Voting and Trading: The Shareholder’s Dilemma: *

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- PRELIMINARY DRAFT -

Abstract

We develop a game theoretic model of shareholder voting that captures the fact that shareholders are ultimately traders seeking to maximize the value of their portfolio. Whether or not this induces them to vote for policies that they believe will benefit the firm must be determined in equilibrium. The presence of liquidity generates a shareholder dilemma: Voting for the choice that a shareholder thinks is optimal for the firm maximizes her portfolio value only if she is pivotal; in all other instances it is better to protect her informational advantage over the market by strategically voting against her information–moving the share price and then capitalizing on her informational advantage by buying or selling shares that she understands are slightly mis-priced. We find that the shareholders’ dilemma requires that the equilibrium informativeness of voting must balance these forces and will tend to be quite low. As the number of shareholders tends to infinity shareholder’s votes are uncorrelated with their private information. Moreover, in all equilibria shareholders will have strong incentives to trade immediately after they vote and heterogeneity on which side of the market they are on depends on their private information. We close by showing how these incentives carryover in the presence of institutional investors that control a block of votes and isolate the relationship between liquidity and the informativeness of block voting.

Keywords: shareholder voting, corporate governance, information aggregation, common-values

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1 Introduction

Publicly traded firms make rely on shareholder voting to make some important decisions. This tendency is not only a norm but codified through regulatory requirements and, if anything, the trend is to expand the authority of shareholders to influence firm governance. Reflexively, we might expect that this is a best-case setting for models that assume common-values and insights that rely on this feature. Shareholders are united by concern for return on their investment in the firm they govern. Although investors may have different attitudes towards risk or time horizons that can lead to differences of opinion in the presence of risk and uncertainty, the fact that shareholders have opted to invest in this particular firm might naturally cause sorting which would even reduce heterogeneity on these attributes. In general we might not expect incongruent objectives to substantially undermine information aggregation.\(^1\) This assessment, however, is premature as most work on voting in the corporate context postulates a direct narrow objective of making the correct decision for the firm. The starting point for this paper is the observation that shareholders might more reasonably be thought to maximize the expected value of their portfolio and have to make two types of choices. They vote and they trade. We investigate whether opportunities to trade can impact incentives to vote in the firm’s interest. \(^2\) In the presence of liquidity an incentive problem surfaces and equilibrium forces must reduce the level of information aggregation in response to a potential opportunity to arbitrage informational rents. In particular, equilibrium forces must temper incentives for shareholders to vote against their assessment of the firm’s interests in order to generate informational rents relative to the market that they can capitalize on by trading strategically. Our analysis provides an intuition for why equilibria to a model with voting and trading involve far less information aggregation and are much less likely to select the optimal decision than one would expect from a common values problem.

More precisely, we present a theoretical account of shareholder voting as a means to potentially aggregate private information and find the presence of a sharp incentive problem even when all investors have identical risk and time preferences as well as identical initial portfolios. Shareholders, that are assumed to care only about maximizing

\(^1\)At least if the voting rule is chosen to bypass the incentives problems developed in Austen-Smith and Banks (1996) and Feddersen and Pesendorfer (1997) and the subsequent literature on voting in common values elections or if one appeals to mixed strategies as in McLennan (1998).

\(^2\)One might take work that captures incentives problems when investors hold shares in firms with correlated returns as congruent with our concern but that work is motivated by a different tradeoff
their returns, in fact may have perverse incentives when voting over firm policy in the presence of liquidity. The key feature in our account is that current shareholders do not need to remain shareholders; they can sell or they can increase their share holdings in the firm. The desirability of either of these actions depends on the price at which they transact and thus shareholders will care not just about influencing firm decisions, they will care about influencing market prices. But if there is any information in voting then market prices must also react to votes. This then creates the possibility that strategic voting will allow for the creation of informational advantages over the market which can be translated into informational rents by strategic voting and trading in the presence of liquidity. To flesh out the incentives faced by shareholder voters in the presence of liquidity we develop a simple model of voting and trading. We find that voting for the option that the shareholder believes to be optimal for the firm is only optimal for her if she turns out to be the pivotal voter (that is the vote is nearly a tie). In all other realizations of the vote her payoffs are maximized by casting a vote for the option she believes to be worse for the firm and capitalizing on the informational advantage she has over the market. Equilibrium then requires that voting must be sufficiently noisy relative to how strong shareholders private signals are so as to balance how the market reacts to votes with the incentive to select the policies they think are best. Thus, equilibrium will be consistent with the idea that there is not too much information contained in voting even if shareholders in aggregate possess a lot of relevant information. Interestingly, the model yields equilibria in which voting is close to random and uninformative and it also yields equilibria in which voters are very lopsided and uninformative—the latter potentially matching what we tend to see in practice. These equilibria are driven by the fact that were voting more correlated with information then incentives to take advantage of informational rents would exist, but in equilibrium these incentives are either not present or just balanced with incentives to correctly influence policy.

