks U.S. investors choose within a given country, focusing on the effect of insider control rights and hence on ownership structures that, at least in principle, are more conducive to governance problems and expropriation of outside investors. Because poor institutions are likely to exacerbate the information problems faced by foreign investors, we also partition our sample using measures from LLS (2006) that capture a country's disclosure regulation and outside investor protection.

Based on our regression analysis, we find strong evidence that U.S. investors hold significantly fewer shares in firms with high levels of managerial and family control when they are domiciled in countries with weaker disclosure requirements, securities regulations, and outside shareholder rights, or in code-law countries. In contrast, firms with substantial managerial and family control do not experience less foreign investment when they reside in countries with

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<sup>3</sup> We verify that similar results obtain in our sample and hence that our proxies likely capture differences in firms' governance. See Section 3.2 for details.

extensive disclosure requirements and strong investor protection. We interpret this evidence as suggesting that poor firm-level governance deters foreign portfolio investment in countries with poor investor protection and low transparency.

It is important to note that we obtain these results after accounting for a firm's free float. Thus, our findings are not simply mechanical in that higher insider control implies that there are fewer shares for outside investors, be they foreign or local. We also conduct several tests illustrating that our results do not just reflect ownership concentration, but are specifically related to family and management control. In addition, our regressions include factors closely linked to firms' valuations, such as book-to-market, size, and cross-listing. That is, we find that U.S investors stay away from potentially poorly governed firms even after controlling for such valuation effects. Finally, we check that our results are not driven by momentum and liquidity effects.

We argue that the results are consistent with an interpretation that information problems faced by foreign investors for firms with poor firm-level governance play an important role in investment choices. Stringent disclosure requirements make it less costly to become informed about potential governance problems and they also level the playing field among investors so it is less likely that locals have an information advantage. Strongly enforced minority shareholder protection reduces the consumption of private control benefits and thus decreases the importance of information regarding these private benefits. In contrast, low disclosure requirements and weak investor protection exacerbate information problems and their consequences.

To provide another test of whether information problems are at the core of our holdings results, we directly use proxies for poor information flows to outsiders. Leuz, Nanda, and Wysocki (2003) and Haw, Hu, Hwang, and Wu (2004) show that earnings management is more pervasive in countries with weak investor protection and in firms where ownership structures are more conducive to outsider expropriation. These findings support the notion that information flows to

outside investors are particularly poor in countries and firms with weak governance and hence they support the choice to use ownership-structure-based governance proxies for our analysis.<sup>4</sup>

Nevertheless, we replace our insider control governance variables with firm-level earnings management proxies and re-estimate our models to see whether these proxies yield similar results. Consistent with our main argument, we find that foreign holdings of U.S. investors are negatively related to the presence of firm-level earnings management in countries with weak disclosure requirements, securities regulation and outside shareholder protection. This finding sheds light on the mechanism behind our earlier results and lends further credence to the notion that information problems associated with poor governance deter foreign investment.

Our paper makes several contributions. First, we provide new evidence for a large sample across many countries that foreigners do indeed invest less in poorly governed firms that reside in countries with weak legal institutions. As discussed in more detail in the next section, prior studies on foreign holdings are limited to particular countries and have produced mixed results. Second, our result that governance matters primarily in countries with poor investor protection may explain why studies based on U.S. firms show relatively weak holding effects. In the U.S., shareholders are generally well protected and governance differences are comparatively small. This is not true in many countries around the world, and is one reason why we study the effects internationally. Third, we take the analysis a step further and show that the governance effect on foreign holdings stems at least in part from information problems. This conclusion is supported by the finding that our holding effects is directly related to a country's disclosure regulation and legal institutions, and the finding that foreign holdings are negatively associated with higher levels of earnings management in weak governance and disclosure countries.

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<sup>4</sup> We verify that our earnings management and insider control variables are significantly positively related in our sample, reinforcing the notion that poor information and poor governance are likely to be two sides of the same coin.

The remainder of the paper is organized as follows. Section 2 discusses the empirical literature on international portfolio holdings, particularly as it relates to information and governance problems. Section 3 describes our data and sample selection. Section 4 presents the empirical findings. Section 5 presents robustness checks. Section 6 concludes.

## **2. Discussion of Prior Findings**

Perhaps the closest precursor to our study is Dahlquist, Pinkowitz, Stulz, and Williamson (2003) (hereafter DPSW). The main point of DPSW is that in international portfolio allocation studies foreign investment should be scaled by free float, and not market capitalization, to account for the percentage of investable shares. We follow that advice in this paper. In addition, DPSW provide a series of country-level and firm-level tests of the relationship between corporate governance and foreign investment. At the country-level, DPSW find that of a battery of country-level governance variables, only a proxy for government expropriation risk matters; they conclude that ‘for a given supply of shares, U.S. investors do not invest less in a country because minority shareholders are less well protected or because laws are not enforced’ (page 104). DPSW also conduct some firm-level tests for a single country using investment in Swedish firms. In those tests, they find no evidence that firm-level ownership impacts foreign investment above and beyond the reduction-in-supply effect of reduced float. In contrast, another firm-level study, Giannetti and Simonov (2006), finds that foreign investors are less likely to invest in a Swedish firm if its controlling shareholders have greater incentives to expropriate outside investors.

Other studies that analyze the effect of governance on foreign investment at the country-level provide a mixed picture. Chan, Covrig, and Ng (2005) find that international investors avoid countries with a lower government expropriation risk, which contradicts the results in DPSW. In contrast to Chan et al. (2005), Giannetti and Koskinen (2004), using the same source data on holdings, find that funds put a larger share of their assets in countries with better scores for private

enforcement of investor rights. In addition, there are two studies that focus exclusively on emerging markets. Aggarwal, Klapper, and Wysocki (2005) find that U.S. mutual funds overweight emerging markets that have stronger accounting standards, shareholder rights and legal frameworks. They find that U.S. mutual fund investment in a firm (indicated by a dummy) is positively related to the firm's accounting quality, but they also report that this result goes away when holdings are measured relative to MSCI index weights. Gelos and Wei (2005) find that less opaque emerging market countries have greater weights in mutual funds' portfolios. However, none of these studies accounts for supply effects, e.g., adjusting foreign investment by float, as suggested by DPSW.

While extant country-level regressions such as DPSW (2003) do not find a link between governance and foreign investment once a firm's free float is controlled for, these findings do not necessarily imply that such a link does not exist. It is possible that foreign investors overweight firms for which governance is expected to be strong and underweight firms with weak governance, resulting in no effect in the aggregate. Moreover, it is possible that these within-country effects occur only in some, but not all countries. As discussed in the introduction, any foreign investor response to poor governance is likely to be muted in countries with strong investor protection and governance systems.<sup>5</sup> This logic could explain why firm-level studies on foreign holdings, such as those conducted for Sweden (DPSW, 2003; Giannetti and Simonov, 2006) and, similarly, studies on institutional investment and corporate governance based on U.S. firms (e.g., Bushee, Carter and Gerakos, 2006) produce weak or mixed results.

Alternatively, it is conceivable that investors sufficiently discount shares of poorly governed firms so that all investors receive a fair return, and hence that there is no holdings effect. La Porta, Lopez-de-Silanes, Shleifer, and Vishny (hereafter LLSV) (2002), Lins (2003), Klapper and Love (2004), Lang, Lins, and Miller (2004), and Kalcheva and Lins (2007) provide evidence consistent

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<sup>5</sup> Supporting this argument, prior work shows that strong country-level governance lessens the impact of firm-level governance problems. See, e.g., Lins (2003), Nenova (2003), Doidge (2004), Dyck and Zingales (2004), Klapper and Love (2004), and Lang, Lins, and Miller (2004).

with the notion that outside investors, in aggregate, price protect against expropriation, particularly in countries with poor institutions. However, the key question for our analysis is whether this price discount is sufficient for foreign investors, considering that they face information problems and monitoring costs beyond those of domestic investors.

In sum, a more thorough understanding of the relation between corporate governance and foreign investment calls for tests that discriminate, within country, based on firm-level governance proxies and do so for a wide range of countries to exploit country-level variation in corporate governance and transparency. We conduct such tests in this paper. Our investigation is unique because we combine data on ownership structures and insider control rights for a large number of firms with a comprehensive dataset on foreign U.S. holdings for these firms. Prior empirical work on this topic has been hampered by data limitations because firm-level data on governance and foreign holdings are hard to obtain. In addition, our paper illustrates that it is important to consider both firm and country factors in explaining whether and why foreign investors shy away from poorly governed firms.

### **3. Sample Selection and Variable Construction**

#### *3.1 A Firm-Level Measure of Foreign Holdings*

We design our tests to investigate foreign holdings through the eyes of U.S. investors. In particular, we use a mandatory and confidential survey conducted by the U.S. Treasury Department and the Federal Reserve Board<sup>6</sup> of the holdings of all U.S. investors as of December 1997 to obtain our foreign investment proxy: the percentage of a firm's free float that is held by U.S. investors. A more ideal dataset would be a matrix of the security-level investment from each country into the firms of all other countries, but such a matrix does not exist because so few countries collect

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<sup>6</sup> For a primer on these surveys, see Grier, Lee, and Warnock (2001). Publicly available country-level data—formed by aggregating the confidential security-level data used here—have been analyzed in Ahearne, Grier, and Warnock (2004) and DPSW. The security-level data are also studied by Ammer et al. (2006) and, using a more limited sample, Edison and Warnock (2004).

security-level cross-border holdings data. The limitation of including only U.S. investors' holdings should not be particularly troubling, considering that these investors collectively hold 47% of the world's international equity positions.<sup>7</sup> While the typical U.S. investor who ventures abroad is an institution, our data include foreign equity holdings by all types of U.S. investors and in all types of foreign equities; specifically, they are not limited to institutional holdings of U.S.-traded securities, as are the data contained in SEC 13-f filings.

It is important to note that, unlike many papers in this literature, we scale U.S. holdings by a firm's *free float*, defined as the percentage of shares not held by 5 percent or greater blockholders (see also DPSW, 2003). Scaling by market capitalization – the usual technique – could mechanically produce a negative relation between governance and foreign holdings, given that our governance measures are derived from insider holdings. Firms where a family or management has control would have fewer shares available to outside investors and would naturally have less outside investment. Scaling by float is more conservative and avoids potentially hardwiring the results.

