

## **<i>Landmen Partners, Inc. v. The Blackstone Group, L.P.</i>: The Second Circuit Discusses the Meaning of "Materiality" Required for Disclosure Under Item 303(a) of Regulation S-K**

**Date: 03/08/11**

On February 10, 2011, the United States Court of Appeals for the Second Circuit held in *Landmen Partners, Inc. v. The Blackstone Group, L.P.*, that the District Court erred in dismissing for failure to state a claim, plaintiffs' class action brought pursuant to Sections 11 and 12(a)(2) of the Securities Act of 1933. The main issue on appeal was whether the plaintiffs had adequately alleged that Blackstone, as issuer, failed to disclose material information - as required by Item 303(a) of Regulation S-K - related to its investments in two portfolio companies and real estate. The Court's analysis focused on the legal standard for determining materiality under Item 303(a).