Importantly, in equilibrium shareholders may not feel strong pressures to influence market prices through their vote because of this balancing or market prices may not be very responsive to voting because voting is not very informative in equilibrium. It is instructive to draw an analogy with the absence of arbitrage opportunities in an equilibrium to a canonical trading model. Here, incentives to influence market prices through voting can be driving equilibrium behavior even though in equilibrium shareholders don’t see desirable opportunities to manipulate prices by voting. Where these features not balance in equilibrium, a block holder would see opportunities to distort share prices up in advance of selling off by casting votes that are seen as strong votes of
confidence or investors seeking to increase their holdings in the firm would have opportunities to deflate prices prior to the purchase of additional shares by voting in opposition to management.

This paper makes two points. The first narrower and more fully developed one is about corporate governance. The takeaway is that there is room to rethink what motivates shareholders when making firm decisions and thus there are analytical insights that can be obtained by rethinking a range of questions about shareholder governance. We provide a few in extension that focus on blocks. The second point is suggestive of avenues that future work may take. It is more theoretical and pertains to the general process of utilizing voting theory to provide traction on a broad range of organizations or institutions that use voting to make decisions. Although various organizations make choices with the same mechanism (here simple-majority rule) it is valuable for models to capture key differences: how is shareholder voting on executive compensation different than legislative voting on whether to authorize military action or a vote by VP’s of a firm on a high risk corporate strategy. One such difference is the selection and retention process which dictates who has standing to vote and what their potential outside options are. For us, the key feature is that voters may distort policy in order to create opportunities to extract informational rents by buying or selling shares (and voting rights).  

We defer a detailed discussion of related work in corporate governance and voting theory as well as potential policy implications and extension to the penultimate and final section. We close this section by developing an informal analysis of a problem related to the model considered here. The goal is to flesh out the possibility that shareholders will care about more than just selecting the policy they think is best for the firm.

1.1 An intuition

To flesh out the central intuition, we begin by walking through a stylized but related problem that a shareholder may face. Imagine a firm that has to make an important and public decision. Further consider an institutional investor that possess private information that speaks to how the available decisions the firm can make will impact the firm’s profitability. Imagine that the investor can make a public announcement revealing the hard information prior to the firm’s choice. Such a message has two audiences. The

\footnote{In a different direction Gieczewski and Kosterina (2020) consider how attrition related to failures in experimentation can lead to a more risk tolerant electorate which causes the organization to pursue the risky protocol longer than optimal.}
firm management, understanding that the investor has information may choose to rely (at least partially) on the speech in making its decision. Second, traders may let the speech inform their evaluation of the firm’s decision and assessment of the firm’s value after they observe its decision.

How would the investor evaluate this opportunity to reveal her private information? Now, because the institutional shareholder has a stake in the firm, she might like to see it make the best available decision. This is true if she intends to keep or increase her stake in the firm. But, the investor also has the opportunity to sell shares in the firm. What determines whether the investor wants to change the number of shares of the firm in her portfolio after the policy choice is made? The answer is not that she will decide based on whether the firm made an optimal choice. Instead what matters in this calculus is whether she thinks the market is over or under pricing the firm based on the decision it made.

