Governing Multiple Firms*

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Abstract

We study the effect of an investor owning multiple firms on governance through both voice and exit, and by both equityholders and debtholders. Under common ownership, an informed investor has flexibility over which assets to retain and which to sell, and sells low-quality assets first. This increases adverse selection and thus price informativeness. In an exit model, the manager’s incentives to work are stronger since the price impact of investor selling is greater. In a voice model, the investor’s incentives to monitor are stronger since “cutting-and-running” is less profitable. Our results contrast with conventional wisdom that common ownership always weakens governance by spreading an investor too thinly.

Keywords: Corporate governance, banks, blockholders, monitoring, intervention, exit, trading.

JEL Classification: D72, D82, D83, G34

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Most theories of corporate governance consider a single firm. In reality, investors typically hold sizable stakes in several firms – shareholders own multiple blocks\(^1\) and banks lend large amounts to multiple borrowers. This paper analyzes the effect of common ownership on governance. Doing so is potentially complex, because governance can be undertaken through different channels and by different types of investors. Starting with the former, investors can govern through “voice” – direct intervention such as monitoring managers, suggesting a strategic change, or blocking a pet project. Alternatively, they can govern through “exit” – sell their securities if the manager shirks, reducing the price; ex ante, the threat of exit induces the manager to work. Moving to the latter, governance can be undertaken by both equityholders and debtholders, such as banks, mutual funds, pension funds, and hedge funds.

While conventional wisdom is that common ownership weakens governance by spreading the investor too thinly, we show that it can strengthen governance. Moreover, the channel through which it does so is common to both voice and exit, and to both equityholders and debtholders – common ownership increases adverse selection and thus price informativeness.

To demonstrate this channel most clearly, we start with a model in which firm value is exogenous and the investor only engages in informed trading. As a benchmark, we analyze the case of separate ownership. An investor owns \(n\) securities of the same class (debt, equity, or any security monotonic in firm value) in a single firm. She subsequently learns private information on firm value, which can be high or low. She may also suffer a privately-observed liquidity shock that forces her to raise at least a given dollar amount of funds, although she may choose to sell more (or to sell even absent a shock). Examples include withdrawals from her end investors, an alternative investment opportunity, or an increase in capital requirements. Based on her private information and liquidity needs, she retains, partially sells, or fully sells her stake. The security price is set by a market maker who observes the investor’s trade.

If the firm turns out to be good (i.e. have high fundamental value) but the investor suffers a liquidity shock, she is forced to partially sell it. Thus, if the firm turns out to be bad (i.e. low-value), the investor sells it by the same amount, to disguise the sale as motivated by a shock. As a result, a bad firm does not receive too low a price, and a good firm does not always enjoy a high price as it is sometimes sold and pooled with bad firms.

Under common ownership, the investor owns one security in each of \(n\) firms. Each firm's

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\(^1\)See Antón and Polk (2014), Bartram, Griffin, Lim, and Ng (2014), Gao, Moulton, and Ng (2014), Hau and Lai (2013), and Jotikasthira, Lundblad, and Ramadorai (2012).
securities are traded by a separate market maker, who observes trading in only one firm. The key effect of common ownership is that it gives the investor a diversified portfolio of both good and bad firms, and thus the choice of which firms to sell upon a shock. If the shock is small, she can satisfy it by selling only bad firms. Then, being sold is not consistent with the firm being good and the sale being driven purely by a shock, and so fully reveals the firm as bad. This intensifies adverse selection and leads to a lower price for a sold firm. For example, Warren Buffett’s disposal of Exxon Mobil and ConocoPhillips in late 2014 but retention of Suncor Energy was viewed by the market as a negative signal on the sold companies in particular, rather than purely due to a liquidity shock (e.g. investment opportunities suddenly appearing in non-energy sectors). Note that the above result arises even if the market maker does not observe the investor’s trades in other firms, nor even which firms they are. Merely knowing that she has other firms in her portfolio, that she could have sold upon a shock, is sufficient for the market maker to give a low price to a fully sold firm.

In contrast, if the firm turns out to be good, it can be retained even upon a shock, and thus receives a high price. This result does not arise simply because common ownership gives the investor additional securities to sell upon a shock: under both structures, she owns \( n \) securities. Instead it results from her diversified portfolio, which gives her bad firms that she can sell upon a shock. If instead all firms were perfectly correlated, the investor would sometimes have only good firms and be forced to sell them upon a shock, and so price informativeness would be the same as under separate ownership. The key is diversification, not just flexibility over which firm to sell, and the effect of diversification arises even though the investor is risk neutral.

If the shock is moderate, it cannot be satisfied by selling only bad firms, and so the investor needs to partially sell good firms as well. However, since the market maker knows that the investor would have fully sold the firm upon a shock if it were bad, a good firm receives a higher price than under separate ownership. If the shock is large, it forces the investor to sell good firms to the same extent as bad firms – exactly as under separate ownership. Overall, price informativeness is the same under common ownership and large shocks as under separate ownership, higher under moderate shocks, and higher still under small shocks. Intuitively, the smaller the shock, the greater the investor’s flexibility over which firms to sell. Thus, she is forced to sell fewer good firms, and so being sold is a greater signal that the firm is bad.\(^2\)

\(^2\)Note also that adding additional firms to the investor’s portfolio is critically different from adding financial slack, such as Treasury bills, where there is no private information. Adding Treasury bills effectively reduces
The trading model is flexible and tractable, and can be embedded in a model of either voice or exit. Starting with the former, we endogenize firm value as depending on an unobservable and costly intervention action (“monitoring”) by the investor. If she monitors, the firm is good, else it is bad. Under separate ownership, monitoring incentives are low. If the investor monitors, she may suffer a shock, which forces her to sell and so she does not receive the full payoff from monitoring. Alternatively, she may not monitor and sell (“cut and run”). Selling leads to a relatively high price under separate ownership, as discussed above. Thus, the payoff from monitoring (not monitoring) is relatively low (high), which leads to weak governance.

Under common ownership, the payoff to monitoring is higher. With a small shock, the investor never needs to sell a monitored firm. With a moderate shock, the investor is forced to sell a monitored firm but only partially, and so receives a higher price than under separate ownership. In addition, the payoff to cutting and running is now lower since adverse selection is intensified. A sale is more indicative that the investor has not monitored, since if she had monitored and suffered a liquidity shock, she would have sold other firms instead.

In sum, the investor’s per-security monitoring incentives are higher under common ownership than under separate ownership, with the difference decreasing in the size of the shock. On the other hand, under common ownership the investor only holds one security in each firm, rather than $n$, reducing monitoring incentives – the conventional wisdom that she is spread too thinly. Overall, we show that governance is stronger under common ownership if the number of firms is sufficiently small.

We next embed the trading framework into an exit model. Firm value now depends on an effort decision undertaken by the manager, who is concerned with both fundamental value and the short-term security price. If the security is equity, his price concerns can stem from termination threat, reputational considerations, or owning equity that vests in the short-term; if it is debt, its price may affect his firm’s reputation in debt markets and thus ability to raise future financing. The second interpretation extends the idea of governance through exit to debt, an application not been previously studied by the literature. The investor privately observes managerial actions in her portfolio firms.

Under separate ownership, effort incentives are low. If the manager works, the investor may suffer a shock and sell anyway. If he shirks, his firm is sold, but does not suffer too low shock size within the separate ownership model; adding additional firms moves us from the separate ownership to the common ownership model.
a price. Under common ownership, the reward for working is higher. With a small shock, a manager’s firm is never sold if he works; with a moderate shock, it is only partially sold while shirking would have led to full sale. The punishment for shirking is also higher, because a sale is more revealing of shirking and leads to a lower price. Intuitively, common ownership creates a tournament between the $n$ managers, who know that the investor observes their efforts and will sell the worst performers. Since the market anticipates that the worst performers are sold, this amplifies the disciplinary power of exit. In sum, governance is stronger than under separate ownership, with the difference decreasing in the size of the shock.

We analyze several extensions. First, we consider endogenous information acquisition. The investor now must pay a cost to learn firm value, otherwise she is uninformed. Conventional wisdom is that common ownership weakens information acquisition incentives by reducing the investor’s stake. We show that this need not be the case. Under separate ownership, the investor obtains no benefit from information if she ends up suffering a shock, since she sells the firm to the same extent regardless of whether it is good, bad, or of unknown value. Under common ownership, if she suffers a shock, information is useful as it allows her to satisfy it by selling bad firms, rather than firms of unknown value. As in the core model, common ownership gives the investor flexibility over which firms to sell upon a shock. The value of this flexibility is higher if the investor knows firm value, thus providing incentives to gather information.

Second, we allow the market maker to observe the trades in other securities held by the investor. Prices become even more informative (and thus governance stronger) under common ownership relative to separate ownership. This is because the market maker can engage in relative performance evaluation ("RPE", cf. Holmstrom (1979)) – compare the trade in one firm to that in another portfolio company, to better infer whether any sale of the first firm was due to the manager shirking or the common investor suffering a liquidity shock. Note that the benefits of RPE arise even though firms’ fundamental values are uncorrelated. Third, we study the case in which the investor receives a fixed reservation payoff upon exit, independent of the effect of exit on the firm’s reputation. The investor is no longer concerned with price impact, and thus camouflaging a sale as motivated by a shock. This model applies to the case of discontinuing a relationship, such as a bank ceasing to lend or a venture capitalist not investing in a future financing round. Fourth, we analyze the case in which information

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3Note that, in the voice model, the investor’s private information is already endogenized through the knowledge of the actions she has taken.
asymmetry (parametrized by the difference in valuation between good and bad firms), and thus the price impact of selling, differs across firms. In both cases, the results remain robust.