### *3.2 Firm-level Corporate Governance*

Our main argument is that information problems are likely to play a major role, if in fact foreign investors avoid poorly governed firms. Specifically, we maintain that foreign investors are at an informational disadvantage relative to local investors and that these information asymmetries are particularly pronounced when it comes to evaluating firms' governance and ownership structures. The idea is that, in many countries around the world, financing arrangements, ownership structures and corporate governance are often complex and relatively opaque. For instance, families control many businesses. Understanding these control structures and the family motives requires intricate social and institutional knowledge, which many foreigners lack or find costly to obtain. As

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<sup>7</sup> Of the \$2.6 trillion in international equity positions reported to the IMF-led 1997 Coordinated Portfolio Investment Survey, U.S. investors held \$1.2 trillion.

a consequence, firms with potentially problematic governance structures are particularly taxing to foreign investors in terms of their information and monitoring costs.

Given these arguments, we construct proxies indicating ownership structures that are likely to be costly to evaluate and, at least in principle, more conducive to governance problems. Prior research shows that a firm's ownership structure is a core element of corporate governance.<sup>8</sup> Moreover, concentrated ownership structures are often opaque and difficult to evaluate for outsiders (e.g., LLS, 1999; Morck and Yeung, 2003), which is precisely what we need for our hypothesis.<sup>9</sup>

We obtain ownership and control structure data for Western European firms from Faccio and Lang (2002); for emerging market firms from Lins (2003); and for Japan from Claessens, Djankov, and Lang (2000). Ownership and control data for Japanese and emerging market firms are from the 1995/1996 period and those from Western Europe range from 1996 to 1999, with the majority of sample observations occurring in 1996. We confine our analysis to non-financial firms to maintain consistency across the three ownership and control structure datasets. Claessens, Djankov and Lang (2000), Faccio and Lang (2002), and Lins (2003) report ownership and control statistics for various types of blockholders. For instance, all three studies report the percentage of total ultimate control rights held by Family/Management, Government, Widely-Held Corporations, Widely-Held Financials, and Miscellaneous (which includes ownership by Trusts, Cooperatives, Foundations, Employees, etc.).

In constructing our ownership-based governance proxies, we focus on managerial and family control rights because it is the management group (and their families) that actually makes the

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<sup>8</sup> Ownership-structure-based governance measures have been used extensively in other studies to capture agency problems in firms around the world (e.g., LLSV, 2002; Claessens et al., 2002; Harvey, Lins, and Roper, 2004; Lang, Lins, and Miller, 2004). There are more recent governance indices for non-U.S. firms such as those put forth by S&P and ISS. However, these indices are not available for our time period and they cover far fewer firms (i.e., S&P cover about 1500 firms beginning in 2001 and ISS cover about 1000 firms beginning in 2002).

<sup>9</sup> For instance, Morck and Yeung (2003, p. 392) state that: "Every large family-controlled firm [...] is probably not primarily engaged in political rent seeking. Some entrenched oligarchic mercantile families might be enlightened and benevolent." We note that if there were observables that allowed both well-connected locals and distant foreigners to easily understand governance structures and their expropriation potential, our main prediction would not be meaningful.

operational and financial decisions of a firm and it is these decisions that potentially expropriate outside investors. We seek to construct measures indicating that a family or a firm's management is effectively in control of the firm because, all else equal, insiders' ability to expropriate minority shareholders will be highest when their control of a firm cannot be challenged by other blockholders or groups of shareholders (e.g., institutional investors).

As effective managerial control depends on the control rights held by management as well as the control rights held by outside blockholders, we use both nominal and relative measures of effective managerial control in our analysis. The nominal one is the percentage of control rights held by the management group and its family, with the idea that higher levels of managerial control correspond to more effective control of a firm. The relative measures capture the idea that high percentage levels of control are not always necessary to establish effective managerial control and to prevent interference by other blockholders. Our three relative measures of effective managerial control are indicator variables set equal to one when Family/Management control rights exceed: 1) the median level of Family/Management control rights of all sample firms in the country; 2) the median level of Family/Management control rights of all sample firms in the country as well as the control rights held by any other blockholder in the firm; or 3) 50% of the total outstanding shares of a firm. Of these relative measures, the 50% control threshold is the strongest measure of effective managerial control.

In our models, we also analyze the importance of *non-management* blockholdings (Other Blockholders) by using the percentage of control rights and an indicator variable for non-management control above 50%. These tests can be viewed as a robustness check that assures us that we do not simply pick up the effect of concentrated holdings, and that it is, in fact, managerial and family control that drives our findings.

We note that, in general, our firm-level governance proxies also capture a separation of managerial control and cash flow rights. To the extent that effective managerial or family control can be established by owning fewer than 100% of the cash flow rights, insiders' control and cash flow rights are separated. Generally, managerial control of 51% of a firm's shares confers unequivocal control of the firm and hence results in a 49% wedge between control and cash flow rights. Given the lack of active corporate control markets in most sample countries as well as laws that grant special privileges to large but not necessarily majority blockholders in some countries (e.g., Germany), effective control can often be obtained with substantially less than 51% control, driving a further wedge between control and cash flow rights. But even in the simple case where a controlling manager owns 51% of the shares and diverts one dollar from the firm for personal gain, she bears only 51 cents of the cost, which gives rise to various well-known agency problems (e.g., Jensen and Meckling (1976)). In this sense, our proxies capture not only the ability but also the incentives of controlling insiders to consume private control benefits at the expense of outsiders.<sup>10</sup>

To support this claim for our sample, we analyze (in untabulated regressions) whether our ownership-based governance proxies are associated with a valuation discount similar to those shown in Claessens et al. (2002), LLSV (2002), Lins (2003), Lang, Lins, and Miller (2004), and Kalcheva and Lins (2007). Specifically, we estimate models of Tobin's Q regressed on managerial and family control rights as well as controls for size, leverage, growth opportunities and industry- and country-fixed effects. Similar to prior work, we find that insider control is negatively related to Q in countries with low investor protection and weak securities regulation. Furthermore, non-management blockholdings are not related to Q in either low or high protection countries. This evidence supports our interpretation of our control-based governance proxies.

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<sup>10</sup> While we do not have data to separate the effect of managerial cash flow rights from control rights in our full sample, the analysis in Faccio and Lang (2002) and Lins (2003) suggests that, for our sample, ultimate managerial control rights often exceed cash flow rights because of pyramid ownership structures and superior voting shares.

If we wanted to compute the wedge between control and cash flow rights, we would need to observe the ultimate cash flow ownership stakes held by the management group and its family for all of our firms. Unfortunately, the cash flow ownership data presented in Faccio and Lang (2002), Lins (2003), and Claessens, Djankov and Lang (2000) are categorized using different algorithms, which makes it difficult to construct a consistent cash flow rights measure across datasets. Faccio and Lang and Claessens et al. report the separation of ownership and control for the largest blockholder of their sample firms (which may not be the Family/Management group), while Lins reports this measure for all holdings of the Family/Management group (which may not be the largest blockholder). Given these difficulties, we focus on the control rights held by the management group and its family since these proxies can be consistently identified for all sample countries and since they are associated with a valuation discount when external shareholder protection is poor. Relative to the wedge that is implicit in the construction of our control proxies, any further separation of control from cash flow rights via pyramids and superior voting shares is likely to be a second order effect.<sup>11</sup>

### *3.3 Country-level Corporate Governance and Information Parameters*

Our hypothesis focuses not only on expected governance problems at the firm level, but also on country-level differences in governance and information flow. We expect that information problems faced by foreign investors are more prevalent in countries with weak disclosure and securities regulation as well as weak governance rules. The idea is that disclosure rules level the playing field among investors and make it easier to obtain information to evaluate firms' governance structures. Strict investor protection and well-enforced governance rules make knowledge about private control benefits and expropriation less important.

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<sup>11</sup> Consistent with this conjecture, we find (in untabulated tests) that the ratio of control to cash flow rights for the largest blockholder from Faccio and Lang (Western Europe) and Claessens et al. (East Asia) is insignificant when we include it in our models in addition to our managerial and family control proxies.

In our analysis, we employ several of the variables that are frequently used in the international literature on stock market development and corporate governance. First, we use the Disclosure Requirement values reported in Table 2 of LLS (2006). We differentiate between low and high disclosure countries based on whether a country is below or above our sample median score of 0.75 on the Disclosure Requirement measure. We expect that foreign investors will have less of an information disadvantage in high disclosure countries. Second, we follow Hail and Leuz (2006) and combine the LLS (2006) measures of Disclosure Requirements, Liability Standards, and Public Enforcement into a measure called Securities Regulation. This measure is a comprehensive indicator of disclosure rules and their associated enforcement, both of which should serve to reduce the private benefits of control and thus reduce the importance of information regarding these benefits. We expect that foreign investors will suffer less from information problems when Securities Regulation is relatively high. Our high Securities Regulation subsample consists of countries that score above our sample median score of 0.58. Third, as an institutional summary measure and a proxy for shareholder protection, we classify non-English legal origin countries as low protection because LLSV (1997, 1998) suggest that countries with a traditional English legal origin tend to provide stronger investor protections. Fourth, we use the updated index for Antidirector Rights in LLS (2006) and classify countries with Antidirector Rights below 4 as low protection countries and those with scores equal to or above 4 as high protection countries.

### *3.4 Sample Selection and Summary Statistics*

We combine the firm-level control structure data presented in Faccio and Lang (2002), Lins (2003), and Claessens, Djankov and Lang (2000), resulting in 6974 firms. We exclude 976 financial firms. We obtain financial variable data (used in regressions) and float data from the Worldscope database for the year-end closest to December 31, 1997 as our U.S. holdings data are from that

point in time and it closely corresponds to the date of our ownership and control data; these data are not available for 1587 firms.<sup>12</sup> Our final sample consists of 4409 firms.