Returning to the question of whether the investor wants to reveal her information we see that there are two forces at work. By revealing her information she can potentially improve the quality of the firm’s decision and thus increase the value of her shares. If the investor does not reveal her information she may lower the likelihood that the firm makes the right choice and this lowers the expected value of her shares if she keeps them. But if the investor keeps quiet she may wait to see what policy is chosen and then use her informational advantage over the market to extract expected rents: (1) if she thinks the firm chose wisely then because her information was withheld it may not be incorporated into the market price and thus the price may not optimistic enough and she buys at a “bargain” price. (2) if she thinks the firm chose poorly then again because her information was withheld it is not incorporated into the market price and thus the market price may not be pessimistic enough and she sells at an “inflated” price. Either of these options can be more compelling than revealing her information, potentially improving the odds that the firm chooses correctly and then having the price of shares adjust to correctly capture her information. The upside of revealing is that the firm is more likely to make the choice that maximizes the value of the shares she owns. But the gains from concealing information and trading at distorted prices can be higher.

Although our focus is not on speech-making or information disclosure by institutional investors the starting point for our model is that in voting settings where there is some private information to be aggregated voting can have an element of strategic signaling. When a shareholder votes she may impact the outcome of the vote and thus the policy but she may also impact the level of support for the choice that is made and this can
effect assessments of the firms decision and its valuation. Combining this insight with the observation that shareholders aren’t tied to maximizing the value of the firm, but instead they are likely driven by the desire to maximize the value of their portfolio leads us to consider problems of corporate voting and trading as similar to problems of signaling and trading. Figuring out how the equilibrium forces balance out these different pressures allows us to better understand the degree of information aggregation involved in corporate decision-making and the connections between voting and trading behavior. A robust feature that was central to our informal discussion above and which turns out to hold in a much larger set of models than considered here is the fact that only when shareholders believe all of their private information is revealed to the market will they be willing to not-trade in the presence of full liquidity.

2 The Model

2.1 Modeling considerations

In order to better understand how market opportunities influence the incentives of shareholders involved in corporate governance we develop a model in which shareholders interact in a voting stage and a trading stage. The voting problem is one of aggregating private information. The primitives of the informational environment are chosen so that the voting problem itself is not subject to the types of incentive problems and inefficiencies that have been well studied in the voting literature (Austen-Smith and Banks 1996 and many others that follow). The key intuition from this literature is that even in common values problems so called sincere voting, voting ones signal, is often not consistent with equilibrium behavior. Rationality requires that one condition on being pivotal and when voting is responsive, being pivotal implies something about the information possessed by everyone else and this can influence one’s posterior on the state. When the number of voters is large the information contained in this pivotal event can overwhelm one’s private information. We discuss this literature below, but in order to contrast our key insight from extent work as much as possible we focus on an informational environment in which this incentive problem is absent. Without liquidity, the problem would be trivial in the sense that an equilibrium with sincere voting would exist and this would efficiently aggregate the private information of shareholders.

In developing the trading environment we abstract away from the question of how markets aggregate information from traders. See for example Kyle (1985). We focus on
a model in which prices are assumed to perfectly aggregate all publicly available information and none of the information leaked by shareholder’s contemporaneous trading behavior. Shareholders face a liquidity trader or market maker that simply posts a security price at the expected value of the share given all public information. Shareholders then submit orders which the market maker executes at the posted price. We limit attention to small orders: buy or sell one share or hold. This seems most congruent with the posted price mechanism. A common justification for assuming that prices are "fair" given public information is the assumption that the market faces strong competitive pressures and thus price is subject to a 0-expected profit or no-arbitrage condition. Our justification for not capturing the effect of shareholder’s contemporaneous trading strategies on price is that even small orders will represent opportunities for shareholders to benefit and thus it is sufficient to capture these local incentives in order to better understand the effect of trading opportunities on voting incentives. Extensions that allow price to aggregate information contained in shareholder orders are possible and if a martingale condition on shareholder beliefs about the effect of other shareholders orders on price is satisfied the results here carry through for risk neutral traders. In our model then prices are based on all public information from the voting and correct conjectures about the voting strategies. We focus on the decision to buy sell or hold, thus limiting our focus to local trading incentives.

2.2 Primitives

We develop a two period model. In the first period a collection of \( n \) (odd) shareholders each endowed with one share of a stock in the firm vote on a binary policy and then in the second period the shareholders have the opportunity to buy an additional share or sell their share or hold their share of the firm.