The model has a number of implications. Starting with the trade-only model, adverse selection – and thus price decline upon a sale – is stronger when an informed seller owns multiple securities. If all trades are observable, the price of a sold security is increasing in the amount sold in other securities due to RPE. The “price” can refer either to the literal trading price, or market perceptions of quality. For example, if a bank stops lending to a borrower, that borrower’s perceived creditworthiness falls less if the bank stops lending to other borrowers also. Indeed, Darmouni (2016) finds that a borrower whose loan is terminated is more likely to find a new lender if the original lender terminated other loans. Beyond security trading, a director’s decision to quit a firm is a more negative signal if he serves on other boards; a conglomerate’s decision to exit a business line is a more negative signal of industry prospects than if a focused firm scaled back its operations; a worker’s labor market reputation and ability to find a new job are higher if made redundant as part of a mass layoff rather than in isolation. Indeed, Gibbons and Katz (1991) find that workers laid off due to plant closures find a new job faster and at higher wages than those laid off individually.\(^4\)

Applied to governance, the model shows that common ownership can strengthen governance, particularly if liquidity shocks and the number of firms are small. This result applies to governance by both equityholders and debtholders, and through both voice and exit. A bank’s incentive to monitor a borrower, or a hedge fund’s incentive to intervene, can rise if the investor owns multiple firms. A manager’s incentive to work is stronger if his lender or main shareholder owns large positions in multiple firms. Overall, our model potentially justifies why shareholders own blocks in multiple firms and banks lend large amounts to multiple borrowers, despite the free-rider problem. Existing justifications are typically based on diversification of risk. While conventional wisdom might suggest that the common ownership induced by diversification concerns weakens governance, our model suggests that the opposite may be the case. An important exception is Diamond (1984), who shows in a costly state verification framework that diversification incentivizes a bank to repay its end investors. We focus on a different channel: diversification increases adverse selection in financial markets and thus

\(^4\)Gibbons and Katz (1991) also contain a model in which the market infers worker quality from firm firing decisions; Darmouni (2016) contains a similar model applied to banking. Unlike us, both models contain a single worker (firm). In addition, worker (firm) quality is exogenous; here it depends on an action.
governance through both voice and exit. In addition, in Diamond (1984), monitoring does not create value after a project is financed. Our results also potentially provide a novel benefit of spin-offs, which shift an investor from owning a stake in one company to two, and a cost of stock-financed mergers which have the opposite effect.

Relatedly, while existing studies typically use the size of the largest blockholder or the number of blockholders as a measure of governance, our paper theoretically motivates a new measure – the number of other large stakes owned by its main shareholder or creditor. Faccio, Marchica, and Mura (2011) empirically study a related measure, the concentration of a security in an investor’s portfolio. They argue that diversification is desirable because a concentrated investor will turn down risky, positive-NPV projects, unlike our channel. Separately, our results suggest that greater ex-post transparency of trades (e.g. due to blockchains as studied by Yermack (2016)), may improve governance.5

This paper builds on a long-standing literature of governance through voice (e.g. Shleifer and Vishny (1986), Burkart, Gromb, and Panunzi (1997), Bolton and von Thadden (1998), Maug (1998), Kahn and Winton (1998), Pagano and Roell (1998), and Faure-Grimaud and Gromb (2004)) and a newer one on governance through exit (e.g. Admati and Pfleiderer (2009) and Edmans (2009)) – see Edmans (2014) for a survey of both literatures. While McCahery, Sautner, and Starks (2016) find that institutional investors use both governance mechanisms frequently, most theories analyze only one. Edmans and Manso (2011), Levit (2013) and Fos and Kahn (2015) feature both, but model each using quite different frameworks. Conventional wisdom is that voice and exit are separate governance mechanisms, and their effectiveness is driven by very different determinants – voice depends on managerial entrenchment and the value created by blockholder actions, and exit depends on stock liquidity, the manager’s short-term concerns, and the value created by managerial actions. We construct a unifying framework that can be adapted to either voice or exit, and show that common ownership enhances both through the same channel. More broadly, all of the above models study a single firm. The only theory of multi-firm governance of which we are aware is the voice model of Admati, Pfleiderer, and Zechner (1994), which features no information asymmetry and instead focuses on the trade-off between risk-sharing and the free-rider problem.

5Away from governance, Matvos and Ostrovsky (2008) and Harford, Jenter, and Li (2011) study how common ownership of two firms affects the likelihood of them merging, and Azar, Schmalz, and Tecu (2015) analyze how it affects their competitive behavior in the product market.
1 Trade-Only Model

This section considers a pure trading model in which firm values are exogenous, to highlight the effect of common ownership on how an informed investor trades on private information, and in turn security prices and price informativeness. In Section 2, we endogenize firm value by allowing it to depend on intervention by the investor in a model of governance through voice, and in Section 3 it depends on effort by a manager in a model of governance through exit. These models will demonstrate how the increased price informativeness, resulting from common ownership, improves both governance mechanisms.

1.1 Setup

We consider two versions of the model. The first is a preliminary benchmark of separate ownership, with a single firm and a single investor. Specifically, the investor ("she") owns $n$ divisible securities out of a total of $m \geq n \geq 1$. The security can be debt, equity, or any security monotonic in firm value. The investor is an institution who has private information on firm value, such as a hedge fund, mutual fund, or bank. The second version is the main model of common ownership, where the investor owns one security in each of a continuum of firms of mass $n$. Note that, in both models, the investor owns $n$ securities. Let $z$ denote the number of securities held by the investor in a single firm, i.e. $z = n$ (1) under common (separate) ownership. The remaining $m - z$ securities out of this class, and any other classes of securities, are owned by dispersed investors (households) who play no role.6

The model consists of three periods. At $t = 1$, Nature chooses the fundamental value of each firm $i$, $R_i \in \{R, \bar{R}\}$, where $\bar{R} > R > 0$ and $R_i$ are independently and identically distributed ("i.i.d.") across firms. If $R_i = \bar{R}$, the value of each security is $v_i = \bar{v}$, where $\tau \equiv \Pr [R_i = \bar{R}] \in (0, 1)$ is common knowledge. We invoke the law of large numbers so that the actual proportion of firms for which $R_i = \bar{R}$ is $\tau$.7 In the separate ownership model, the investor privately observes $v_i$, and in the common ownership model, she privately observes

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6We assume that, when moving from separate to common ownership, the $n - 1$ securities no longer held by the investor are now held by households. If, instead, they are held by other large investors, the net benefits of common ownership are generally stronger than in the current setup: see Edmans and Manso (2011).

7Invoking the law of large numbers leads to significant tractability. In a previous version of the paper, the investor held two firms rather than a continuum under common ownership. The analysis with a finite number of firms is more complicated but leads to similar results and does not provide additional insights.
\( v \equiv [v_i]_{i=0}^n \). Define \( \Delta \equiv \overline{v} - \underline{v} > 0 \), where \( m\Delta \leq \overline{R} - \underline{R} \): the aggregate gain across the \( m \) securities from \( R_i = \overline{R} \) cannot exceed the overall gain in firm value.\(^8\) We use “good” (“bad”) firm to refer to a firm with \( v_i = \overline{v} (\underline{v}) \).

At \( t = 2 \), the investor is subject to a portfolio-wide liquidity shock \( \theta \in \{0, L\} \), where \( L > 0 \) and \( \Pr [\theta = L] = \beta \in (0, 1] \). The variable \( \theta \) is privately observed by the investor and represents the dollar amount of funds that she must raise. If she cannot raise \( \theta \), she raises as much as possible. Formally, failing to raise \( \theta \) imposes a cost \( K > 0 \) multiplied by the shortfall in funds, which is sufficiently large to induce her to meet the liquidity need to the extent possible. The investor may choose to raise more than \( \theta \) dollars, i.e. we allow for voluntary sales. Note that the model allows for \( \beta = 1 \), i.e. common knowledge that the investor has suffered a shock, such as a financial crisis.

After observing the shock, the investor sells \( x_i \in [0, z] \) securities in firm \( i \). We use “fully sold” to refer to firm \( i \) if \( x_i = z \), and “partially sold” if \( x_i \in (0, z) \). In the common ownership model, if \( x_i^* = x_j^* \forall i \neq j \), we say that the investor engages in “balanced exit.” Otherwise, she engages in “imbalanced exit.” The sold securities \( x_i \) are purchased by the market maker for firm \( i \) (“it”), which can more generally refer to a competitive pool of investors. Each firm has a separate market maker who is competitive and risk-neutral, and observes only \( x_i \) and not \( x_j, j \neq i, \theta \), nor \( v_i \). Each market maker sets the security price \( p_i (x_i) \) at \( t = 2 \) to equal the security’s expected value. We denote \( p \equiv [p_i (x_i)]_{i=0}^n \) and \( x \equiv [x_i]_{i=0}^n \). We allow the market maker to observe trades in other firms with a lag in Section 3.4.1 and in real time in Appendix C.2.

At \( t = 3 \), firm value, security values, and payoffs are realized. The investor’s utility in the separate and common ownership models are respectively given by

\[
\begin{align*}
\text{u}_I (x, v, p, \theta) & = xp (x) + (n - x) v - K \times \max \left\{ 0, \theta - xp (x) \right\}. \tag{1} \\
\text{u}_I (x, v, p, \theta) & = \int [x_i p_i (x_i) + (1 - x_i) v_i] \, di - K \times \max \left\{ 0, \theta - \int x_i p_i (x_i) \, di \right\}. \tag{2}
\end{align*}
\]

The equilibrium concept we use is Perfect Sequential Equilibrium. Here, it is defined as follows: (i) A trading strategy by the investor that maximizes her expected utility \( u_I \) given each market maker’s price-setting rule and her private information on \( v \) \((v_i)\) and (ii) a price-setting

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\(^8\)If this were true, the value of the other classes would be decreasing in \( R \) and so their owners would have incentives to reduce firm value (cf. Innes (1990)).
rule by each market maker that allows it to break even in expectation, given the investor’s strategy. Moreover, (iii) each market maker uses Bayes’ rule to update its beliefs from the investor’s trades, (iv) all agents have rational expectations in that each player’s belief about the other players’ strategies is correct in equilibrium, (v) the pricing function is monotonic, i.e. \( p_t(x_i) \) is weakly decreasing, holding constant \( x_j, j \neq i \), and (vi) off-equilibrium beliefs are credible as defined by Grossman and Perry (1986). Since firms are ex-ante identical, we focus on symmetric equilibria, in which each market maker uses a symmetric pricing function. We also assume that the investor does not sell a good firm if she does not suffer a liquidity shock. This is intuitive since the price can never exceed the value of a good firm \( v \), but simplifies the analysis as we need not consider equilibria under which a good firm is partially sold, but still fully revealed as good as bad firms are sold in greater volume. Prices and governance are exactly the same without this restriction.

Note that, under both ownership structures, we hold constant the investor’s information advantage: she always has a perfect signal on firm value. Conventional wisdom suggests that, if information acquisition is endogenous, the investor will acquire less information under common ownership as her stake falls from \( n \) to 1. In Section 4 we analyze this extension and show that information acquisition may in fact be stronger under common ownership.

### 1.2 Trade Under Separate Ownership

Proposition 1 characterizes all equilibria under separate ownership.

**Proposition 1** (Separate ownership, trade only): An equilibrium under separate ownership

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9Focusing on weakly decreasing price functions imposes some restrictions on off-equilibrium prices, and thus the amounts sold in equilibrium. However, since these restrictions do not affect on-equilibrium prices, they generally do not affect the investor’s strategy in Section 2 or the manager’s strategy in Section 3 (when we introduce real actions). In addition, weakly decreasing pricing functions are consistent with other microstructure theories (e.g. Kyle (1985)) and empirical evidence (e.g. Gorton and Pennacchi (1995), Ivashina (2009)).