Table 1 provides summary statistics for our sample based on a firm's country of domicile. Our sample, which includes firms from 29 countries, is concentrated in Europe (2469 firms) and Asia (979 Japanese firms and another 800 from emerging markets in Asia) and contains relatively few (61) Latin American firms. The second column of Table 1 presents mean levels of U.S. investment as a percentage of float. In our sample, U.S. investors hold on average 6.4% of the available float. U.S. ownership is highest in Latin America, particularly Argentina,<sup>13</sup> and lowest in Asia. The third column of Table 1 shows that our firms are quite large overall, with mean assets of 1.75 billion U.S. dollars.

Columns 4 through 7 detail blockholder statistics for our sample. For the median firm, Family/Management group control is 13%, with wide variation across countries. The median of the control rights held by blockholders other than the Family/Management group is 5%, with a similarly wide variation in this parameter across countries. The table shows that the Family/Management group is by far the dominant type of controlling blockholder. Family/Management group control rights exceed those of any other blockholder for 53% of the sample<sup>14</sup> and exceed 50% of total control rights in 22% of sample firms. These statistics also imply that, when the Family/Management group is full control of the firm, there typically is a substantial wedge between control and cash flow rights, given that the control rights reported in Table 1 are an upper bound on the group's cash flow rights.

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<sup>12</sup> When calculating a firm's float, we adjust Worldscope data in two ways. First, we correct the closely-held variable by subtracting the amount that Worldscope erroneously attributes to depository banks. Second, so that float is measured at the same time as U.S. holdings, we utilize price data from Datastream to convert Worldscope's fiscal year-end data to calendar year-end. See Ammer et al. (2006) for details.

<sup>13</sup> Argentina's median holdings are high because most of its firms in our sample are cross-listed. Removing all cross-listed firms would change summary statistics but would not alter our main results.

<sup>14</sup> For 127 firms, we are unable to unambiguously identify the largest blockholder. We drop these firms from tests using this indicator variable.

## 4. Empirical Tests and Results

### 4.1 Construction of the Empirical Model

Firms with substantial insider holdings will almost surely have narrower total shareholder bases, as fewer shares are available to outside investors. We are interested in assessing whether there is an additional effect of corporate governance on the shareholder base above and beyond this simple reduction-in-supply effect. To control for this effect, we exclude shares tied up by insiders and other large blockholders and define our proxy for foreign investment as the proportion of firm  $i$ 's free float that is held by U.S. investors:

$$USInvestment_i \equiv \frac{USHoldings_i}{Float_i} \quad (1)$$

While it is crucial to account for a firm's float in our tests, scaling by float mechanically biases our results *against* finding a significant negative relation between Family/Management control and U.S. investment and may even induce a positive relation.<sup>15</sup> This bias occurs because an increase in Family/Management control reduces the available float. That is, U.S. investment as a percentage of float increases, even if the U.S. holdings stay constant. Thus, if we find that Family/Management control is negatively related to U.S. ownership as a share of float, i.e., over and above the supply effect, the inference that foreign investors shy away from firms with poor expected governance is particularly robust. Conversely, any positive effect between U.S. investment and our blockholder control variables has to be interpreted cautiously. We illustrate this effect in Section 5 by also providing results where we scale U.S. holdings by market capitalization, but control for free float on the right-hand side of our model.

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<sup>15</sup> We also note that foreigners generally do not hold all of a firm's float. Estimates based on data contained in Ahearne, Grier, and Warnock (2004), DPSW (2003), and the International Monetary Fund 1997 Coordinated Portfolio Investment Survey suggest that about 30% of the world float is held by foreigners. Thus, our tests do not merely reflect shifts from one group of foreign investors to another.

The primary variables of interest in our analyses are the ownership-based governance proxies. Before assessing the effects of these variables, it is important to control for a firm's size, leverage, growth prospects, and international presence, because prior studies show that these factors are related to portfolio investment levels. Kang and Stulz (1997) and Dahlquist and Robertsson (2001) document that foreign investors in Japan and Sweden avoid small, highly levered stocks that do not have an international presence, possibly because information about them is less readily available. Consistent with this interpretation, Coval and Moskowitz (1999) find that the local bias is greater for such firms. Foreign investors in Japanese and Swedish equities also show a preference for growth stocks.

We control for *Size*, calculated as the log of total assets converted to thousands of U.S. dollars, and for *Leverage* using the ratio of total debt to total assets. Firms with higher leverage are more financially vulnerable and, thus, might attract less outside investment. This variable is also important as a governance control because Harvey, Lins, and Roper (2004) find that leverage can mitigate the value loss associated with firm-level agency problems. We include a cross-listing dummy variable, *XLIST*, which takes the value of one if the firm is listed on a U.S. exchange, because cross-listed firms have more of an international presence and having an ADR lowers the direct and indirect barriers to international investment for U.S. investors.<sup>16</sup> For similar reasons, we also control for a firm's inclusion in the MSCI World Index. However, we note that including these control variables is conservative and likely makes it harder for us to find a relation between governance and foreign holdings. The reason is that U.S. cross listing and MSCI index membership are at least indirectly related to a firm's ownership and governance structure (e.g., Doidge, Karolyi, and Stulz, 2004; Doidge, Karolyi, Lins, Miller and Stulz, 2006). Thus, these variables may capture some of the governance effects on holdings (see also Section 5).

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<sup>16</sup> A firm's foreign sales, another measure of international presence, has poor coverage in Worldscope, so we follow Dahlquist and Robertsson (2001) and utilize a cross-listing variable.

We include two proxies for growth in our models. *Book-to-market*, calculated as the book value per share over the year-end market price, is included because a preference for growth stocks can be reflected in a tendency to hold low book-to-market value stocks. *Dividend Yield*, calculated as dividends per share over the year-end market price, could be related to growth if firms with better growth prospects pay lower dividends as they plow revenues back into the firm. If U.S. investors prefer growth stocks and these two measures capture growth opportunities, we would expect to see a negative relation between each measure and U.S. holdings. However, high book-to-market ratios and low dividend payments could also reflect governance problems (LLSV, 2000; Kalcheva and Lins, 2007; Pinkowitz, Stulz, and Williamson, 2006), in which case including these variables in our specification is again conservative. Because investors often favor certain industries, we include industry-fixed effects using the groupings in Campbell (1996). We include country-fixed effects in our models because singular country-level variables for disclosure, legal origin, etc., are unlikely to capture all relevant institutional differences across countries (e.g., both Hong Kong and the U.K. have English legal origin, yet their ownership structures are very different).

In selecting an appropriate modeling approach, we must recognize that U.S. investors do not invest in each and every foreign stock. That is,  $USInvestment_i$  will be zero with positive probability (roughly 25 percent of the time in our sample) but can also take strictly positive values (the other 75 percent of our sample). The non-trivial proportion of firms with zero U.S. holdings is what Wooldridge (2002) describes as a corner solution outcome. Such data can be analyzed using a standard Tobit model. Specifically, for a foreign firm  $i$ , our statistical model is

$$y_i^* = x_i\beta + u_i, \quad u_i | x_i \sim Normal(0, \sigma^2) \quad (2)$$

$$y_i = \max(0, y_i^*) \quad (3)$$

where, for ease of notation,  $y_i$  denotes U.S. investor holdings in firm  $i$  as a percentage of float ( $USInvestment_i$ ). The vector of explanatory variables,  $x_i$ , contains the above-mentioned control variables (*XLIST*, *MSCI*, *Firm Size*, *Leverage*, *Book-to-Market*, *Dividend Yield*, *Country* and *Industry Controls*) and the following firm-level governance variables: the percentage of Family/Management control rights; an indicator variable set equal to one if the Family/Management group's control rights are greater than the median value of the control rights held by the Family/Management group for all firms in its country; an indicator variable set equal to one if the Family/Management group's control rights are greater than the median country value *and* the Family/Management group is the largest blockholder of control rights; and an indicator variable set equal to one if Family/Management has majority (i.e., >50%) control rights, respectively. For comparison purposes, we also use the percentage of control rights held by Other Blockholders (i.e., non-Family/Management) or an indicator that Other Blockholder control rights exceed 50%. In all of our reported results, standard errors are adjusted to correct for heteroskedasticity and correlation within country/industry groups.<sup>17</sup>

#### *4.2 Firm-level Corporate Governance Results for the Full Sample*

An important contribution of our paper is that we conduct tests on the relation between corporate governance and foreign portfolio investment that discriminate within country based on firm-level governance parameters and do so for a wide range of countries.

Table 2 reports the coefficients of Tobit models estimated on our full sample of 4409 firms from 29 countries. In Model 1, our nominal measure of Family/Management control is significantly negatively related to U.S. investment, after controlling for other factors. In Models 2 through 4, we use progressively more stringent relative measures of Family/Management control. In each of these models, the coefficient on the Family/Management control measure remains negative but is

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<sup>17</sup> Clustering standard errors at the country/industry level is rather conservative as, for the purpose of computing standard errors, we are left with roughly 140 groups in most of our regressions.

insignificant. The fifth and sixth models show that the control held by all blockholder types other than the Family/Management group is not significantly related to U.S. investment. Our control variables exhibit coefficient signs that are consistent with our expectations. U.S. investment is higher in firms that are cross-listed on a U.S. exchange, in the MSCI World Index, and are larger. U.S. investment is lower in firms that have higher leverage and higher book to market ratios. The coefficient on dividend yield is generally not significantly different from zero.

Taken together, the results in Table 2 provide only moderate support for the hypothesis that higher levels of insider control dissuade equity investment by foreign investors. However, as noted before, the effect of opaque governance and control structures on foreign holdings is likely to be muted in countries with strong investor protection and strict disclosure rules.

#### *4.3 Firm-level Governance Results Segmented by Country-level Parameters*

We hypothesize that foreign investors face larger information problems relative to local investors in countries with weak disclosure and investor protection rules. Understanding potential governance issues is more important when a country's institutional framework is less effective in limiting insiders' consumption of private control benefits. Minimal disclosure requirements make it more costly for outsiders to become informed about firms' governance structures and the potential risks of expropriation.

To capture the interplay between firm- and country-level governance effects, we re-estimate our previous regressions, partitioning the sample based on our country-level governance and transparency proxies: Disclosure Requirements, Securities Regulation, Legal Origin, and Antidirector Rights. Meaningful cross-sectional variation in the effects of the control structure proxies also alleviates concerns that our findings are driven by correlated omitted variables.