Voting consists of making a decision \( x \in \{0, 1\} \) under simple majority rule. The shareholders face uncertainty about which decision is better for the firm. Formally, denote the underlying state by \( \omega \in \{0, 1\} \) with the interpretation that if \( x = \omega \) each share has value 1 and if \( x \neq \omega \) each share has value 0. The common prior is that \( Pr(\omega = 1) = \frac{1}{2} \). Shareholders are assumed to possess imperfect information about \( \omega \). Prior to voting each shareholder \( i \) receives a private signal \( s_i \in \{0, 1\} \). Signals are conditionally independent with \( Pr(s_i = \omega) = q \), with \( q \in (\frac{1}{2}, 1) \). By \( s = \{s_1, s_2, ..., s_n\} \) we denote a profile of the signal. After observing only their own private signals, shareholders cast ballots \( v_i \in \{0, 1\} \). By \( v = (v_1, v_2, ..., v_n) \) we denote a profile of votes. Whichever policy
receives more votes is selected. By \( t = \sum_{i=1}^{n} v_i \) we denote the publicly available vote tally. It is convenient to also describe the tally from shareholders other than \( i \), denoted \( t_{-i} = \sum_{j \in n-\{i\}} v_j \).

In period 2, after observing the policy \( x \), and the vote count \( t = \sum_{i=1}^{n} v_i \), each trader submits an order \( b_i \in \{-1, 0, 1\} \) with the interpretation that \( b_i = -1 \) denotes selling their share, \( b_i = 0 \) denotes holding and \( b_i = 1 \) denotes buying an additional share. Trades are executed at the common price \( P_x(t) \) which is assumed to satisfy a no-arbitrage condition,

\[
P_x(t) = E[1_{x=\omega}|t]
\]

where the expectation is taken over a version of conditional probability that is based on a correct conjecture of the joint probability \( Pr(t|s) \). As long as strategies are measurable, we may conveniently write,

\[
P_x(t) = Pr(\omega = x|x, t)
\]

where the conditional probability satisfies Bayes rule given correct conjectures of the voting strategies. Note that because shareholders can compute the price based on the public information it does not matter whether we assume that the price is posted before or after orders are submitted.

Finally, the state is observed and the value of the share is realized. One interpretation is that the firm provides a one-time dividend of either 1 or 0 for each share and the game ends. Thus, at the end of the game the value of each share is given by

\[
v(x, \omega) = \begin{cases} 
1 & \text{if } \omega = x \\
0 & \text{otherwise}
\end{cases}
\]

(1)

and an agent that bought a share obtains payoff \( 2v(x, \omega) - P_x(t) \), an agent that sold a share receives payoff \( P_x(t) \) and an agent that made no trades obtains payoff \( v(x, \omega) \).

As the game involves a potentially large population of agents that differ only in their private information making sequential choices with imperfect information we seek
Perfect Bayesian Nash equilibria in symmetric strategies.\textsuperscript{4} Put simply, voting strategies can be described by a number $m$ with the interpretation that $Pr(v_i = s_i | s_i) = m$.\textsuperscript{5}

As the price $P_x(t)$ can be inferred directly from the public vote total, $t$, trading strategies are functions of the double $(s_i, t)$. In principle these orders can be in mixed strategies with the mixtures depending on both arguments. As we will show sequential rationality pins down orders by a fair amount and it is not necessary to invest in much notation for tracking these dependencies.

**Lemma 1.** In any Perfect Bayesian Equilibrium at an information set $(t, s_i)$ reached with positive probability a shareholder buys (sells) if

$$Pr(\omega = x | t, s_i) > (\leq) P_x(t) = Pr(\omega = x | t).$$

**Proof.** This is an immediate consequence of the payoff structure. The expected utility to buying is $2Pr(\omega = x | t, s_i) - Pr(\omega = x | t)$ while the expected utility to selling is $Pr(\omega = x | t)$ and so the benefit from buying is $2Pr(\omega = x | t, s_i) - 2Pr(\omega = x | t)$ which is positive (negative) iff $Pr(\omega = x | t, s_i) > (\leq) Pr(\omega = x | t)$.

\[\blacksquare\]

**Remark:** Lemma 1 is not without predictive power. In any equilibrium that does not fully reveal private information, there will be a wedge between the shareholder’s posterior and the market maker’s posterior. Thus there will be a wedge between what the shareholder thinks the share is worth and the posted price. The lemma then predicts that traders will take heterogeneous positions in the market based on heterogeneity in the realizations of their private signals.