10Loosely speaking, an equilibrium fails the Grossman and Perry (1986) refinement (i.e., is not a Perfect Sequential Equilibrium) if there exists a subset of sender types (the investor, in our setting) that will deviate to a strategy \( \bar{x}(\bar{x}_i) \) if, conditional upon observing \( \bar{x}(\bar{x}_i) \), the receiver (the market maker, in our setting) believes that this subset of types deviated and the complement of this subset did not deviate. The main implication is that, if there is an equilibrium in which the investor raises at least \( L \) dollars, then there cannot be an equilibrium in which the investor is unable to raise at least \( L \) dollars, and if the investor cannot raise at least \( L \) dollars in any equilibrium, then in any equilibrium the investor sells her entire portfolio upon a shock.
always exists. In any equilibrium, the investor’s trading strategy in firm \( i \) is:

\[
x^*_\text{so} (v_i, \theta) = \begin{cases} 
0 & \text{if } v_i = \bar{v} \text{ and } \theta = 0 \\
\bar{x}_\text{so} (\tau) = n \times \min \left\{ \frac{L/n}{\bar{p}_{\text{so}} (\tau)}, 1 \right\} & \text{otherwise}
\end{cases},
\]

and prices of firm \( i \) are:\(^{11}\)

\[
p^*_i (x_i) = \begin{cases} 
\bar{v} & \text{if } x_i = 0 \\
\bar{v} + \Delta \frac{\beta \tau}{\beta \tau + 1 - \tau} & \text{if } x_i \in (0, \bar{x}_\text{so} (\tau)], \\
\bar{v} & \text{if } x_i > \bar{x}_\text{so} (\tau).
\end{cases}
\]

We will refer to the investor’s type as \((v_i, \theta)\), i.e. a pair that indicates her information on the value of firm \( i \) and whether she has suffered a liquidity shock. (Sometimes we will define the type as referring only to \( v_i \), in which case it refers to both \((v_i, 0)\) and \((v_i, L)\)).

Equation (3) shows that, if the firm is bad, the investor sells the same amount \((\bar{x}_\text{so} (\tau))\) as if it were good and she had suffered a shock, to disguise the motive for her sale. The price of a sold security, \( p_{\text{so}} (\tau) \), is relatively high as the market maker attaches a probability \( \frac{\beta \tau}{\beta \tau + 1 - \tau} \) that the sale was of a good firm and due to a shock. Thus, the adverse selection problem is not so severe under separate ownership. The amount \( \bar{x}_\text{so} (\tau) \) is the minimum required to satisfy the shock: if it were greater, type-\((\bar{v}, L)\) would deviate and sell less, retaining more of a good firm and receiving no lower a price (since prices are non-increasing).

Since the market maker breaks even in expectation, the investor’s trading gains when selling \( \bar{x}_\text{so} (\tau) \) of a bad firm equal her trading losses when forced to sell \( \bar{x}_\text{so} (\tau) \) of a good firm due to a shock. Thus, the possibility of trade has no effect on the ex ante value of the investor’s portfolio, which is \( n (\bar{v} + \Delta \tau) \). In Sections 2 and 3, when we endogenize \( v_i \), we will show that the possibility of trade changes portfolio value by affecting governance.

1.3 Trade Under Common Ownership

Under common ownership, the investor decides not only how much of her portfolio to sell, but also which firms. Proposition 2 characterizes all equilibria.

\(^{11}\)While the prices on the equilibrium path are unique, the prices off-equilibrium are not. The pricing function in equation (4) ensures monotonicity. A similar comment applies to subsequent pricing functions.
Proposition 2 (Common ownership, trade only): An equilibrium under common ownership always exists.

(i) If $L/n \leq \nu (1 - \tau)$ then in any equilibrium

$$x_{co}^* (v_i, \theta) = \begin{cases} 0 & \text{if } v_i = \overline{v} \\ \overline{x} \text{ s.t. } \mathbb{E} [\overline{x}] \in \left[ \frac{\theta/n}{\nu (1-\tau)}, 1 \right] & \text{if } v_i = \nu, \end{cases}$$

and prices of firm $i$ are:

$$p_i^* (x_i) = \begin{cases} \nu + \frac{\Delta \tau}{\tau + \gamma(1-\tau)} & \text{if } x_i = 0 \\ \nu & \text{if } x_i > 0. \end{cases}$$

where $\gamma = \Pr [\overline{x} = 0]$.

(ii) If $\nu (1 - \tau) < L/n < \nu$ then there exists an equilibrium in which

$$x_{co}^* (v_i, \theta) = \begin{cases} 0 & \text{if } v_i = \overline{v} \text{ and } \theta = 0 \\ \frac{\nu + \nu L/n - \nu}{p_{co}(\tau)} < 1 & \text{if } v_i = \nu \text{ and } \theta = 0, \text{ or } v_i = \overline{v} \text{ and } \theta = L \\ 1 & \text{if } v_i = \nu \text{ and } \theta = L, \end{cases}$$

and prices of firm $i$ are:

$$p_i^* (x_i) = \begin{cases} \nu & \text{if } x_i = 0 \\ \nu + \Delta \frac{\beta \tau}{\beta \tau + (1-\beta)(1-\tau)} & \text{if } x_i \in (0, \overline{x}_{co}(\tau)], \\ \nu & \text{if } x_i > \overline{x}_{co}(\tau). \end{cases}$$

(iii) If $\frac{\nu (1 - \tau)}{\beta \tau + 1 - \tau} < L/n$ then there exists an equilibrium as described by Proposition 1, except $\overline{x}_{so}$ is replaced by $\overline{x}_{so}/n$.

(iv) No other equilibrium exists.

The intuition is as follows. If $L/n \leq \nu (1 - \tau)$, the liquidity shock is sufficiently small that it can be satisfied by selling only bad firms. She thus retains all good firms, regardless of
whether she suffers a shock. Since the shock requires her to sell \( \frac{L}{v(1-\tau)} \) only in aggregate across the bad firms, she may retain some bad firms and does so with probability ("w.p." \( \gamma \)). (\( \gamma > 0 \) affects the analysis of exit, but has no effect on the analysis of voice.) As a result, a retained firm is not fully revealed and only priced at \( v + \Delta \frac{\tau}{\tau+\gamma(1-\tau)} \) rather than \( v \). Any firm that is at least partially sold is fully revealed as being bad and priced at \( v \).

For \( v (1 - \tau) < L/n < v \), the shock is sufficiently large that the investor must sell some good firms to satisfy it. Thus, a partial sale does not fully reveal a firm as bad, and so the investor never retains bad firms. As a result, retained firms are fully revealed as good and priced at \( v \). However, the shock remains sufficiently small that the investor can sell good firms less than bad firms (engage in imbalanced exit). Upon a shock, she sells bad firms fully and \( \bar{v}_{co}(\tau) \) from each good firm. As a result, if there is no shock, she also sells \( \bar{v}_{co}(\tau) \) from each bad firm, to pool with a good firm and disguise her sale as being motivated by a shock. Thus, \( (v, L) \) is pooled with \( (v, 0) \).\(^{12}\)

Finally, for \( v \frac{1-\tau}{\beta\tau+1-\tau} \leq L/n \), the shock is sufficiently large that it forces the investor to sell good firms as much as bad firms (engage in balanced exit). Thus, \( (v, L) \) is pooled with not only \( (v, 0) \) (as in the moderate-shock case) but also \( (v, L) \), reducing the expected price of a good firm further, and increasing the price of \( (v, L) \) above \( v \). Since the investor’s trading strategy is the same as under separate ownership ((\( v, L \)), \( (v, 0) \), and \( (v, L) \) are all pooled), prices are exactly the same. Note that, for \( v \frac{1-\tau}{\beta\tau+1-\tau} \leq L/n < v \), both the imbalanced exit equilibrium of part (ii) and the balanced exit equilibrium of part (iii) can be sustained. In this range, while the investor has the ability to satisfy a shock by selling bad firms more, she also has the option to do so by selling good firms to the same degree as bad firms. While doing so increases her trading losses on good firms, it reduces them on bad firms, since bad firms are now pooled with good firms upon a shock. For simplicity, we will refer to an equilibrium with the properties of parts (i), (ii), and (iii) of Proposition 2 as type-(i), (ii), and (iii) equilibria.\(^{13}\)

We denote the investor’s equilibrium payoff from owning security \( i \) (including the possibility of trade), given \( \tau \), by \( V_{co}(v_i, \tau) \) under common ownership and \( V_{so}(v_i, \tau) \) under separate

\(^{12}\)We continue to use “type” to refer to \( (v_i, \theta) \); this is a slight abuse of terminology since, under common ownership, the investor’s type consists of the entire vector of firm values.

\(^{13}\)The investor has no incentive to buy additional securities, because such purchases would be fully revealed as stemming from information. This would be true even if the investor had the possibility of receiving positive liquidity shocks, as long as she has the option to hold the inflow as cash rather than being forced to buy more of her existing holdings. This treatment is consistent with the investor’s option to raise more than \( L \) and hold the excess as cash.
ownership. Similarly, we denote the expected equilibrium price of firm $i$’s, given value $v_i$ under common and separate ownership by $P_{co}(v_i, \tau)$ and $P_{so}(v_i, \tau)$, respectively.

**Proposition 3** (Price informativeness and payoff precision): Suppose $\tau \in (0, 1)$, then:

(i) If $\psi(1 - \tau) < L/n$ or $\gamma \leq \frac{\beta \tau}{\beta \tau + (1-\beta)(1-\tau)}$, then

$$
P_{co}(\psi, \tau) \geq P_{so}(\psi, \tau) \text{ and } P_{co}(\psi, \tau) \leq P_{so}(\psi, \tau),
$$

with strict inequalities if $L/n \leq \psi \frac{1-\tau}{\beta \tau + 1-\tau}$. If $L/n \leq \psi(1 - \tau)$ and $\gamma > \frac{\beta \tau}{\beta \tau + (1-\beta)(1-\tau)}$, then

$$
P_{co}(\psi, \tau) < P_{so}(\psi, \tau) \text{ and } P_{co}(\psi, \tau) > P_{so}(\psi, \tau).
$$

(ii)

$$
V_{co}(\psi, \tau) \geq V_{so}(\psi, \tau) \text{ and } V_{co}(\psi, \tau) \leq V_{so}(\psi, \tau),
$$

with strict inequalities if $L/n \leq \psi \frac{1-\tau}{\beta \tau + 1-\tau}$. Both $V_{so}(\psi, \tau) - V_{so}(\psi, \tau)$ and $V_{co}(\psi, \tau) - V_{co}(\psi, \tau)$ decrease in $L/n$.