Table 3 presents the association between our firm-level governance proxies and U.S. foreign investment using the Disclosure Requirements variable to segment the sample. Panel A reports

results for our low Disclosure Requirements subsample comprised of countries whose score is below our sample median score of 0.75. Model 1 again shows that an increase in the control rights held by the Family/Management group is associated with a decrease in U.S. investment, but the negative coefficient of -0.041 is much larger and more significant than in the all-country model estimated in Table 2. To gauge economic significance, we compute the effect of Family/Management control over the inter-quartile range. The 25<sup>th</sup> percentile for Family/Management control in this subsample is zero and the 75<sup>th</sup> percentile is 49%. Evaluating the estimated model at these points and holding all other variables at their means, we find that U.S. investment (as a share of float) would be 2 percentage points lower for a firm in a low disclosure country for which Family/Management control changed from the 25<sup>th</sup> to the 75<sup>th</sup> percentile. This effect is economically significant considering that the average U.S. investment is 6.4%.

In Models 2 through 4, U.S. foreign investment also exhibits significantly negative associations with Family/Management control. Consistent with the construction of our proxies, the coefficient magnitudes on Family/Management control increase as the definition of control becomes progressively stricter. This pattern provides comfort as it is less likely to be generated by an omitted variable. In contrast, Models 5 and 6 illustrate that the control rights held by all other blockholder types are not significantly related to U.S. investment. These results show that our results in Models 1 through 4 do not simply reflect the effect of concentration of ownership or control rights, but in fact are related to Family/Management control. We therefore interpret the low disclosure subsample results as consistent with the argument that foreign outside investors adjust their holdings when information problems and monitoring costs are likely to be most pronounced.<sup>18</sup>

Panel B reports results for the high Disclosure Requirements subsample. We observe that none of the blockholder coefficients are negative and significant. As explained, one has to exercise

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<sup>18</sup> Note that we control for book-to-market, which is a valuation measure similar to Tobin's Q, in all of our models. For robustness, we also verify that our insider control rights results obtain in magnitude and significance when we remove the book-to-market variable from all regressions.

care in interpreting positive coefficients because our holdings are scaled by float (see Section 4.1). In the bottom row of Panel B, we report the comparison between the blockholder coefficients in the low and high protection subsamples. We find that all four of the managerial control coefficients are significantly different and more negative in the low protection subsample ( $p$ -values  $\leq 0.01$ ).<sup>19</sup> These results confirm that the country-level disclosure environment has an important impact on how foreign investors perceive firm-level governance problems.

In Tables 4 through 6, we split the sample based on three proxies for a country's overall level of investor protection. Higher protection reduces the private benefits of control and thus reduces the importance of information regarding these benefits. That is, we expect that even if firms have ownership structures that, in principle, are conducive to expropriation, foreign investors who are not as informed about these governance problems as local investors suffer less because the level of investor protection in the country is relatively high. For those countries, we predict that insider control rights will have a weaker effect on holdings compared to countries where investor protection is relatively weak.

Table 4 features our Securities Regulation measure of shareholder protection. Panel A shows that the coefficients on our one nominal and three relative measures of Family/Management control are always negative and highly significant in the low protection subsample. Again, the coefficients increase in magnitude as our control proxies become stricter and their economic significance is similar to that of the coefficients reported for the low disclosure subsample in Table 3. As before, the coefficients for Other Blockholders are insignificant, which provides comfort. In Panel B, which reports results for the high Securities Regulation subsample, we observe that none of the blockholder coefficients are negative and significant. In fact, several coefficients are significantly positive, but as our float-normalized dependent variable mechanically induces a positive bias, it is

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<sup>19</sup> The significance level is based on (untabulated) combined regressions in which all variables are interacted with an indicator variable set equal to one when a country belongs to the low protection subsample. Again, standard errors are clustered at the industry/country level.

not appropriate to read much into this finding.<sup>20</sup> Again, we find that the difference in managerial control coefficients between the low and high protection subsamples is always highly significant.

In Table 5, we split the sample based on non-English and English legal origin. As before, Panel A shows that the coefficients on all Family/Management control measures are always negative and highly significant in the non-English subsample and that the Other Blockholder coefficients are insignificant. Also, we find that the difference in the four effective managerial control coefficients between the non-English and English legal origin subsamples is always highly significant. In Table 6, we split the sample based on a country's Antidirector Rights and find that the coefficients on the effective managerial control measures are all negative and highly significant in the low shareholder protection subsample (Panel A), insignificant in the high protection subsample (Panel B), and the coefficient differences between the subsamples are highly significant.

We make one other country-level split but do not tabulate it for the sake of brevity. Because many emerging market liberalization studies make the point that attracting foreign capital is particularly important because these countries often have relatively weak institutions (see, for example, Henry, 2000; Bekaert, Harvey, and Lundblad, 2001, 2005a), we segment countries based on whether they are classified as having emerging markets by *The Economist* magazine as of December, 1997. For the 1017 emerging market firms in our sample, we find that our Family/Management control proxies are not significantly related to U.S. holdings (and that other blockholdings remain unrelated as well). While at first glance this result may seem surprising, the classification of countries as “emerging markets” based on per-capita GDP does not account for the substantial variation in countries' institutional structures. There are developed market countries, such as Italy, for which Zingales (1994) provides evidence that opaque reallocations of assets to

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<sup>20</sup> Consistent with this claim, we show in subsequent robustness tests (Section 5.2) that scaling U.S. investment by total equity market capitalization, instead of float, results in insignificant coefficients for all ownership structure variables in countries with *strong* governance or securities regulation. The coefficients on Family/Management control remain significantly negative in countries with weak institutions.

favor connected insiders at the expense of minority shareholders are easily tolerated within the country's institutional and political framework. In contrast, there are emerging markets such as Hong Kong that have comprehensive and well-enforced disclosure requirements, such as those on related party transactions as documented by Cheung, Rau, and Stouraitis (2005).

Thus, the lack of emerging market results highlights the importance of variables that capture countries' information and governance regimes, which in turn lends further support to our interpretation that foreign investors' information problems play an important role in our results. It also illustrates that our results are not simply driven by economic development or specific to emerging markets.

#### *4.4 Earnings Management and Foreign Investment*

To provide another test of whether information problems are at the core of our holdings results, we directly use proxies for poor information flows to outsiders. We view this analysis as an attempt to shed some light on the mechanism by which poor governance manifests in lower holdings by U.S. investors. Specifically, we analyze whether higher levels of earnings management are associated with lower levels of U.S. holdings. The basic idea is that earnings management indicates opaque financial statements and poor information flows to outside investors. Financial reporting involves judgment and the underlying measurements are often based on private information. Insiders can use this discretion and their private information to make reported numbers more informative about true economic performance, but they can also abuse it if this serves their interests. Whether insiders do the former or the latter depends crucially on their reporting incentives and the forces that shape them, such as the quality of their governance structures. Supporting this notion, Leuz, Nanda, and Wysocki (2003) and Haw, Hu, Hwang, and Wu (2004) provide evidence that earnings management is more pervasive in countries with weak investor protection and in firms where ownership structures are more conducive to outsider expropriation. Similarly, Fan and Wong

(2002) provide evidence that the informativeness of earnings is lower in East Asian firms with ownership structures where insiders have stronger incentives to expropriate. Thus, if information problems are at the core of the holdings effect, we expect to find a negative association between earnings management and foreign holdings.<sup>21</sup>

To obtain firm-level proxies, we compute the earnings management variables from the time series of firms' earnings, accruals and cash flows from 1992 to 1997 and require that each firm has at least three years of relevant data. Cash flow from operations is calculated using the balance-sheet approach because U.S. style cash flow statements are generally not available for our sample companies.<sup>22</sup> If a firm does not report information on cash or short-term debt, then the changes in both variables are assumed to be zero. We scale earnings, accruals, and operating cash flows by lagged total assets prior to further computations to ensure comparability across firms and truncate extreme observations at the top and bottom percentile.

We consider two proxies. First, following Haw et al. (2004) and Wysocki (2004), we compute the time-series median magnitude of accruals relative to the cash flow from operations. Second, following Leuz et al. (2003), we compute three different proxies capturing a wider range of earnings management activities: i.e., the magnitude of total accruals, the smoothness of earnings relative to cash flows, and the correlation of accounting accruals and operating cash flows.<sup>23</sup> Specifically, the first variable is the time-series median of the absolute value of accruals scaled by the contemporaneous operating cash flow. The second variable is computed as the time-series standard deviation of operating income over the time-series standard deviation of operating cash

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<sup>21</sup> In a similar vein, Aggarwal, Klapper, and Wysocki (2005) show that an indicator variable for U.S. mutual fund investment in emerging market firms is positively associated with a firm's accounting transparency measure (though the result is not significant for MSCI-benchmarked holdings). Across emerging and developed economies, Bradshaw, Bushee, and Miller (2004) show that U.S. institutional investment is positively related to a firm's U.S. GAAP conformity.

<sup>22</sup> Following Dechow, Sloan, and Sweeney (1995), we compute the accrual component of earnings as  $(\Delta \text{ total current assets} - \Delta \text{ cash}) - (\Delta \text{ total current liabilities} - \Delta \text{ short-term debt}) - \text{depreciation expense}$ , where  $\Delta$  denotes the change over the last fiscal year.

<sup>23</sup> We do not compute a proxy for loss aversion as in Leuz, Nanda, and Wysocki (2003) because it cannot be reasonably computed at the firm level.

flows. The third variable is the time-series correlation of changes in the accruals and operating cash flows. The scores are averaged for each firm and are ranked such that higher values indicate more earnings management.

We recognize that these proxies are not perfect and indicate earnings management only in a relative sense. But in their defense, the more extreme the realizations of the measures become, the less likely it is that reported earnings are informative about the firm's economic performance, especially when considering that we compute the proxies as medians over a large set of firms and several years. Moreover, the proxies are constructed relative to outcomes of firms' economic processes, such as the magnitude or smoothness of the operating cash flows, which makes it more likely that they capture insiders' reporting choices, rather than firms' operating characteristics. Finally, several recent studies show that these proxies yield country rankings that are consistent with widespread perceptions of earnings informativeness, and that the proxies behave in a plausible fashion around events such as U.S. cross listings (Lang, Raedy, and Yetman, 2003; Wysocki, 2004).