3 A benchmark with no liquidity

Note that if trading were not possible (i.e. the second period market were closed) then the voting in stage 1 would be a simple problem of common values. Each shareholder would obtain a payoff of 1 if $x = \omega$ and 0 otherwise. Although a large literature has

\textsuperscript{4}Because the game treats each state symmetrically we focus on equilibria in which not only are the player strategies symmetric but also the probability that a player’s vote corresponds to her signal is independent of the signal.

\textsuperscript{5}If $m > \frac{1}{2}$ then voting is positively correlated with shareholder information and we might expect the vote count $t$ to be an informative public signal. Naturally the closer $m$ is to 1 the better $t$ aggregates shareholder information and by a law of large numbers the larger is $n$ the higher is the probability that the correct decision is made (assuming $m$ is bounded above $\frac{1}{2}$).
developed subtle insights into the potential for incentive problems and inefficiencies in problems of this form, our model has enough symmetry so that sincere voting and information aggregation are consistent with equilibrium. More precisely, when trading is not possible best responses in the one period voting game require that shareholder \( i \) vote her signal, termed sincere voting, if \( \Pr(\omega = s_i|s_i, t_{-i} = \frac{n-1}{2}) > \frac{1}{2} \). Importantly the optimal choice is not prescribed by examining \( \Pr(\omega = s_i|s_i) \). Rather equilibrium requires also conditioning on the event that \( i \)'s vote is decisive. In other words voting strategy must be optimal if players condition on their private signal as well as the hypothetical event that they are pivotal (and so \( t_{-i} = \frac{n-1}{2} \)). Given that

\[
\Pr(\omega = s_i|s_i, t_{-i} = \frac{n-1}{2}) = \frac{(q(1-q))^{\frac{n-1}{2}} q}{(q(1-q))^{\frac{n-1}{2}} q + (q(1-q))^{\frac{n-1}{2}} (1-q)} > \frac{1}{2}
\]

sincere voting is an equilibrium in the benchmark game with no market. Note that this strategy profile maximizes the probability that the correct choice is made by the firm and it maximizes the sum of shareholder payoffs. Moreover, as \( n \) goes to infinity a strong law of large numbers implies that the correct decision is made almost surely. One might take these assessments as a strong defense of shareholder voting as an efficient form of corporate governance when shareholders possess relevant information, \( q > \frac{1}{2}. \)

4 The Impossibility of Sincere Voting

Moving now to the two period model with liquidity in which shareholders can trade we see that the incentives are very different. At a first pass the difference can be seen as a consequence of lemma 1; shareholders will trade if they have different posteriors than the market maker after voting. Despite the fact that the underlying policy-making problem does not create any incentives for inefficient voting if shareholder care only about selecting the correct policy there is not an equilibrium in which private information is used efficiently to select the correct policy. In other words sincere voting fails. The proof involves showing that by deviating at the voting stage and fooling the market maker a shareholder can maximize the gap between her posterior beliefs and the market makers and extract maximal information rents in the market.

Define sincere voting as a strategy profile in which \( \sigma_1(1) = 1 \) and \( \sigma_1(0) = 0 \).

\[\text{\footnotesize{\textsuperscript{6}Several of the cited papers demonstrate how this result fails when changes to the voting rule or information structure of the one period game are made. A brief review of this literature appears below.}}\]
Theorem 1 (Sincere voting fails). In the two period model with a market there is no equilibrium with sincere voting.

Proof. Suppose by way of a contradiction that there is an equilibrium with sincere voting. The support of $t$ is then \{0, 1, 2, ..., $n$\} Moreover, under sincere voting $t$ is a sufficient statistic for the private signals. Let

$$
\rho(t) = Pr(\omega = 1|t) = \frac{q^t(1-q)^{n-t}}{q^t(1-q)^{n-t} + (1-q)^tq^{n-t}}
$$

which is increasing in $t$. If $t \geq \frac{n+1}{2}$ then

$$
P_1(t) = \rho(t)
$$

If $t < \frac{n+1}{2}$ then

$$
P_0(t) = 1 - \rho(t)
$$

Hold fixed all players other than $i$ at the equilibrium strategy. Following sincere voting, the information $t, s_i$ is the same as $t$ and so by lemma 1 $i$ will be indifferent between any order given that the market price satisfies $P_x(t) = Pr(\omega = x|s_i, t_{-i})$. Importantly under sincere voting $i$’s payoff coincides with the probability that the correct decision is made.