Expression (9) gives conditions under which the expected price of a good (bad) firm is higher (lower) under common ownership than separate ownership, i.e. closer to fundamental value so that price informativeness is higher. Under common ownership, the investor has a diversified portfolio of good and bad firms. This allows her to choose which firms to sell upon a shock – in particular, she sells bad firms first. In the moderate-shock equilibrium of part (ii) of Proposition 2, a shock causes her to fully sell bad firms and partially retain good firms. Thus, a fully sold firm is priced at $\psi$, and so bad firms receive a lower expected price under common ownership. Scholes (1972), Mikkelson and Partch (1985), Holthausen, Leftwich, and Mayers (1990), and Sias, Starks, and Titman (2006) show that sales by large shareholders reduce the stock price due to conveying negative information; Dahiya, Puri, and Saunders (2003) find similar results for loan sales. Our model predicts that the price declines upon a sale are greater under common ownership.\[14\]

14If $\psi \frac{1-\tau}{\beta \tau + 1-\tau} < L/n < \psi$, more than one equilibrium exists. The comparative statics with respect to $L/n$ implicitly assume that, in this range, once the type of the equilibrium is chosen (i.e., type-(ii) or (iii)), it does not change as we increase $L/n$, as long as it exists.

15In He (2009), the price impact of a sale is stronger if the asset is more correlated with other assets in the investor’s portfolio. Retaining an asset is even more costly when it is positively correlated with the rest of the
A similar intuition applies to the small-shock equilibrium of part (i), whether the investor fully retains good firms. As a result, the sale of firm \( i \) cannot be attributed to a shock because, if firm \( i \) were good and the investor had needed liquidity, she would have sold other firms instead. Thus, a sold firm is fully revealed as being bad and priced at \( v \). The one complication is that, since sold firms are fully revealed as bad, the investor no longer has strict incentives to sell bad firms. Thus, she retains bad firms w.p. \( \gamma \). If \( \gamma > \frac{\beta \tau}{\beta \tau + (1-\beta)(1-\tau)} \), then price informativeness is lower under common ownership \( \left( P_{co}(v, \tau) > P_{so}(v, \tau) \right) \) in expression (10)). When we endogenize firm value in Sections 2 and 3, equilibria will differ according to efficiency, i.e. expected firm value. In the most efficient equilibria, \( \gamma \leq \frac{\beta \tau}{\beta \tau + (1-\beta)(1-\tau)} \) and so (9) holds; intuitively the most efficient equilibrium will involve the highest possible price informativeness.

In addition to reducing the expected price of bad firms, common ownership also increases the expected price of good firms. Under separate ownership, a good firm is automatically sold under a shock; under common ownership and a small shock, it is retained. This result does not simply arise because common ownership gives the investor more securities to sell to satisfy a shock: she owns \( n \) in both models. Again, the intuition is that common ownership gives her a diversified portfolio of both good and bad firms. Where the shock is small, she can always satisfy it by selling only bad firms. On the other hand, being retained no longer reveals a firm as being good. If \( \gamma \) is sufficiently small, the latter effect is weaker, and so \( P_{co}(v, \tau) > P_{so}(v, \tau) \) overall. With a moderate shock, a good firm is sold, but only partially. The market maker knows that, if the firm were bad and the investor had suffered a shock, it would have been sold fully. Thus, it is priced at \( v + \Delta \frac{\beta \tau}{\beta \tau + (1-\beta)(1-\tau)} \) (i.e. pooled with only \((v, 0)\)) rather than \( v + \Delta \frac{\beta \tau}{\beta \tau + 1-\tau} \) (i.e. pooled with \((v, 0)\) and \((v, L)\)) under separate ownership. With a large shock, the investor’s trading behavior is exactly the same as under separate ownership, and so price informativeness is no higher.

While part (i) concerns the closeness of prices to fundamental value (price informativeness), part (ii) concerns the closeness of the investor’s payoff to fundamental value, which we call “payoff precision.” The investor’s payoff from firm \( i \) is given by \( (1 - x_i) v_i + x_i p_i \). Since her payoff depends on the price, just as common ownership generally improves price informativeness, it always improves payoff precision. Note that payoff precision always improves, even if price informativeness does not (i.e. (10) holds). This is because the value of a bad firm is \( v \), and the portfolio, and particularly so when the asset is low-quality. Thus, retention is a stronger signal of asset quality, leading to a steeper pricing function. His model features risk aversion rather than liquidity shocks.
price received for selling a bad firm is also $v$ (under the small-shock equilibrium). Thus, the investor’s payoff is $v$ regardless of the frequency with which she retains bad firms. Similarly, good firms are fully retained and worth $\overline{v}$ to the investor, regardless of $\gamma$ and thus the price the market maker attaches to a retained firm.

Note that the effect of common ownership on price informativeness stems from diversification, rather than simply owning multiple firms. If the firms were perfectly correlated, prices would be as in the separate ownership benchmark as the investor would not be able to sell bad firms more and good firms less upon a shock – either all firms are good, or all firms are bad. This result implies that price informativeness (and, as we will show, governance) is increasing in the diversification of an investor’s portfolio.

In addition, the results show that diversifying by adding additional firms to the investor’s portfolio is different from adding financial slack, i.e. liquid securities (such as Treasury bills) on which the investor has no private information. We start with the separate ownership model and study the effect of adding $A$ dollars of liquid securities to the investor’s portfolio. If $A \geq L$, then the addition effectively insulates the investor from a liquidity shock, leading to maximum price informativeness. Indeed, the net liquidity shock, $L - A$, is now negative. If instead $A < L$, the addition effectively reduces the liquidity shock to $L - A$; since price informativeness in the separate ownership model is independent of the liquidity shock (as long as it is positive), it is unaffected by the new securities. Intuitively, since liquid securities are always fairly priced, selling them to satisfy a shock involves no loss. Upon a shock, if the firm turns out to be good, the investor will sell liquid securities first and only raise $L - A$ from the firm. If the firm is bad, the investor will again sell liquid securities first and raise only $L - A$ from the firm, since raising more would fully reveal the firm as bad.

Now instead consider the effect of adding $A < L$ dollars of securities in a new firm $j$. Upon a shock, if the initial firm $i$ is good (and new firm $j$ is bad), the investor will sell firm $j$ first and thus only partially sell firm $i$ – the same as if the investor instead had liquid securities. The critical difference is if firm $i$ is bad (and new firm $j$ is good). Now, the investor will not sell firm $j$ first. Unlike liquid securities, securities in firm $j$ suffer an adverse selection discount and so she suffers a loss by selling them if they are good. She instead fully sells firm $i$. Even though doing so fully reveals firm $i$ as bad, it is better than fully selling the higher-quality $j$. In sum, adding liquid securities reduces the net liquidity shock but keeps us within the separate ownership model where, upon a shock, the sale volume is independent of firm quality. Adding
a firm moves us to the moderate-shock common ownership model where, upon a shock, the investor partially (fully) sells a good (bad) firm.

## 2 Governance Through Voice

We now endogenize firm value as depending on an action by the investor. Specifically, at $t = 1$, the investor takes a hidden action $a_i \in \{0, 1\}$, where $a_i = 1$ leads to $R_i = R$ and thus $v_i = \pi$, and $a_i = 0$ leads to $R_i = \bar{R}$ and thus $v_i = \bar{v}$. Action $a_i = 1$ imposes a cost $c_i \in [0, \infty)$ on the investor, which she privately observes prior to deciding her action\(^{16}\); Section 2.4.3 shows that the results remain robust to a publicly-known monitoring cost. The action $a_i$ is broadly defined to encompass any action that improves firm value but is costly to the investor. Examples include include advising the firm on strategic choice; using her business connections to benefit the firm; preventing the firm’s manager from extracting perks, empire-building, or risk-shifting; or choosing not to take private benefits for herself.

The probability density function of $c_i$ is given by $f$ and its cumulative distribution function is given by $F$. Both are continuous and have full support. We assume $c_i$ are i.i.d. across firms, and that $E[c_i] \leq \bar{R} - R$, so that $a_i = 1$ is ex-ante efficient. We refer to $a_i = 1$ as “monitoring” and $a_i = 0$ as “not monitoring”. A good (bad) firm is now a firm that has been monitored (not monitored). We assume that, if the investor is indifferent between monitoring and not, she monitors; this indifference only arises for a measure zero of $c_i$. Through her private knowledge of $a$, the investor continues to have private information on $v$.

The investor’s utility conditional on $x$ and $c \equiv [c_i]_{i=0}^n$ is now given by:

$$u_{I, Voice} = u_I(x, a, p, \theta) - \int c_i a_i di. \quad (12)$$

under common ownership, and analogously under separate ownership. The equilibrium definition is similar to Section 1, with the following additions: (vii) the investor’s monitoring rule in each firm $i$ maximizes her expected utility given $c_i$, her expected trading strategy, and each market maker’s price-setting rule, and (viii) each market maker forms expectations about $\pi$.

\(^{16}\)The cost of monitoring will depend on firm-specific factors that are, in part, privately known to the investor (as in Landier, Sraer, and Thesmar (2009)). For example, she may have private information on the business ties that she may lose if she engages in perk prevention, on how easily she can use her business connections to benefit the firm, or on the extent to which she can extract private benefits.
that are consistent with (vii), instead of taking it as given.

2.1 Preliminaries

We first derive results that hold under both separate and common ownership. When deciding her action, the investor trades off the cost of monitoring with the increase in security value. Lemma 1 states that this trade-off gives rise to a threshold strategy: she monitors firm $i$ if and only if her cost is sufficiently low.\(^\text{17}\)

**Lemma 1** In any equilibrium and under any ownership structure there is a $c^* \text{ such that } (\text{“s.t.”})$ the investor chooses $a_i = 1$ if and only if $\tilde{c}_i \leq c^*$.

Ex-ante total surplus (firm value minus the cost of monitoring) in equilibrium is $R + F(c^*) (\bar{R} - R - E[c|c < c^*])$, which is increasing in $c^*$ if and only if $c^* \leq \bar{R} - R$. The investor’s threshold satisfies $c^* \leq z\Delta$. Since $z\Delta \leq m\Delta \leq \bar{R} - R$, a higher $c^*$ always increases total surplus. We thus define efficiency as the maximization of $c^*$. From part (viii) of the equilibrium definition, $\tau^* = F(c^*)$. Given the market maker’s expectations of $\tau^*$ and the investor’s implementation of $\tau^*$ through her actions, prices and trading strategies are determined as in Section 1. Therefore, our equilibrium characterizations below only specify the thresholds $\tau^*$.

2.2 Voice Under Separate Ownership

Proposition 4 characterizes all the thresholds that emerge in any equilibrium under separate ownership.

**Proposition 4** (Separate ownership, voice): In any equilibrium under separate ownership with voice, the monitoring threshold, $c^*_{\text{so,voice}}$, is given by the solution of $c^* / n = \phi_{\text{voice}}(F(c^*))$, where

$$\phi_{\text{voice}}(\tau) \equiv \Delta \left[ 1 - \beta \min \left\{ \frac{L/n}{\bar{\nu} + (\Delta \beta - \bar{\nu} (1 - \beta)) \tau}, \frac{1}{\beta \tau + 1 - \tau} \right\} \right]. \quad (13)$$

Prices and trading strategies are characterized by Proposition 1, where $\tau$ is given by $\tau^*_{\text{so,voice}} \equiv F(c^*_{\text{so,voice}})$.