Table 7 reports results from Tobit regressions replacing the firm-level governance proxies with the two earnings management proxies. For the sake of brevity, we report only the findings splitting the sample by the level of securities regulation. The results are very similar using the other split variables (i.e., shareholder protection, disclosure requirements, and English legal origin) and are also present in the full sample of countries, albeit at a slightly weaker level (consistent with the results for the ownership-based governance variables). Table 7 shows that both earnings management proxies are significantly and negatively associated with foreign holdings in the countries where securities regulation is weak. In contrast, the coefficients are insignificant in countries with strong securities regulation. As before, the combination of weak country-level institutions and poor firm-level information flow is important for the holdings effect.

These findings suggest that U.S. investors hold fewer shares in firms with higher levels of earnings management, consistent with the hypothesis that information flows play an important role for foreigners' investment decisions. While these tests more directly focus on information flows than our tests using the governance proxies, it should be kept in mind that the quality of the information flows is in part driven by country-level institutions and firm-level governance. For this reason, we prefer to use the control-based governance variables for our main analyses, which can be viewed as estimating a reduced form. The analyses in this section are primarily meant to shed light on the mechanism by which poor governance manifests itself in fewer holdings by foreign investors and to lend further support to our information-based explanation for our findings.

## **5. Robustness Checks**

In this section, we perform and discuss several sensitivity analyses to address concerns about correlated omitted variables, scaling by free float, influential observations or countries, and the Tobit specification used in our main analyses.

### *5.1 Additional Explanatory Variables*

The main concern about our analyses is that the results are driven by a correlated but omitted variable, rather than governance problems associated with insider control. Before we attempt to alleviate this concern by including additional controls, we note that our models include proxies for the standard determinants of foreign portfolio holdings suggested in the literature. In addition, our main results obtain after partitioning by institutional characteristics and hence are interaction effects, making a simple correlated omitted variable explanation less likely.

That said, one might be concerned about the effects of liquidity and return momentum on the holdings of U.S. investors, as they are likely to also vary by countries' institutions. The concern is probably mitigated by the fact that our tests include a firm's equity market capitalization and its

book-to-market ratio, which likely capture aspects of liquidity and return momentum, respectively. Nevertheless, as a robustness check, we re-estimate our models including two more direct measures for liquidity and momentum. Specifically, we follow Bekaert, Harvey, and Lundblad (2005b) and Lesmond (2005) and proxy for liquidity with the percentage of trading days in the 1997 calendar year in which the stock had zero return for the day. We compute this measure only for firms with price data reported for at least 100 trading days in 1997. We compute a momentum variable defined as the 12 month buy-and-hold stock return over the period January 1, 1997 to December 31, 1997, winsorized at the 1<sup>st</sup> and 99<sup>th</sup> percent levels. As with our controls for cross listings and MSCI index membership, including proxies for liquidity is conservative because liquidity measures are likely to reflect firms' ownership structures and hence may capture aspects of our ownership-based governance proxies.

In Panel A of Table 8, we report the main results of the re-estimation of our base case models with the inclusion of liquidity and momentum variables. For the sake of brevity, we report only the coefficients on two of our governance proxies, choosing the least and most restrictive measures of Family/Management control (i.e., managerial and family control rights percentage and an indicator variable corresponding to majority managerial and family control rights, respectively). We also report only two of our country-level sample splits (Disclosure Requirements and Security Regulation). Despite a slightly smaller sample size, Panel A shows that the inclusion of liquidity and momentum control variables does not change our inferences. U.S. holdings are significantly lower when managers are likely to have effective control of their firms and the firms are domiciled in countries with poor disclosure and governance requirements.<sup>24</sup>

In a final set of tests (untabulated), we include a proxy for stock return volatility. The concern is that U.S. investors may systematically shy away from foreign firms with higher return

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<sup>24</sup> Results for the other effective managerial control variables and other splits by institutional variables are similar.

volatility and that our control proxies capture systematic differences in volatility. To check this possibility, we compute the standard deviation of weekly returns. We find that this proxy is not significantly related to U.S. investment and that its inclusion does not change our inferences.

## *5.2 Scaling by Market Capitalization*

Throughout this paper we have scaled U.S. investment by float, for the reasons described in Section 4.1. By making this choice, we mechanically bias against finding that any type of blockholding is negatively related to U.S. investment. In contrast, scaling by market capitalization – even when controlling for float on the right hand side – likely biases the results in favor of finding that large blockholdings are related to lower foreign holdings. To illustrate this issue and gauge the robustness of our findings, we re-estimate our regressions scaling U.S. holdings by market capitalization (and controlling for float on the right-hand side). We do so for our base case models and for models which include liquidity and momentum control variables. For brevity, we again report only the main coefficients of interest.

Panel B of Table 8 shows that, as expected, our results hold and are even stronger when we scale U.S. holdings by equity market capitalization and control for float on the right hand side. We find that the coefficients and t-statistics on our Family/Management control variables increase sharply in our low disclosure/protection subsamples relative to the float-scaled measure used thus far in the paper. We find the same results for the other managerial control variables and country-level sample splits that are not tabulated. Further, when scaling U.S. investment by market capitalization, we find that Other Blockholder control is never significant in any of the high or low subsample splits or overall and that Family/Management control is never positively related to U.S. holdings in high disclosure/protection subsamples. These findings show that scaling U.S. investment by float does not unduly affect our results and, if anything, biases against our hypothesis. Furthermore, the different results for Family/Management control and Other

Blockholders again illustrate that our findings are not simply a manifestation of ownership concentration.

### *5.3 Influential Observations*

As many of our observations are from Japan and the U.K., it is possible that the results are dominated by one or two countries. For Japan, Lins and Servaes (1999) find that strong keiretsu membership is an indicator of governance problems, whereas ownership structure is not. Claessens, Djankov, Fan, and Lang (2002) exclude Japan from their analysis of ownership structure in East Asia because the keiretsu system influences governance in ways that cannot be captured by ownership data. The country dummies included in our analysis control for unique country parameters, but as a robustness check we re-estimate our firm-level regressions without Japan, the U.K., or both. We find that all of our main results continue to hold.<sup>25</sup>

Ammer, Holland, Smith, and Warnock (2006), Bradshaw, Bushee, and Miller (2004), Edison and Warnock (2004) and Aggarwal, Klapper, and Wyszocki (2005) show that U.S. cross listing is associated with a substantial increase in U.S. investment, which is consistent with our findings.<sup>26</sup> Cross listing in the U.S. is a major corporate event that necessitates many substantive changes (e.g., SEC registration and filings). However, cross-listed firms are unlikely to be representative of a country's population of publicly traded firms (Lang, Raedy, and Yetman, 2003; Doidge, Karolyi and Stulz, 2004). For these reasons, we control for U.S. listing in all models. However, to confirm that cross-listed firms do not unduly influence the results, we also re-estimate our regressions limiting the samples to non-cross-listed firms. Eliminating the 140 cross-listed firms from our sample has no effect on the results.

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<sup>25</sup> For the sake of brevity, we do not tabulate the results in this subsection.

<sup>26</sup> Indeed, an effort to enhance the shareholder base is often cited as an explanation for why non-U.S. firms undertake costly information-providing efforts such as listing on U.S. stock exchanges (Reese and Weisbach, 2002; Lang, Lins, and Miller, 2003; Lins, Strickland, and Zenner, 2005).

#### *5.4 Alternative Specifications*

While Tobit estimation is appropriate for censored data such as ours, it has two potential limitations. First, Tobit is more susceptible to misspecification than ordinary least squares. For corner solution models, OLS estimates are generally inconsistent but can still be informative of the direction and significance of a variable's impact (Wooldridge, 2002; p. 525). We therefore check and find that OLS estimates (not shown) are very similar to our Tobit estimates in that Management/Family control is negatively related to U.S. investment in low protection countries but not in high protection countries.

Another potential drawback is that Tobit forces one parameter to determine the effect of governance on both the decision to invest and the decision regarding the amount to invest. Heckman's (1979) selection model and hurdle models are estimation techniques that allow the two decisions to be separately modeled using a two-step procedure (Mullahy, 1986; Cameron and Trivedi, 1998; Wooldridge, 2002). In addition, as hurdle models are based on different distributional assumptions than the Tobit model, they are a way to gauge the sensitivity of our findings with respect to the normality assumptions imposed by the Tobit model.

We therefore implement our holdings model using either a two-stage Heckman or a two-stage hurdle estimation model. The results and inferences from these models (not tabulated) are very similar to those from Tobit estimation reported in the tables. We find that Family/Management control has a particularly strong effect on the decision whether to invest in a firm at all, suggesting that in some cases foreign investors simply stay from firms with problematic governance structures. This finding is consistent with the main idea of this paper and again highlights that the association with U.S. investment in Tables 2 to 6 does not reflect a mechanical relation with the concentration of ownership or control rights. Taken together, the results in this section alleviate concerns that the findings are specific to or driven by the choice of a Tobit model.

## 6. Conclusion

This paper examines the relation between foreign investment and corporate governance. Foreign investors can play an important role in funding corporations, especially in countries in which domestic sources of outside finance are limited. However, institutional investors and regulators frequently claim that poor corporate governance is a substantial deterrent. As outside investors who fear governance problems can protect themselves by lowering the price they are willing to pay for a poorly governed firm's shares, it is not obvious that governance concerns manifest themselves in fewer holdings. However, we argue that poorly governed firms, particularly those with high levels of insider control and from countries with weak investor protection and disclosure rules, are likely to be more taxing to foreign investors in terms of their information and monitoring costs, which in turn could explain why foreigners shy away from these firms.

We conduct tests on the relation between foreign investment and insider control for a sample of 4,409 firms from 29 countries. Using U.S. holdings as a proxy for foreign investment, we show that foreigners invest less in firms with higher (absolute and relative) levels of insider control, consistent with our main argument. We show that this finding is not simply a matter of a country's economic development but appears to be directly related to a country's legal institutions and information rules. The latter findings lend support to our main hypothesis that information problems faced by foreign investors play an important role in the decision of foreign investors to hold less of firms with high levels of insider control. Supporting this explanation, we show that foreign investment in firms that appear to engage in more earnings management is lower in countries with poor disclosure rules and weak investor protection.