\(^{17}\)Note that different equilibria under different ownership structures can have different thresholds; the threshold $c^*$ in Lemma 1 refers to a generic threshold.
Intuitively, \( c_{so,\text{voice}}^* \) solves

\[
V_{so}(\bar{v}, F(c^*)) - c^*/n = V_{so}(v, F(c^*)) .
\]

(14)

The right-hand side ("RHS") of (14) is the investor’s payoff from holding a bad firm, given that the market maker expects the probability of monitoring to be \( F(c^*) \). The left-hand side ("LHS") is her payoff from holding a good firm, net of monitoring costs.

Even ignoring the free-rider problem (i.e. that the investor owns \( n < m \) securities), governance is imperfect (\( c_{so,\text{voice}}^* < n\Delta \)) for two reasons. First, the payoff to monitoring is relatively low. While monitoring increases security value to \( \bar{v} \), w.p. \( \beta \) the investor suffers a liquidity shock and has to sell \( \bar{x}_{so,\text{voice}}^* = \bar{x}_{so}(\tau_{so,\text{voice}}^*) \) units for less than their fair value of \( \bar{v} \). Second, the payoff from not monitoring and selling is relatively high. Regardless of whether she suffers a shock, a non-monitoring investor sells \( \bar{x}_{so,\text{voice}}^* \) and pools with \( (\bar{v}, L) \), receiving a price \( \bar{p}_{so,\text{voice}}^* = \bar{p}_{so}(\tau_{so,\text{voice}}^*) \) that exceeds the fair value of \( \bar{v} \).

Turning to comparative statics, the investor’s threshold is decreasing in the shock \( L \). A larger shock means that she must sell more securities \( \bar{x}_{so,\text{voice}}^* \) to satisfy it. This reduces her payoff from monitoring, and also allows her to sell more, and thus profit more, if she cuts and runs (since she pools with \( (\bar{v}, L) \)). The threshold is increasing in \( \Delta \) for two reasons. First, it (trivially) increases the value created by monitoring. Second, it increases the price \( p_{so,\text{voice}}^* \) received from sold firms, since \( p_{so,\text{voice}}^* \) incorporates the possibility that the firm is \( (\bar{v}, L) \). Due to this higher price, she has to sell fewer units if she monitors and suffers a shock, thus increasing the payoff to monitoring. The threshold is increasing in \( \bar{v} \) due to the second channel: it raises \( p_{so,\text{voice}}^* \) and thus reduces \( \pi_{so,\text{voice}}^* \). It is increasing in \( n \) because the monitoring gains are applied to more units, and also because the per-security shock \( L/n \) falls with \( n \). The threshold is decreasing in \( \beta \). The more likely the shock, the higher the price \( p_{so,\text{voice}}^* \) received for selling \( \pi_{so,\text{voice}}^* \), because the sale may be of a good firm in response to a shock. This higher price increases the payoff to not monitoring and selling. In addition, higher \( \beta \) means that a

\[18\text{Note that multiple thresholds are possible, since if the market maker believes that the investor monitors intensively (\( c_{so,\text{voice}}^* \) is high), prices upon sale are high and so the investor can satisfy her liquidity needs by selling only a small amount \( \bar{x}_{so,\text{voice}}^* \). This in turn increases the payoff to monitoring and sustains the equilibrium. Similarly, if the market maker believes that the investor monitors little, prices upon sale are low and so the investor must sell a large amount to satisfy her liquidity needs, reducing the payoff to monitoring and sustaining the equilibrium. As a result, governance is self-fulfilling. The comparative statics described in the text deal with stable equilibria, i.e. those in which } \phi_{\text{voice}}(F(c)) \text{ intersects the line } h(c) \equiv c/n \text{ from above.} \]
monitoring investor has to sell more frequently. The effect of \( F(\cdot) \) is ambiguous.

### 2.3 Voice Under Common Ownership

Proposition 5 below gives the most efficient equilibrium under common ownership. A single asterisk \(*\) refers to an equilibrium, and a double asterisk \(**\) refers to the most efficient equilibrium.

**Proposition 5 (Common ownership, voice):** There are \( v (1 - F(\Delta)) < y \leq \bar{y} \leq v \) such that the monitoring threshold under the most efficient equilibrium is given by

\[
c_{**}^{co, voice} = \begin{cases} 
\Delta & \text{if } L/n \leq v (1 - F(\Delta)) \\
\max\{c_{ii}^{*}, c_{iii}^{*}\} & \text{if } y \leq L/n < \bar{y} \\
c_{iii}^{*} \equiv \text{the largest solution of } c^{*} = \zeta_{voice} (F(c^{*})) & \text{if } y \leq L/n, \\
\end{cases}
\]

where

\[
\zeta_{voice} (\tau) = \Delta \left[ 1 - \frac{L/n - v(1 - \tau)}{v(1 - \tau) + \Delta \tau} - \frac{1 - \beta + \beta \tau}{\tau} \right].
\]

Prices and trading strategies are characterized by Proposition 2.

There are two effects of common ownership on governance. First, the investor now owns 1 rather than \( n \) securities in each firm, which reduces her monitoring incentives. This is the standard cost of diversification: it spreads an investor more thinly. The second is that it increases the investor’s incentives to monitor for a given number of securities held. We use the term “per-security monitoring incentives” to refer to the second effect.

These incentives are stronger under common ownership because it increases the payoff to monitoring and reduces the payoff to cutting and running. Under a small shock (\( L/n \leq v (1 - F(\Delta)) \)), we have a type-(i) equilibrium. In the most efficient type-(i) equilibrium, monitored firms are always retained and yield the investor \( v \), and unmonitored firms are fully revealed by being sold and yield her \( v \). As a result, the per-security incentives to monitor are at the highest possible level of \( \Delta \), and so \( \tau = F(\Delta) \). Under a moderate shock (\( v (1 - F(\Delta)) < L/n < v \)), we have a type-(ii) equilibrium where \((\overline{v}, L)\) is now pooled with
\((v, 0)\), which reduces (increases) the payoff to monitoring (not monitoring). Price informativeness (and thus governance) is lower than under small shocks, but remains higher than under separate ownership, since \((\bar{v}, L)\) is not pooled with \((v, L)\). The most efficient type-(ii) equilibrium involves \(\tau = F(c^{*\text{**}}_{ii})\). Brav et al. (2006) find that stock prices fall by 4% if an activist hedge fund subsequently exits; our model predicts that this decline, and thus monitoring incentives, will be stronger under common ownership. Separately, when \(F(\cdot)\) is low (i.e. monitoring costs are high), we are more likely to be in the small-shock case where governance is strongest under common ownership. Intuitively, the implicit commitment to monitor provided by common ownership is particularly important when the investor’s appetite for monitoring is low in the first place.

Under a large shock \((v, 1 - \frac{1 - \tau}{1 + \frac{n}{L} - \tau} < L/n)\), we have a type-(iii) equilibrium where \((\bar{v}, L)\) is pooled with both \((v, 0)\) and \((v, L)\). Upon a shock, the investor sells all firms to the same degree, and so receives the same price regardless of whether she has monitored. Price informativeness is the same as under separate ownership, and so per-security monitoring incentives are also the same: equation \(c^* = \phi_{\text{voice}}(F(c^*))\), which defines \(c^{*\text{iii}}\), is the same as (13), which defines \(c^{*\text{so,voice}}\), except without the coefficient \(n\). The most efficient type-(iii) equilibrium involves \(\tau = F(c^{*\text{ii}}_{iii})\).

For \(n, 1 - \frac{1 - \tau}{1 + \frac{n}{L} - \tau} < L/n < v\), both type-(ii) and (iii) equilibria are sustainable and so either equilibrium may be the most efficient. Proposition 5 states that there exists \(y\) such that, if \(L/n < y\), the type-(ii) equilibrium is most efficient. There also exists \(\bar{y} \geq y\) such that, if \(L/n \geq \bar{y}\), the type-(iii) equilibrium is most efficient; for \(y < L/n < \bar{y}\), either may be most efficient. The proof in Proposition 5 shows that, if \(\beta = \frac{v}{v + \Delta}\), then \(y = \bar{y} = v\), and so where the type-(ii) equilibrium exists, it is always the most efficient equilibrium.

**Corollary 1** (Common ownership, voice, threshold comparison): The monitoring threshold in the most efficient equilibrium, \(c^{*\text{**}}_{\text{co,voice}}\), is decreasing in \(L/n\). The investor’s per-security monitoring incentives are strictly higher under common ownership than under separate ownership if \(L/n < \underline{y}\), weakly higher if \(\underline{y} \leq L/n < \bar{y}\), and the same if \(L/n \geq \bar{y}\).

\(19\)The efficiency trade-off between type-(ii) and type-(iii) equilibria is as follows. The price at which an investor can sell a good firm is lower in a type-(iii) equilibrium \(\bar{p}_{\text{so}}(\tau) < \bar{p}_{\text{co}}(\tau)\), which increases the investor’s incentives to monitor. However, lower prices also imply that the investor must sell more of a good firm upon a shock, which also allows her to sell more of a bad firm without being revealed; both forces decrease her incentives to monitor. The proof of Proposition 5 shows that, when \(\beta\) is small and \(L/n\) is large, the difference in prices is more important than the difference in quantities, and so the type-(iii) equilibrium is more efficient.
The intuition for the effect of \( L/n \) is that the strength of governance depends on price informativeness. Common ownership improves price informativeness because it gives the investor a choice of which firms to sell upon a shock; thus, her trade is more driven by fundamental value and less driven by the shock. This choice is greatest when the shock is small, as she then only needs to sell bad firms. The larger the shock, the greater the extent to which she has to sell good firms, which leads to less informative prices.

The above discussion has concerned per-security monitoring incentives, the benefit of common ownership. However, the investor’s threshold, and thus governance, is also affected by the cost of common ownership described previously. Proposition 6 shows that, despite this cost, common ownership is still superior if the number of firms is sufficiently low, so that the decline in the number of securities from \( n \) to 1 and thus the effect of being spread too thinly is small.

**Proposition 6** (Comparison of equilibria, voice): There exist \( 1 < \pi \) and \( L^* \geq v(1 - F(\Delta)) \) such that:

(i) If \( n > \pi \) and \( L > 0 \) then any equilibrium under separate ownership is strictly more efficient than any equilibrium under common ownership.

(ii) For any \( 0 \leq L \leq L^* \) there is \( 1 < n(L) \) such that if \( 1 < n < n(L) \) then any equilibrium under common ownership is strictly more efficient than any equilibrium under separate ownership.

While Proposition 5 characterizes the most efficient equilibrium, alternative equilibria also exist. For example, if \( \frac{vL - \frac{v}{n} - \tau}{\pi(1 - \tau)} \leq L/n < v \), we could have a balanced exit equilibrium which leads to weaker governance than imbalanced exit. Even so, part (ii) of Proposition 6 shows that our main result continues to hold even when the least efficient equilibrium is considered. The reason is that, if \( L \leq v(1 - F(\Delta)) \), all equilibria involve fully retaining good firms and so the price of any firm that is at least partially sold is \( v \). Since the investor’s payoff from a bad firm is \( v \) regardless of whether it is retained or sold, she receives \( v \) if she does not monitor, irrespective of the equilibrium frequency \( \gamma \) with which a bad firm is retained. Thus, the threshold is \( \Delta \) in any equilibrium for which \( L \leq v(1 - F(\Delta)) \).

Proposition 6 solves for the ownership structure that maximizes firm value. However, if the investor could choose ownership structure, she would select the one that maximizes her expected portfolio value minus monitoring costs (expected trading profits are zero under both
structures): she only internalizes the effect of her monitoring on her \( z \) securities rather than the entire firm. This result is given in Proposition 7:

**Proposition 7** *(Investor’s choice of equilibrium, voice):* For any \( 0 < L \leq L^* \), there exists \( 1 < n(L) \leq n(L) \) such that, if \( 1 < n < n(L) \), the investor’s expected payoff net of monitoring costs under any equilibrium of common ownership is strictly higher than under any equilibrium under separate ownership.

### 2.4 Extensions of the Voice Model

#### 2.4.1 Observable Monitoring

Common ownership improves governance since it increases adverse selection and thus serves as a commitment for the investor not to cut and run. To highlight how greater commitment is the channel through which common ownership improves governance, we analyze a model variant in which the monitoring decision and thus firm value is observable, and so commitment is a non-issue. The investor’s payoff is \( z(v + \Delta) - c \) if she monitors and \( zv \) if she does not, which yields \( c^* = z\Delta \). Thus, per-security monitoring incentives are the same under both ownership structures, and so governance is always inferior under common ownership, due to the investor being spread more thinly (\( z = 1 \) rather than \( n \)).

Intuitively, if the monitoring decision is observable, the benefits of common ownership disappear. The intuition can be seen in two ways. First, price informativeness and thus payoff precision are perfect, and cannot be improved upon by common ownership. Second, under unobservable monitoring, the investor can make trading profits by deviating from the market maker’s equilibrium expected threshold. Greater price informativeness reduces the investor’s trading losses from being forced to sell a good firm upon a shock, and reduces her trading profits from cutting and running. Both forces increase the level of monitoring to which she can effectively commit. Under observable monitoring, any deviations are observed and so prices are fully revealing under both ownership structures. Thus, our model predicts that common

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\(^{20}\)If \( L/n \) is large, the investor faces a cost \( K \) from not meeting her liquidity needs. In the core model, she cannot avoid this cost by monitoring more intensively, since the monitoring threshold is unobservable and so does not affect the market maker’s pricing function (see the proof of Lemma 4 in the Appendix). Where the monitoring threshold is observable, the investor may increase her monitoring intensity to be able to satisfy the shock. This consideration does not change our result that the benefit of common ownership disappears when the investor can commit to her monitoring intensity.
ownership is beneficial for unobservable interventions, but not observable ones. Carleton, Nelson, and Weisbach (1998), Becht, Franks, Mayer, and Rossi (2009), and McCahery, Sautner, and Starks (2016) provide evidence that a significant amount of shareholder intervention occurs behind the scenes and is unobservable to outsiders; the literature on governance through voice typically assumes monitoring to be unobservable (e.g. Maug (1998), Kahn and Winton (1998)). Interventions by banks (outside of bankruptcy) are even more likely to be unobserved.

2.4.2 Index Funds

To highlight the role of price informativeness in improving governance, we now consider the case of passive index funds, which Appel, Gormley, and Keim (2016) find engage in monitoring. The benefit of common ownership does not apply to such funds, because they always engage in balanced exit, and only if there are outflows (i.e. a liquidity shock): an index fund must raise exactly $\theta$ in revenue. As a result, she is unable to strategically sell bad firms more than good firms, and so her trades (and thus prices) are uninformative. Indeed, Corollary 2 shows that the per-security monitoring incentives of an index fund are independent of ownership structure.

**Corollary 2** The per-security monitoring incentives of the index fund are the same under any ownership structure. The monitoring threshold under common ownership, $c_{**}^{co,voice,index}$, is given by the solution of $c^* = \xi(F(c^*))$, where

$$\xi(\tau) \equiv \Delta \left[1 - \beta \min \left\{ 1, \frac{L/n}{\nu + \tau \Delta} \right\} \right].$$

Some commentators (e.g. Bhide (1993), Roe (1994)) argue that the ability to cut and run reduces monitoring incentives. One may think that index funds may therefore have greater monitoring incentives than the active funds considered in the core model – since index funds cannot disproportionately sell bad firms, they are locked in to monitor. Our model shows that this need not be the case: if $L/n < \nu(1 - \tau)$ then $c_{**}^{co,voice} = \Delta > c_{**}^{co,voice,index}$, and so active funds monitor more than index funds. The intuition is twofold. First, the flipside of index funds’ inability to cut-and-run – to disproportionately sell bad firms – is that they are also unable to disproportionately retain good firms if they suffer a shock. A shock forces them to sell good firms to the same extent as bad firms, reducing their payoff to monitoring. Second, the active fund’s ability to cut and run means that, when $L/n$ is small, she is unable to commit
not to sell the worst assets in her portfolio, leading to a severe adverse selection problem upon selling and thus a powerful commitment to monitor.

2.4.3 Common Monitoring Cost

In our voice model, the investor trades on her private information on firm value. This stems from her private information on whether she has monitored, which in turn arises from her private information on her firm-specific monitoring cost. Appendix B considers the case in which the monitoring cost is common knowledge, and monitoring instead increases firm value with a given probability, rather than with certainty. The investor’s private information now stems from her knowledge of whether monitoring is successful and her monitoring intensity. The results continue to hold, and the models are very similar. Intuitively, common ownership improves governance by giving the investor greater flexibility over how she can trade on her private information. It does not matter whether this information is on the monitoring cost or the success and intensity of monitoring.

3 Governance Through Exit

This section now endogenizes firm value as depending on an action taken by a manager rather than the investor. Each firm is now run by a separate manager (“he”), who takes action $a_i \in \{0, 1\}$ at $t = 1$. Examples of $a_i = 0$ include shirking, cash flow diversion, perk consumption, and empire building. We now refer to $a_i = 0$ as “shirking” and $a_i = 1$ as “working.” A good (bad) firm is one in which the manager has worked (shirked). Action $a_i = 1$ imposes a cost $\bar{c}_i \in [0, \infty)$ on manager $i$, which is i.i.d. and privately observed by the manager prior to deciding his action. The effort cost $\bar{c}_i$ can also be interpreted as a private benefit from shirking.

Manager $i$’s objective function is given by:

$$u_{M,i} = R(a_i) + \omega p_i - \bar{c}_i \cdot a_i.$$  \hspace{1cm} (18)

The manager cares about firm value and also the $t = 2$ security price; these price concerns are captured by $\omega$.\footnote{An alternative objective function would be $u_{M,i} = \rho R(a_i) + \omega p_i - \bar{c}_i \cdot a_i$, where $\rho < 1$ captures the fact that the manager does not own the entire firm. This is equivalent to the objective function $u_{M,i} = R(a_i) + \frac{\omega}{\rho} p_i - \frac{\bar{c}_i}{\rho} a_i$.} If the security is equity, $\omega$ refers to stock price concerns, which are standard.
in theories of governance through exit and can stem from a number of sources introduced in prior work. Examples include takeover threat (Stein (1988)), concern for managerial reputation (Narayanan (1985), Scharfstein and Stein (1990)), or the manager expecting to sell his own securities at \( t = 2 \) (Stein (1989)). To our knowledge, exit theories have not previously considered the potential application to debt securities. The manager may care about the short-term debt price, or the firm’s reputation in debt markets, as it will affect the ease at which he can raise additional debt (e.g. Diamond (1989)).

The investor only trades, but unlike the trade-only model of Section 1, her trades improve governance by changing the manager’s effort incentives. As in the trade-only model, she privately observes \( v_i \) under separate ownership and \( \mathbf{v} \equiv [v_i]_{i=0}^n \) under common ownership, but neither she nor the market makers observe \( \mathbf{c} \equiv [\tilde{c}_i]_{i=0}^n \). As before, her utility is given by (1) under separate ownership and (2) under common ownership. We will abuse language slightly by using the phrase “the manager will be sold” to refer to the securities of the firm run by the manager being sold. We continue to focus on symmetric equilibria, in which the managers follow the same strategy and each market maker uses a symmetric pricing function. The equilibrium concept is as in Section 1 with the following additions: (vii) a decision rule by each manager \( i \) that maximizes his expected utility \( u_{M,i} \) given his information on \( \tilde{c}_i \), other managers’ strategies, the market maker’s price-setting rule, and the investor’s trading strategy, and (viii) each market maker forms expectations about \( \tau \) that are consistent with (vii).

### 3.1 Preliminaries

Similar to the voice model, we first derive the following threshold rule that holds under both separate and common ownership:

**Lemma 2** In any equilibrium and under any ownership structure, there is a \( c^* \) such that manager \( i \) chooses \( a_i = 1 \) if and only if \( \tilde{c}_i \leq c^* \).

Manager \( i \) works only if the value gain \( \overline{R} - \underline{R} \) plus \( \omega \) times the expected price rise exceeds his cost. The maximum price rise is \( \Delta \), which arises if the price is fully informative. Thus, in any equilibrium, \( c^* \leq \overline{R} - \underline{R} + \omega \Delta \). We refer to \( c^* = \overline{R} - \underline{R} + \omega \Delta \) as “maximum governance.”

Thus, (18) is equivalent to a utility function in which the manager’s weight on firm value is \( \rho \), with his weight on the security price and cost of effort being normalized by \( \rho \) to economize on notation.
3.2 Exit Under Separate Ownership

Proposition 8 characterizes all the thresholds that emerge in any equilibrium under separate ownership.

**Proposition 8 (Separate ownership, exit):** In any equilibrium under separate ownership with exit, the unique threshold for each manager, $c^*_{so,exit}$, is given by the solution of $c^* = \phi_{exit} (F (c^*))$ where

$$\phi_{exit} (\tau) = \bar{R} - \tau + \Delta \omega \left( 1 - \frac{1}{\tau + \frac{1}{\tau}} \right).$$

(19)

Prices and trading strategies are characterized by Proposition 1, where $\tau$ is given by $\tau^*_{so,exit} \equiv F (c^*_{so,exit})$.