Our paper is the first to provide evidence for a large sample across many countries that foreigners do indeed invest less in poorly governed firms and to shed some light on the mechanism through which this relation occurs. The findings suggest that both country- and firm-level

improvements in disclosure and governance practices are likely to be key levers that firms and countries can use to attract more foreign investment.

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**Table 1**  
**Basic Summary Statistics by Country**

U.S. Investment, obtained from Ammer et al. (2006), is the percent of the firm's float that was held by U.S. portfolio investors as of end-1997, where float is the percentage of shares not held by large blockholders (as given by Worldscope's Closely Held variable) multiplied by the market value of equity in billions of U.S. dollars. Size is the value of FY1997 total assets in millions of U.S. dollars. Ownership data list the median value of total direct and indirect control rights held by blockholder type. Family/Management (Mgmt) refers to total control rights held by family groups and the top management group. Other Blockholders (BH) refers to total control rights held by blockholders other than Family/Management. Ownership structure data are obtained from Claessens, Djankov, and Lang (2000), Faccio and Lang (2002), and Lins (2003). N is the number of firms that have data on ownership structure, end-1997 market capitalization from Datastream, and basic balance sheet variables from Worldscope. Numbers in parentheses indicate the smaller sample sizes for data on the frequency that Family/Mgmt control is greater than control by any other type of BH.

Country	N	U.S. Investment as a % of float (mean)	Size (Total assets in \$millions) (mean)	Family/Mgmt Control % (median)	Other BH Control % (median)	Frequency (%) that Family/Mgmt Control is:	
						Greater than any other BH	Greater than 50%
Argentina	6	54.0	4595	0	57	17	0
Austria	23	12.7	1429	38	0	52	43
Belgium	57	3.5	2275	45	0	72	42
Brazil	16	27.0	6408	0	22	25 (8)	13
Chile	39	11.7	1323	0	0	89 (19)	21
Czech Republic	6	13.9	169	0	5	67 (3)	17
Finland	60	9.9	913	23	0	58	25
France	359	7.5	2205	51	0	83	55
Germany	375	4.9	2383	56	0	82	60
Hong Kong	183	11.2	1035	42	0	80 (169)	40
Indonesia	19	10.5	217	0	7	64 (11)	32
Ireland	38	10.6	410	0	12	29	8
Israel	7	19.9	1647	50	0	71	57
Italy	53	9.0	4063	45	0	72	43
Japan	978	3.5	3014	0	10	14	0
Korea (South)	165	4.5	1996	14	5	75 (150)	1
Malaysia	250	4.6	586	30	16	71 (236)	18
Norway	90	9.4	799	25	0	61	16
Philippines	20	13.7	324	3	0	67 (9)	15
Portugal	32	11.2	744	49	0	84 (31)	50
Singapore	133	7.1	611	29	21	65 (126)	33
South Africa	101	8.0	781	14	10	57 (82)	42
Spain	63	8.4	2083	27	0	59	30
Sweden	136	9.2	1328	22	0	59	21
Switzerland	84	9.8	1390	50	0	73	50
Taiwan	9	1.8	659	0	0	100 (4)	0
Thailand	14	13.3	372	25	10	69 (13)	14
Turkey	16	32.8	211	19	48	44	38
UK	1077	5.7	1010	11	0	47	11
Total	4409	6.4	1755	13	5	53 (4283)	22
Europe	2469	6.9	1519	22	0	62 (2464)	30
Latin America	61	19.8	2978	0	0	61 (33)	16
Emerging Asia	800	7.1	975	25	7	73 (725)	23
Other	1079	3.9	2805	0	10	17 (1060)	4

**Table 2**  
**U.S. Investment and Blockholder Control – Full Sample of Countries**

Tobit regression estimates of U.S. Investment at the end of 1997 as a proportion of a firm's free float, where free float refers to shares not held by 5% or greater blockholders (obtained using Worldscope's Closely Held variable). XLIST and MSCI are indicator variables that take on the value one if the firm's equity is listed on a U.S. exchange or in the MSCI World Index, respectively. Ln(Size) is the log of total assets in millions of U.S. dollars. Leverage is the ratio of total liabilities to total assets. Book-to-market is book equity value over market equity value. Dividend yield is the preceding twelve months dividends paid over price. Financial variables are from Worldscope and are for fiscal year 1997. Indicator variables for countries and industry groups (based on the classification of Campbell, 1996) are included but not reported. For each coefficient, the p-value (computed using standard errors corrected for heteroskedasticity and correlation within industry/country groups) of the two-tailed t-test of equality with zero is reported in parentheses.

	(1)	(2)	(3)	(4)	(5)	(6)
Family/Mgmt control percentage	-0.018 (0.084)					
Family/Mgmt control GT med		-0.040 (0.924)				
Family/Mgmt GT med & largest BH			-0.276 (0.530)			
Family/Mgmt control GT 50%				-0.828 (0.234)		
Other BH control percentage					0.007 (0.538)	
Other BH control GT 50%						0.359 (0.673)
XLIST	9.953 (0.000)	9.981 (0.000)	9.421 (0.000)	9.983 (0.000)	9.983 (0.000)	9.984 (0.000)
MSCI Membership	3.547 (0.000)	3.631 (0.000)	3.457 (0.000)	3.566 (0.000)	3.643 (0.000)	3.637 (0.000)
Ln(Size)	3.115 (0.000)	3.154 (0.000)	3.137 (0.000)	3.138 (0.000)	3.150 (0.000)	3.153 (0.000)
Leverage	-0.103 (0.000)	-0.103 (0.000)	-0.103 (0.000)	-0.103 (0.000)	-0.103 (0.000)	-0.103 (0.000)
Book-to-market	-1.024 (0.005)	-1.023 (0.005)	-1.063 (0.005)	-1.036 (0.004)	-1.019 (0.006)	-1.021 (0.005)
Dividend Yield	-0.105 (0.473)	-0.103 (0.478)	-0.092 (0.536)	-0.101 (0.488)	-0.106 (0.465)	-0.104 (0.474)
Industry Controls?	Yes	Yes	Yes	Yes	Yes	Yes
Country Controls?	Yes	Yes	Yes	Yes	Yes	Yes
N	4409	4409	4283	4409	4409	4409
Pseudo R <sup>2</sup>	0.07	0.07	0.07	0.07	0.07	0.07

**Table 3**  
**U.S. Investment, Blockholder Control, and Disclosure Requirements**

Tobit regression estimates of U.S. Investment scaled by float on blockholder control variables of interest and controls estimated on subsamples of countries with low and high disclosure requirements. “Disclosure Requirement” values potentially range from 0 to 1 and are obtained from Table 2 of La Porta, Lopez-de-Silanes, and Shleifer (2006). The “High Disclosure Requirements” subsample contains countries that score above our sample median of 0.75 on the Disclosure Requirement measure. U.S. Investment is described in greater detail in Table 1. Other model variables are described previously in Table 2. Indicator variables for countries and industry groups (based on the classification of Campbell, 1996) are included but not reported. For each coefficient, the p-value (computed using standard errors corrected for heteroskedasticity and correlation within industry/country groups) of the two-tailed t-test of equality with zero is reported in parentheses. At the bottom of Panel B, we report the p-value of the difference in coefficients on the blockholder variable of interest in the low and high disclosure requirement subsamples.

*Panel A: Low Disclosure Requirements*

	(1)	(2)	(3)	(4)	(5)	(6)
Family/Mgmt control percentage	-0.041 (0.001)					
Family/Mgmt control GT med		-1.234 (0.054)				
Family/Mgmt GT med & largest BH			-1.258 (0.036)			
Family/Mgmt control GT 50%				-2.296 (0.011)		
Other BH control percentage					-0.008 (0.602)	
Other BH control GT 50%						-0.470 (0.698)
XLIST	9.949 (0.000)	10.097 (0.000)	8.953 (0.000)	10.032 (0.000)	10.108 (0.000)	10.105 (0.000)
MSCI Membership	2.107 (0.001)	2.222 (0.000)	2.215 (0.000)	2.157 (0.000)	2.251 (0.000)	2.259 (0.000)
Ln(Size)	3.133 (0.000)	3.182 (0.000)	3.176 (0.000)	3.168 (0.000)	3.257 (0.000)	3.253 (0.000)
Leverage	-0.132 (0.000)	-0.133 (0.000)	-0.134 (0.000)	-0.131 (0.000)	-0.133 (0.000)	-0.133 (0.000)
Book-to-market	-0.854 (0.005)	-0.848 (0.005)	-0.670 (0.016)	-0.868 (0.004)	-0.848 (0.005)	-0.845 (0.005)
Dividend Yield	-0.165 (0.212)	-0.165 (0.217)	-0.118 (0.398)	-0.158 (0.231)	-0.174 (0.190)	-0.175 (0.186)
Industry Controls?	Yes	Yes	Yes	Yes	Yes	Yes
Country Controls?	Yes	Yes	Yes	Yes	Yes	Yes
N	2625	2625	2568	2625	2625	2625
Pseudo R <sup>2</sup>	0.08	0.08	0.08	0.08	0.08	0.08

*Panel B: High Disclosure Requirements*

	(1)	(2)	(3)	(4)	(5)	(6)
Family/Mgmt control percentage	0.006 (0.682)					
Family/Mgmt control GT med		1.031 (0.082)				
Family/Mgmt GT med & largest BH			0.726 (0.255)			
Family/Mgmt control GT 50%				0.9115 (0.318)		
Other BH control percentage					0.025 (0.159)	
Other BH control GT 50%						1.244 (0.276)
XLIST	9.448 (0.007)	9.534 (0.007)	9.575 (0.007)	9.427 (0.007)	9.446 (0.007)	9.451 (0.007)
MSCI Membership	6.177 (0.000)	6.175 (0.000)	5.898 (0.001)	6.260 (0.000)	6.101 (0.000)	6.101 (0.000)
Ln(Size)	2.935 (0.000)	2.969 (0.000)	2.924 (0.000)	2.930 (0.000)	2.932 (0.000)	2.930 (0.000)
Leverage	-0.049 (0.004)	-0.050 (0.003)	-0.045 (0.006)	-0.049 (0.003)	-0.047 (0.004)	-0.047 (0.004)
Book-to-market	-1.280 (0.060)	-1.288 (0.058)	-1.637 (0.018)	-1.259 (0.062)	-1.275 (0.062)	-1.277 (0.060)
Dividend Yield	-0.103 (0.666)	-0.092 (0.696)	-0.085 (0.721)	-0.104 (0.662)	-0.127 (0.599)	-0.117 (0.628)
Industry Controls?	Yes	Yes	Yes	Yes	Yes	Yes
Country Controls?	Yes	Yes	Yes	Yes	Yes	Yes
N	1778	1778	1712	1778	1778	1778
Pseudo R <sup>2</sup>	0.05	0.05	0.05	0.05	0.05	0.05
P-value on blockholder coefficient difference between subsamples	0.013	0.008	0.021	0.010	0.361	0.308