Intuitively, $c^*_{so,exit}$ solves

$$\bar{R} + \omega p_{so} (\tau, F (c^*)) - c^* = \bar{R} + \omega p_{so} (\psi, F (c^*)),$$

(20)

where $p_{so} (\psi, \tau)$ is defined in Proposition 3. The RHS of (20) is manager $i$’s payoff from shirking and the LHS is his payoff from working.

The manager’s threshold $c^*_{so,exit}$ increases with his price concerns $\omega$. If he shirks, the investor sells $x^*_{so,exit} = x_{so} (\tau^*_{so,exit})$ and reduces the price to $p^*_{so,exit} \equiv p_{so} (\tau^*_{so,exit})$. A higher $\omega$ makes this price reduction more costly to the manager, and so he is more likely to work. Unlike in the voice model, the threshold is independent of $L$ and $\psi$. In the voice model, these parameters affect the number of securities the investor is forced to sell upon a shock. Here, it is the manager who takes the action and his incentives depend only on (fundamental value plus) the expected security price from the two actions, not the magnitude of the trade $x^*_{so,exit}$. Since the expected price reduction from shirking, $\Delta \frac{\beta \tau^*_{so,exit}}{\beta \tau^*_{so,exit} + 1 - \tau^*_{so,exit}}$, is independent of $L$ and $\psi$, these parameters do not affect the threshold. The threshold is independent of $n$ because it is the manager who takes the action, unlike in the voice model where the investor’s incentives to monitor depend on her stake $n$. For similar reasons to the voice model, the threshold is increasing in $\Delta$ and decreasing in $\beta$. Finally, if $F_G (c) > F_B (c) \ \forall \ c$, then $\tau^*_G > \tau^*_B$ (governance is stronger) but

\[ \text{Note that, unlike in the voice model (see footnote 18), there is no multiplicity of equilibria since the amount the investor sells to satisfy her liquidity shock does not affect the manager’s effort incentives. He is concerned only with the price impact of trade, not the actual trading volumes.} \]
$c_G^* < c_B^*$. When the distribution of effort costs is lower, in the sense of first-order stochastic dominance, effort is more likely, and so the market maker attaches a higher probability that a sale is of a good firm due to a shock. Thus, the price of a sold firm is higher, reducing effort incentives.

### 3.3 Exit Under Common Ownership

Proposition 9 below characterizes the most efficient equilibrium under common ownership.

**Proposition 9 (Common ownership, exit):** The working threshold under the most efficient equilibrium is given by

$$c_{co,exit}^* = \begin{cases} \min\{R - R + \Delta \omega, F^{-1}(1 - \frac{L/n}{\sigma})\} & \text{if } L/n \leq \nu (1 - \tau_{ii,exit}^*) \\ c_{ii,exit}^* & \text{if } \nu (1 - \tau_{ii,exit}^*) < L/n < \nu \\ c_{so,exit}^* & \text{if } \nu \leq L/n, \end{cases}$$

where $\tau_{ii,exit}^* = F(c_{ii,exit}^*)$ and

$$\zeta_{exit}^* (\tau) = R - R + \Delta \omega \left( 1 - \frac{1}{\frac{\tau}{1-\beta}} + \frac{1-\tau}{\beta} \right).$$

Prices and trading strategies are characterized by Proposition 2.

The intuition behind Proposition 9 is the same as in Proposition 5 under voice, except for the small-shock equilibrium of $\nu (1 - \tau_{ii,exit}^*)$. This equilibrium involves sufficient bad firms that, if the shock is suffered, it can be satisfied without selling any good firm. If there are insufficient bad firms under the highest possible threshold of $R - R + \Delta \omega$, the equilibrium can “create” additional bad firms by lowering the threshold to $F^{-1}(1 - \frac{L/n}{\sigma})$, so the shock can be satisfied by selling only bad firms. These lower incentives to work are achieved by the investor retaining bad firms w.p. $\gamma^* > 0$ under no shock, which increases the payoff to shirking. In the voice model, even if $\gamma^* > 0$, the investor’s incentives to monitor are unchanged as her payoff from not monitoring is $\nu$ regardless of whether the firm is retained or sold.

Governance through exit is stronger under common ownership for two reasons. First, common ownership increases the punishment for shirking. Under separate ownership, exit is
consistent with the investor suffering a liquidity shock and so a sold firm receives a relatively high price. Here, under a small shock, exit is fully revealing of shirking and leads to the lowest possible price of \( v \). The greater punishment for shirking (lower price for the manager) is analogous to the lower price received by the investor from cutting and running under voice. Under a moderate shock, a bad firm is fully sold upon a shock and thus fully revealed. Second, common ownership increases the reward for working. Under separate ownership, a good firm is automatically sold under a shock. Under common ownership, it is retained upon a small shock and only partially sold upon a moderate shock. The greater reward for working is analogous to the higher payoff to monitoring under voice.

For a small or moderate shock \((L/n < v)\), governance is strictly superior under common ownership; for a large shock it is the same because prices and trading strategies are the same. This result is stated in Proposition 10.

**Proposition 10 (Comparison of most efficient equilibrium, exit):** The working threshold under the most efficient equilibrium, \( c_{co,exit}^{**} \), is decreasing in \( L/n \), strictly higher than under separate ownership if \( L/n < v \), and the same if \( L/n \geq v \).

Note that the cost of common ownership (the investor owning 1 rather than \( n \) securities in each firm) is absent here, because the manager’s incentives depend only on expected prices, rather than the number of securities traded per se. However, the reduction in the number of securities may weaken exit in reality: for example, it may lower her incentives or ability to gather information in each firm by spreading her too thinly. We model endogenous information acquisition in Appendix C.1 and show that it may in fact rise under common ownership. If it falls, this is a cost of common ownership against which the benefit we identify in this paper should be traded off.

While Proposition 9 focuses on the most efficient equilibrium, in Appendix A.3 we consider all equilibria and show that, if \( \beta \) is sufficiently high, any equilibrium under common ownership is weakly more efficient than the separate ownership benchmark. If \( \beta \) and \( L \) are sufficiently low, there exist equilibria that are less efficient than the benchmark. This can occur under the small-shock equilibria (low \( L \)), where the investor never sells good firms. Therefore, the price upon selling is \( v \), and so there are equilibria in which she does not sell bad firms. This reduces the punishment for shirking, and also the reward for working by lowering the price of
a retained firm below $\bar{v}$. Under the efficiency criterion, the most efficient equilibrium will be chosen and governance is always weakly stronger under common ownership.

### 3.4 Extensions of the Exit Model

#### 3.4.1 All Trades Observed With a Lag

One variant of the exit model is for the market maker in firm $i$ to observe only the trades in firm $i$ in real-time (at $t = 2$), and the trades in firm $j$ with a lag via 13F, 13D, or 13G filings\textsuperscript{23} at a new date $t = 2.5$. Under this variant, prices at $t = 2$ will be as in the the core model, but they may be different at $t = 2.5$. This is because the market can now observe the trades in all firms, and thus engage in “relative performance evaluation” to infer more precisely whether the trade in firm $i$ was motivated by low firm value or a liquidity shock.

This post-trade price movement will affect the manager’s incentives, if his concerns $\omega$ relate to the price at $t = 2.5$. (While the trade revelation date will typically be a few weeks or months after the trade date, it may be several years before firm value is realized). Thus, prices and trading strategies conditional upon $\tau^*$ do not change, but the manager’s threshold does. (Note that post-trade observability does not affect the voice model, since it is the investor who takes the action and she is not concerned with post-trade prices.)

Proposition 11 characterizes the threshold that arises. Thus far, under separate ownership, we have considered a single firm. When trades are observed with a lag under common ownership, the market maker can use trades in other firms to infer the likelihood of a liquidity shock. Thus, we will also consider a separate ownership benchmark in there are $n$ investor-firm pairs, and shocks are perfectly correlated across the investors so that the market maker can engage in similar inference. However, we will show that common ownership is weakly superior even when compared to this higher benchmark.

**Proposition 11** (*Exit, all trades observed with a lag*). Consider the exit model where all trades are observed at $t = 2.5$, and the concerns $\omega$ relate to the price at this date. In any equilibrium, the unique working threshold under separate ownership is $c^*_{\text{so,exit}}$ if there is a single

\textsuperscript{23}If the investor has total investments exceeding $100$ million, she has to report her holdings across all stocks every quarter via 13F filings. Moreover, if her stake in stock $j$ previously exceeded 5% and she is a 13D filer (i.e. previously stated an activist intent), she has to report sales of 1% or more within 10 days; if she is a 13G filer (i.e. previously stated a passive intent), she has to report sales of 5% or more within 45 days of year end.
investor-firm pair, and

\[ c^*_{so, exit, obs} = \bar{R} - \bar{R} + \omega \Delta (1 - \beta) \]

if there are \( n \) investor-firm pairs and the investors suffer perfectly correlated shocks. Under common ownership, the working threshold under the most efficient equilibrium is

\[ c^{**}_{co, exit, obs} = \begin{cases} 
\bar{R} - \bar{R} + \omega \Delta & \text{if } L/n < v, \\
\bar{R} - \bar{R} + \omega \Delta (1 - \beta) & \text{if } L/n \geq v.
\end{cases} \] (23)

The intuition is as follows. Under common ownership, if \( L/n < v \), i.e. the liquidity shock is not so large that it forces the investor to fully sell good firms, maximum governance is achieved. In particular, it is achieved even upon a moderate shock, even though such a shock forces her to partially sell good firms. In the core model, governance is imperfect under a moderate shock because \((v, L)\) is pooled with \((v, L)\): the market maker cannot discern whether a partially-sold firm was a good firm sold due to a shock, or a bad firm voluntarily sold. This reduces the reward for working and punishment for shirking. Here, prices at \( t = 2.5 \) depend not on the absolute trade in a given firm, but the trade relative to that in other firms. If other firms are sold more, the market maker infers a shock and thus that the partially-sold firm is good; if other firms are sold less, it infers no shock and thus that the partially-sold firm is bad. Thus, regardless of whether there is a shock, good firms are sold more and bad firms are sold less, and so both are fully revealed.\(^{24}\)

If \( L/n \geq v \), the shock is so large that it forces the investor to fully sell all firms, and so there are no security price incentives to work. However, if there is no shock (w.p. \( 1 - \beta \)), price incentives are at the maximum possible \( (\omega \Delta) \). Bad firms are fully sold and fully revealed, because the market maker observes at \( t = 2.5 \) that other firms are retained, and so the sale cannot have been driven by a shock.