**Table 4**  
**U.S. Investment, Blockholder Control, and Securities Regulation**

Tobit regression estimates of U.S. Investment scaled by float estimated on subsamples of countries with low and high scores on securities regulation. “Securities Regulation” values potentially range from 0 to 1 and are defined as in Hail and Leuz (2006) as the average of the Disclosure Requirements, Liability Standards, and Public Enforcement indexes, which are obtained from Table 2 of La Porta, Lopez-de-Silanes, and Shleifer (2006). The “High Securities Regulation” subsample contains countries that score above our sample median of 0.58 on the Securities Regulation measure. U.S. Investment is described in greater detail in Table 1. Other model variables are described previously in Table 2. Indicator variables for countries and industry groups (based on the classification of Campbell, 1996) are included but not reported. For each coefficient, the p-value (computed using standard errors corrected for heteroskedasticity and correlation within industry/country groups) of the two-tailed t-test of equality with zero is reported in parentheses. At the bottom of Panel B, we report the p-value of the difference in coefficients on the blockholder variable of interest in the low and high Securities Regulation subsamples.

*Panel A: Low Securities Regulation*

	(1)	(2)	(3)	(4)	(5)	(6)
Family/Mgmt control percentage	-0.044 (0.000)					
Family/Mgmt control GT med		-1.351 (0.027)				
Family/Mgmt GT med & largest BH			-1.505 (0.017)			
Family/Mgmt control GT 50%				-2.457 (0.005)		
Other BH control percentage					0.002 (0.885)	
Other BH control GT 50%						0.116 (0.923)
XLIST	9.463 (0.000)	9.646 (0.000)	8.466 (0.000)	9.565 (0.000)	9.656 (0.000)	9.660 (0.000)
MSCI Membership	2.403 (0.000)	2.534 (0.000)	2.603 (0.000)	2.467 (0.000)	2.609 (0.000)	2.607 (0.000)
Ln(Size)	3.117 (0.000)	3.159 (0.000)	3.141 (0.000)	3.153 (0.000)	3.226 (0.000)	3.228 (0.000)
Leverage	-0.132 (0.000)	-0.134 (0.000)	-0.135 (0.000)	-0.132 (0.000)	-0.133 (0.000)	-0.134 (0.000)
Book-to-market	-0.660 (0.041)	-0.652 (0.046)	-0.497 (0.105)	-0.670 (0.037)	-0.634 (0.056)	-0.635 (0.054)
Dividend Yield	-0.146 (0.256)	-0.150 (0.246)	-0.127 (0.351)	-0.140 (0.275)	-0.164 (0.200)	-0.164 (0.200)
Industry Controls?	Yes	Yes	Yes	Yes	Yes	Yes
Country Controls?	Yes	Yes	Yes	Yes	Yes	Yes
N	2691	2691	2628	2691	2691	2691
Pseudo R <sup>2</sup>	0.08	0.08	0.08	0.08	0.08	0.08

*Panel B: High Securities Regulation*

	(1)	(2)	(3)	(4)	(5)	(6)
Family/Mgmt control percentage	0.016 (0.299)					
Family/Mgmt control GT med		1.473 (0.005)				
Family/Mgmt GT med & largest BH			1.142 (0.050)			
Family/Mgmt control GT 50%				1.397 (0.117)		
Other BH control percentage					0.013 (0.439)	
Other BH control GT 50%						0.553 (0.634)
XLIST	10.073 (0.005)	10.211 (0.004)	10.292 (0.004)	10.038 (0.005)	10.123 (0.005)	10.104 (0.005)
MSCI Membership	5.822 (0.002)	5.776 (0.002)	5.285 (0.006)	5.917 (0.002)	5.705 (0.002)	5.699 (0.002)
Ln(Size)	2.967 (0.000)	3.008 (0.000)	2.979 (0.000)	2.948 (0.000)	2.944 (0.000)	2.942 (0.000)
Leverage	-0.048 (0.005)	-0.049 (0.004)	-0.043 (0.010)	-0.047 (0.005)	-0.047 (0.005)	-0.047 (0.006)
Book-to-market	-1.606 (0.016)	-1.629 (0.013)	-1.933 (0.004)	-1.573 (0.018)	-1.592 (0.017)	-1.593 (0.017)
Dividend Yield	-0.080 (0.747)	-0.066 (0.787)	-0.059 (0.811)	-0.082 (0.738)	-0.101 (0.685)	-0.095 (0.706)
Industry Controls?	Yes	Yes	Yes	Yes	Yes	Yes
Country Controls?	Yes	Yes	Yes	Yes	Yes	Yes
N	1712	1712	1652	1712	1712	1712
Pseudo R <sup>2</sup>	0.05	0.05	0.06	0.05	0.05	0.05
P-value on blockholder coefficient difference between subsamples	0.002	0.000	0.002	0.002	0.651	0.700

**Table 5**  
**U.S. Investment, Blockholder Control, and Legal Origin**

Tobit regression estimates of U.S. Investment scaled by float on blockholder control variables of interest and controls estimated on subsamples of countries without and with an English Common Law legal origin as indicated in Table 2 of LLSV (1998). U.S. Investment is described in greater detail in Table 1. Other model variables are described previously in Table 2. Indicator variables for countries and industry groups (based on the classification of Campbell, 1996) are included but not reported. For each coefficient, the p-value of the two-tailed t-test of equality with zero is reported in parentheses. At the bottom of Panel B, we report the p-value (computed using standard errors corrected for heteroskedasticity and correlation within industry/country groups) of the difference in coefficients on the blockholder variable of interest in the non-English and English legal origin subsamples.

*Panel A: Not English Common Law*

	(1)	(2)	(3)	(4)	(5)	(6)
Family/Mgmt control percentage	-0.040 (0.001)					
Family/Mgmt control GT med		-1.031 (0.081)				
Family/Mgmt GT med & largest BH			-1.357 (0.026)			
Family/Mgmt control GT 50%				-2.377 (0.007)		
Other BH control percentage					-0.002 (0.882)	
Other BH control GT 50%						-0.186 (0.879)
XLIST	8.560 (0.000)	8.734 (0.000)	7.511 (0.000)	8.657 (0.000)	8.759 (0.000)	8.758 (0.000)
MSCI Membership	2.756 (0.000)	2.867 (0.000)	2.604 (0.000)	2.802 (0.000)	2.906 (0.000)	2.907 (0.000)
Ln(Size)	3.095 (0.000)	3.147 (0.000)	3.121 (0.000)	3.124 (0.000)	3.205 (0.000)	3.205 (0.000)
Leverage	-0.131 (0.000)	-0.133 (0.000)	-0.130 (0.000)	-0.131 (0.000)	-0.133 (0.000)	-0.133 (0.000)
Book-to-market	-0.632 (0.040)	-0.624 (0.043)	-0.627 (0.021)	-0.646 (0.034)	-0.621 (0.043)	-0.621 (0.043)
Dividend Yield	-0.132 (0.356)	-0.138 (0.336)	-0.047 (0.746)	-0.127 (0.370)	-0.149 (0.294)	-0.149 (0.292)
Industry Controls?	Yes	Yes	Yes	Yes	Yes	Yes
Country Controls?	Yes	Yes	Yes	Yes	Yes	Yes
N	2606	2606	2535	2606	2606	2606
Pseudo R <sup>2</sup>	0.08	0.08	0.08	0.08	0.08	0.08

*Panel B: English Common Law*

	(1)	(2)	(3)	(4)	(5)	(6)
Family/Mgmt control percentage	0.009 (0.558)					
Family/Mgmt control GT med		0.987 (0.091)				
Family/Mgmt GT med & largest BH			0.788 (0.215)			
Family/Mgmt control GT 50%				1.093 (0.233)		
Other BH control percentage					0.019 (0.291)	
Other BH control GT 50%						0.916 (0.432)
XLIST	10.871 (0.001)	10.942 (0.001)	10.899 (0.002)	10.847 (0.001)	10.901 (0.001)	10.898 (0.001)
MSCI Membership	5.127 (0.003)	5.103 (0.003)	5.162 (0.004)	5.219 (0.002)	5.039 (0.003)	5.044 (0.003)
Ln(Size)	3.012 (0.000)	3.040 (0.000)	3.022 (0.000)	3.002 (0.000)	3.000 (0.000)	2.998 (0.000)
Leverage	-0.051 (0.002)	-0.053 (0.001)	-0.055 (0.002)	-0.051 (0.002)	-0.050 (0.002)	-0.050 (0.002)
Book-to-market	-1.641 (0.017)	-1.649 (0.016)	-1.739 (0.013)	-1.614 (0.018)	-1.638 (0.017)	-1.638 (0.017)
Dividend Yield	-0.062 (0.793)	-0.053 (0.822)	-0.099 (0.677)	-0.064 (0.785)	-0.083 (0.730)	-0.075 (0.755)
Industry Controls?	Yes	Yes	Yes	Yes	Yes	Yes
Country Controls?	Yes	Yes	Yes	Yes	Yes	Yes
N	1803	1803	1748	1803	1803	1803
Pseudo R <sup>2</sup>	0.05	0.05	0.05	0.05	0.05	0.05
P-value on blockholder coefficient difference between subsamples	0.008	0.011	0.010	0.004	0.657	0.533

**Table 6**  
**U.S. Investment, Blockholder Control, and Antidirector Rights**

Tobit regression estimates of U.S. Investment scaled by float estimated on subsamples of countries with low and high shareholder rights as measured by Antidirector Rights. “Antidirector Rights” values range from 0 to 5 and are obtained from Table 2 of LLSV (1998). The “Low Antidirector Rights” subsample contains countries that score below 4 on the Antidirector Rights measure. U.S. Investment is described in greater detail in Table 1. Other model variables are described previously in Table 2. Indicator variables for countries and industry groups (based on the classification of Campbell, 1996) are included but not reported. For each coefficient, the p-value (computed using standard errors corrected for heteroskedasticity and correlation within industry/country groups) of the two-tailed t-test of equality with zero is reported in parentheses. At the bottom of Panel B, we report the p-value of the difference in coefficients on the blockholder variable of interest in the low and high Antidirector Rights subsamples.