Moving to separate ownership, if shocks are uncorrelated, the market maker learns nothing

\(^{24}\)Gervais, Lynch, and Musto (2005) show that mutual fund families can add value by monitoring multiple managers, since firing one manager increases investors’ perceived skill of retained managers. Inderst, Mueller, and Münnich (2007) show that when an investor finances several entrepreneurs, an individual entrepreneur may exert greater effort. To obtain refinancing, he needs to deliver not only good absolute performance, but also good performance relative to his peers. In Fulghieri and Sevilir (2009), multiple entrepreneurs compete for the limited human capital of a single venture capitalist. These effects are similar to the RPE channel in our exit model. However, these papers do not consider the case of our core model where trades in other firms are unobservable, nor is there an analog of the liquidity shock (or the voice model).
about \( v_i \) by observing \( x_j \), and so the threshold is the same as in the core model. If shocks are correlated, governance is superior to the core model. In particular, if there is no shock and firm \( i \) is partially sold, the market maker can observe at \( t = 2.5 \) that other firms are unsold. Thus, there cannot have been a (systemic) shock, fully revealing firm \( i \) as bad and leading to maximum governance. However, if there is a shock, there are no price incentives to work. Since all investors suffer the shock, all sell to the same degree, regardless of whether their firm is good or bad, and so the market maker cannot distinguish between good and bad firms. This is different from common ownership, where a single investor coordinates the trades across the different firms and thus satisfies her liquidity needs by selling bad firms more and good firms less. As a result, governance under separate ownership and correlated shocks is strictly weaker than under common ownership, except if there is a large shock in which case it is the same, since the single investor must sell all firms and is unable to coordinate.

Note that the benefits of RPE arise even though firm values are not correlated. Typically, RPE allows common shocks to be filtered out: observing \( x_j \) provides information on the value of firm \( j \) and thus the value of firm \( i \). Instead, observing \( x_j \) is valuable because it provides information about the investor, in particular whether she has suffered a shock. Since the shock is at the portfolio level, the investor makes her trading decisions in response to a shock at the portfolio level, and so observing other trades in her portfolio is valuable.

These results have implications for the optimal organization of market making: measures that lead to market makers observing trades in more securities, e.g. mergers of market makers or greater transparency of trades, may improve governance. They also provide the testable implication that a security price should react to disclosures of trades in other securities by its major investors.

4 Further Extensions

While Sections 2.4 and 3.4 consider extensions of the voice and exit models, respectively, this section considers extensions common to both models. The full analyses are in the Appendix; we discuss the intuition here.

**Endogenous Information Acquisition.** Under both ownership structures, the core model holds constant the investor’s information advantage: she always has a perfect signal on \( v \).
Conventional wisdom suggests that, if information acquisition is endogenous, the investor will acquire less information as her stake falls from $n$ to $1$ – she is spread too thinly. Appendix C.1 shows that information acquisition may actually rise under common ownership.

In the extended model, the investor pays a cost $c_i \in [0, \infty)$ with CDF $F(\cdot)$ to learn the value of firm $i$, otherwise she is uninformed. $c_i$ are i.i.d. and privately observed by the investor, as is her decision to acquire information. Similar to the voice model, she acquires information if and only if $c_i$ is below this threshold. Under separate ownership, the investor obtains no benefit from information if she ends up suffering a liquidity shock, since she sells the firm to the same extent regardless of whether it is good, bad, or of unknown value. Thus, her monitoring incentives are particularly weak when the frequency of a liquidity shock $\beta$ is high. Under common ownership and small shock sizes, the investor obtains no benefit from information if she does not suffer a shock. She retains both good firms and firms with unknown value, and so learning that a firm is good does not change her trading strategy. She sells bad firms, but since she only receives $v$ from doing so, she makes no profit from knowing that the firm is bad. Instead, the benefits from information under common ownership arise if the investor suffers a shock. If uninformed, she has to satisfy the shock by selling firms of unknown quality, which will include some good firms. Information allows her to identify bad firms, and satisfy the shock by selling them. The value of this flexibility is higher if the investor knows firm value, and so common ownership provides incentives to acquire information. Since the benefits to information under separate (common) ownership only arise if there is no shock (a shock), information acquisition incentives are higher under common ownership if liquidity shock is sufficiently probable.

Even when information acquisition is lower under common ownership, this must be traded off against the benefits of common ownership identified by our core model. In particular, common ownership can be more efficient even if information acquisition is less: low information of which a high proportion is incorporated in prices may dominate high information of which a low proportion is incorporated in prices.

**Single Market Maker.** Appendix C.2 considers the case of a single market maker, who

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25 The investor may be endowed with more information if her stake gives her improved access to management. Even though Regulation FD prohibits managers from selectively disclosing material information, investors still talk to managers to learn their views on market conditions, strategic choice, etc. In the voice model of Section 2, the investor’s information private information is fully endogenized through the knowledge of whether she has monitored. That model explicitly features the impact of being spread too thinly on monitoring incentives.
can observe the trades in all firms in real time. For small liquidity shocks, governance under common ownership is at the maximum possible level for both voice and exit, and thus stronger than under separate ownership. This result is similar to Proposition 11, the exit model where all trades are observed with a lag, and the intuition is the same. By comparing the trade in firm \( i \) to that in firm \( j \), the market maker can better discern whether a sale was due to a liquidity shock or low firm value, thus increasing price informativeness and payoff precision.

**Fixed Payoff Upon Sale.** Appendix C.3 considers the case in which the investor receives a fixed reservation payoff upon sale, independent of the effect that sale has on the firm’s reputation. This model applies to the case of discontinuing a relationship, such as a bank terminating a lending relationship with a borrower, or a venture capital investor choosing not to invest in a future financing round.\(^{26}\) Here, the investor receives her outside option regardless of how much she sells, and is thus unconcerned with her price impact. Nevertheless, the core results generally hold. In the voice model, it is no longer the case that the incentives to cut-and-run are lower under common ownership – doing so yields the fixed reservation payoff, regardless of ownership structure. However, the second channel through which common ownership improves monitoring incentives continues to hold: if the investor suffers a shock, and the shock is sufficiently small, she has a choice of which firms to sell under common ownership. She can thus retain monitored firms, and enjoy the full payoff to monitoring.

Under exit, we distinguish between two cases. First, if the fixed reservation payoff exceeds \( v \), the investor always fully sells a bad firm, regardless of ownership structure, and so a shirking manager is fully punished even under separate ownership (as long as the shock is not large enough to force the investor to sell her entire stake). Since effort incentives are already at the highest possible level, they are not improved by common ownership. However, if the fixed payoff is less than \( v \), the investor only sells the minimum amount to satisfy her liquidity need, regardless of firm value. Thus, under separate ownership, the manager has no price incentives to work. Under common ownership, the investor sells working firms less and shirking firms more, giving price incentives to work and improving governance.

**Heterogeneous Valuation Distributions.** Appendix C.4 considers the case in which firms have different valuation distributions, and so information asymmetry \( \Delta \) and thus the price

\(^{26}\)The latter application assumes that non-participation does not affect the value of the venture capital investor’s original investment, for example because there is a large supply of available capital in the future financing round.
impact of selling differs across firms. It remains the case that governance through both voice and exit are stronger under common ownership with small shocks. Regardless of $\Delta$ and thus price impact, the investor always receive (weakly) more than $v$ by selling a bad firm and less than $v$ by selling a good firm, and thus is always better off by selling securities that she knows to be bad and retaining securities she knows to be good. Thus, regardless of whether $\Delta$ is constant or differs across firms, it remains the case that, if the shock is sufficiently small, common ownership allows the investor to fully retain good firms upon a small shock, and so a sale fully reveals that a firm is bad.

**Spin-offs and Mergers.** Appendix C.5 applies our model to study the governance effects of spin-offs and mergers. After a spin-off, the investor holds stakes in two firms which she can trade independently; prior to the spin-off, she is effectively forced to trade both to the same degree. The spin-off allows her to sell bad firms more and good firms less, strengthening governance both through voice and exit; stock-financed mergers have the opposite effect. The theories of Aron (1991) and Habib, Johnsen, and Naik (1997) also point to separate security prices for each division as a channel via which spin-offs create value, but the benefits of separate security prices are not due to stronger governance. In addition, here it is separate trading, rather than only separate security prices, that is key – if the investor is an index fund, or if the divisions are perfectly correlated, the benefits do not arise.

## 5 Conclusion

This paper has shown that common ownership can improve governance through both voice and exit, and by both equityholders and debtholders. The common channel is that common ownership gives the investor a diversified portfolio of good and bad firms. As a result, she has greater flexibility over which firms to sell, and will sell bad firms first. This intensifies the adverse selection problem – the sale of a firm is a stronger signal that it is bad, since if it were good and the investor had suffered a liquidity shock, she would have sold bad firms first. In addition to reducing the expected price for a bad firm, common ownership also increases the expected price for a good firm, since the investor may not have to sell it, or may only have to sell it partially, if she suffers a shock.

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27 This is similar to Corollary 2, which analyzed index funds, but here the investor can choose to raise more than $\theta$ in revenue.
In a voice model, this greater price informativeness enhances the investor’s incentives to monitor. If she does so, she is more likely to be able to retain the firm and thus enjoy the full value created by monitoring. If she instead cuts and runs, she receives a low payoff due to severe adverse selection. In an exit model, this greater price informativeness enhances the manager’s incentives to work. If he does so, he is more likely to be retained as the investor can sell other firms if she suffers a shock. If he shirks, the investor sells, which has a particularly negative price impact due to severe adverse selection. Both models suggest that centralization of investment among a small number of investors may improve governance. In both models, a smaller shock increases the investor’s flexibility over which firms to sell, thus increasing price informativeness and the strength of governance under common ownership. The above channels operate even if the market maker is unable to observe the investor’s trading in other securities. If it can, governance is even stronger due to the market maker’s ability to engage in relative performance evaluation. This result suggest that greater ex-post transparency of trades may improve governance.

On the other hand, consistent with conventional wisdom, common ownership is costly as it spreads the investor more thinly. In a voice model, this directly reduces her incentives to intervene; however, common ownership remains superior if the shock and number of firms are sufficiently small. In the exit model, the investor may in fact acquire more information under common ownership. If she acquires less, this cost must be traded off with the benefits of common ownership identified by this paper.

Note that our results do not require the investor to choose ownership structure to deliberately maximize price informativeness (and thus governance) or even be cognizant of this effect of her ownership structure choice. Even if she chooses common ownership to reduce risk, our result suggest that diversification for private risk reduction reasons has a social benefit by improving governance. This result parallels the governance through exit literature, where the investor trades purely to maximize profits, but such trading has the side benefit of improving price informativeness and thus governance.

The core result of our trade-only model, that having private information over multiple assets worsens adverse selection, can be applied outside a trading context. Examples include a director’s decision to quit a board, a firm’s decision to exit or scale back a line of business, or an employer’s decision to fire a worker. In all of these cases, the negative inference resulting from termination is attenuated is stronger if the decision-maker had many other relationships.
that she could have terminated instead.
References