*Panel A: Low Antidirector Rights*

	(1)	(2)	(3)	(4)	(5)	(6)
Family/Mgmt control percentage	-0.040 (0.007)					
Family/Mgmt control GT med		-1.406 (0.089)				
Family/Mgmt GT med & largest BH			-1.700 (0.042)			
Family/Mgmt control GT 50%				-2.326 (0.028)		
Other BH control percentage					-0.030 (0.121)	
Other BH control GT 50%						-1.202 (0.414)
XLIST	6.487 (0.027)	6.595 (0.025)	7.174 (0.013)	6.610 (0.023)	6.656 (0.024)	6.677 (0.023)
MSCI membership	3.198 (0.001)	3.398 (0.000)	2.936 (0.002)	3.249 (0.001)	3.500 (0.000)	3.530 (0.000)
Ln(Size)	3.814 (0.000)	3.877 (0.000)	3.822 (0.000)	3.848 (0.000)	4.023 (0.000)	3.978 (0.000)
Leverage	-0.133 (0.000)	-0.135 (0.000)	-0.129 (0.000)	-0.134 (0.000)	-0.137 (0.000)	-0.136 (0.000)
Book-to-market	-0.301 (0.581)	-0.300 (0.583)	-0.404 (0.476)	-0.316 (0.558)	-0.327 (0.545)	-0.308 (0.569)
Dividend Yield	-0.245 (0.167)	-0.247 (0.169)	-0.165 (0.368)	-0.246 (0.163)	-0.266 (0.132)	-0.266 (0.133)
Industry Controls?	Yes	Yes	Yes	Yes	Yes	Yes
Country Controls?	Yes	Yes	Yes	Yes	Yes	Yes
N	1445	1445	1396	1445	1445	1445
Pseudo R <sup>2</sup>	0.07	0.07	0.07	0.07	0.07	0.07

*Panel B: High Antidirector Rights*

	(1)	(2)	(3)	(4)	(5)	(6)
Family/Mgmt control percentage	-0.002 (0.865)					
Family/Mgmt control GT med		0.609 (0.178)				
Family/Mgmt GT med & largest BH			0.481 (0.345)			
Family/Mgmt control GT 50%				0.409 (0.629)		
Other BH control percentage					0.026 (0.076)	
Other BH control GT 50%						1.139 (0.254)
XLIST	11.510 (0.000)	11.530 (0.000)	10.540 (0.000)	11.516 (0.000)	11.474 (0.000)	11.503 (0.000)
MSCI Membership	3.576 (0.000)	3.589 (0.000)	3.639 (0.001)	3.612 (0.000)	3.598 (0.000)	3.584 (0.000)
Ln(Size)	2.689 (0.000)	2.721 (0.000)	2.725 (0.000)	2.694 (0.000)	2.693 (0.000)	2.687 (0.000)
Leverage	-0.088 (0.000)	-0.088 (0.000)	-0.091 (0.000)	-0.088 (0.000)	-0.087 (0.000)	-0.087 (0.000)
Book-to-market	-1.587 (0.001)	-1.591 (0.001)	-1.562 (0.001)	-1.579 (0.001)	-1.573 (0.001)	-1.578 (0.001)
Dividend Yield	-0.029 (0.886)	-0.020 (0.919)	-0.037 (0.854)	-0.027 (0.893)	-0.050 (0.804)	-0.036 (0.856)
Industry Controls?	Yes	Yes	Yes	Yes	Yes	Yes
Country Controls?	Yes	Yes	Yes	Yes	Yes	Yes
N	2958	2958	2884	2958	2958	2958
Pseudo R <sup>2</sup>	0.06	0.06	0.06	0.06	0.06	0.06
P-value on blockholder coefficient difference between subsamples	0.090	0.045	0.036	0.057	0.258	0.212

**Table 7**  
**U.S. Investment, Earnings Management, and Securities Regulation**

Tobit regression estimates of U.S. Investment scaled by float estimated on subsamples of countries with low and high scores on securities regulation. “Securities Regulation” values potentially range from 0 to 1 and are defined as in Hail and Leuz (2006) as the average of the Disclosure Requirements, Liability Standards, and Public Enforcement indexes, which are obtained from Table 2 of La Porta, Lopez-de-Silanes, and Shleifer (2006). The “High Securities Regulation” subsample contains countries that score above our sample median of 0.58 on the Securities Regulation measure. U.S. Investment is described in greater detail in Table 1. The first proxy for earnings management (EM) is based on Haw et al. (2004) and Wysocki (2004) and computed as the median magnitude of accruals relative to the cash flow from operations. The second proxy is an aggregate earnings management score based on Leuz et al. (2003) which includes three scores: (1) the magnitude of accruals relative to the operating cash flow, (2) the standard deviation of operating earnings over the standard deviation of operating cash flows, and (3) the correlation of changes in accruals and changes in operating cash flows. All variables are computed by firm from 1992 to 1997. The scores are averaged for each firm and are ranked such that higher values indicate more earnings management. Other model variables are described previously in Table 2. Indicator variables for countries and industry groups (based on the classification of Campbell, 1996) are included but not reported. For each coefficient, the p-value (computed using standard errors corrected for heteroskedasticity and correlation within industry/country groups) of the two-tailed t-test of equality with zero is reported in parentheses. At the bottom of the table, we report the p-value of the difference in coefficients on the earnings management variable of interest in the low and high Securities Regulation subsamples.

	<i>Panel A:</i>		<i>Panel B:</i>	
	<i>Low Securities Regulation</i>		<i>High Securities Regulation</i>	
	(1)	(2)	(3)	(4)
Magnitude of Accruals	-3.117 (0.000)		0.2013 (0.850)	
Aggregate EM Score		-0.0015 (0.000)		-0.0002 (0.744)
XLIST	8.562 (0.006)	8.251 (0.009)	8.248 (0.125)	9.616 (0.094)
MSCI Membership	2.274 (0.028)	1.884 (0.068)	5.316 (0.014)	5.223 (0.017)
Ln(Size)	3.663 (0.000)	3.839 (0.000)	2.985 (0.000)	2.934 (0.000)
Leverage	-0.133 (0.000)	-0.135 (0.000)	-0.005 (0.820)	-0.002 (0.943)
Book-to-market	0.115 (0.766)	0.136 (0.727)	-2.349 (0.000)	-2.258 (0.000)
Dividend Yield	-0.347 (0.087)	-0.116 (0.550)	0.078 (0.756)	0.122 (0.621)
Industry Controls?	Yes	Yes	Yes	Yes
Country Controls?	Yes	Yes	Yes	Yes
N	1248	1198	830	801
Pseudo R <sup>2</sup>	0.09	0.09	0.07	0.07
P-value on EM coefficient difference between low and high subsamples			0.018	0.057

**Table 8**  
**Robustness Tests**

The table reports coefficients on Family/Management (F/M) control percentage and on an indicator variable for F/M control percentage greater than 50% for a series of regression models that contain all control variables found in the base case models estimated in Tables 2 through 6, and feature one or more additional variables for robustness. Liquidity refers to the percentage of trading days in the 1997 calendar year in which the stock had zero return for the day – this measure is computed only for firms with price data reported for at least 100 trading days in 1997. Momentum refers to the 12 month buy-and-hold stock return over the period January 1, 1997 to December 31, 1997, winsorized at the 1<sup>st</sup> and 99<sup>th</sup> percent levels. In Panel A, the dependent variable is U.S. Investment scaled by float, consistent with all prior reported regressions. In Panel B, the dependent variable is U.S. Investment scaled by total market capitalization, and float in U.S. dollars is included as an additional right hand side variable. The models are separately estimated for subsamples of countries with low and high scores on Disclosure Requirements and on Securities Regulation as described in Tables 3 and 4. For each coefficient, the p-value (computed using standard errors corrected for heteroskedasticity and correlation within industry/country groups) of the two-tailed t-test of equality with zero is reported in parentheses.

*Panel A: Dependent variable is U.S. Investment as a percentage of float*

	<i>Low Disclosure Requirements</i>		<i>Low Securities Regulation</i>		<i>High Disclosure Requirements</i>		<i>High Securities Regulation</i>	
	F/M control	F/M control > 50%	F/M control	F/M control > 50%	F/M control	F/M control > 50%	F/M control	F/M control > 50%
Includes liquidity and momentum variables	-0.025 (0.045)	-1.835 (0.045)	-0.027 (0.024)	-1.941 (0.028)	0.011 (0.438)	1.131 (0.186)	0.018 (0.177)	1.522 (0.072)
Number of observations	2465	2465	2526	2526	1655	1655	1594	1594

*Panel B: Dependent variable is U.S. Investment as a percentage of equity market capitalization*

	<i>Low Disclosure Requirements</i>		<i>Low Securities Regulation</i>		<i>High Disclosure Requirements</i>		<i>High Securities Regulation</i>	
	F/M control	F/M control > 50%	F/M control	F/M control > 50%	F/M control	F/M control > 50%	F/M control	F/M control > 50%
Base case model	-0.030 (0.000)	-1.856 (0.000)	-0.032 (0.000)	-1.899 (0.000)	-0.005 (0.423)	-0.093 (0.821)	-0.001 (0.842)	0.119 (0.766)
Number of observations	2625	2625	2691	2691	1778	1778	1712	1712
Includes liquidity and momentum variables	-0.026 (0.000)	-1.713 (0.000)	-0.027 (0.000)	-1.723 (0.000)	-0.002 (0.693)	0.063 (0.871)	0.001 (0.923)	0.211 (0.590)
Number of observations	2465	2465	2526	2526	1655	1655	1594	1594