Consider now player $i$ with signal $s_i = 0$ and the deviation for $i$ of selecting $v_i(0) = 1$ and then selecting the pure trading strategy concentrated on 1 if $x = 0$ (so $t < \frac{n+1}{2}$) and concentrated on -1 if $x = 1$ (so $t \geq \frac{n+1}{2}$). Put simply, $i$ is betting on the firm if choice matches her signal despite her vote and betting against the firm if choice matches her vote and is contrary to her signal.

We now show that for each realization of $t_{-i}$ this deviation yields a positive gain over the payoff to following equilibrium. There are three cases.

Case 1: $t_{-i} < \frac{n-1}{2}$ then $x = 0$ and $i$ buys an additional share under the deviation. To $i$ the expected value of each share is $1 - \rho(S)$ and priced at $p_0(t) = 1 - \rho(S+1)$, thus $i$’s gain over the equilibrium payoff is

$$
2(1 - \rho(S)) - (1 - \rho(S+1)) - [2(1 - \rho(S)) - (1 - \rho(S))]
$$

which is strictly positive since $\rho(S) < \rho(S + 1)$.

Case 2: $t_{-i} \geq \frac{n+1}{2}$ then $x = 1$ and $i$ sells her share under the deviation. Each share is worth $\rho(S)$ but it sells for $p_1(t) = \rho(S+1)$. Since the latter is larger the gain over the
equilibrium payoff is

\[ \rho(S + 1) - \rho(S) \]

which is strictly positive.

Case 3: \( S = \frac{n-1}{2} \). \( i \) is pivotal and under the deviation \( x = 1 \) and \( i \) sells her share. Each share is worth \( \rho(S) \) but it sells for \( \rho(S + 1) \). If instead \( i \) does not deviate from the equilibrium strategy \( x = 0 \) and the payoff to \( i \) is \( (1 - \rho(S)) \). The gain from the deviation is

\[ \rho(S + 1) - (1 - \rho(S)) \]

Under the symmetry of the model (prior of \( \frac{1}{2} \) and equal error probabilities)

\[ \rho\left(\frac{n + 1}{2}\right) = 1 - \rho\left(\frac{n - 1}{2}\right) \]

and thus the deviation is weakly profitable.

Since cases 1 and 2 occur with strictly positive probability the gain from deviation is strictly positive and our assumption of a sincere equilibrium cannot hold.

The proof of this result contains the two central intuitions of this paper. First, shareholders have an informational advantage over the market and protecting this might allow them to extract informational rents when trading. Revealing their information can be less profitable than fooling the market. Second the benefits of fooling the market can be seen to obtain whenever the shareholder is not pivotal (cases 1 and 2 in the proof of theorem 1). In contrast when the shareholder is pivotal fooling the market comes at a cost; from the shareholder’s perspective the wrong policy is chosen. In the case of a separating/sincere strategy profile this cost when pivotal is not high because under sincere voting the market learns everything and thus the price does not leave any rents over for the shareholder. In other words because the shareholder is indifferent between buying or selling when pivotal in a sincere strategy profile there is not a cost to causing the wrong policy to be chosen. As we will see in the sequel if voting is not sincere but still partially informative \( (m := Pr(v_i = s_i|s_i) \in (\frac{1}{2}, 1)) \) then voting incorrectly can involve a cost when pivotal. But it still yields benefits when not pivotal. Our analysis will need to determine how \( m \), the likelihood a shareholder votes her signal, can balance these effects.
5 Partially informative voting

We have thus seen that there cannot be equilibria with sincere voting. Since this type of equilibrium involves efficient use of the private information to maximize the chance that \( x = \omega \), we are guaranteed efficiency losses. We will show below that there are pooling equilibria in which voting is unrelated to the private signals and no shareholder is ever pivotal. We now seek to find out how responsive voting (and by extension) policy-making can be in equilibrium?

We lead with a simple example that demonstrates it is possible for voting to convey some information.

5.1 Three Players

Assume that \( n = 3 \). We seek to find a mixed strategy characterized by \( m \). Our analysis will focus on shareholder 1 holding the remaining shareholders voting strategies at \( m \), and assuming that trading satisfied lemma 1.\(^7\) Consider first the case where shareholder 1 receives signal \( s_1 = 1 \). In a mixed strategy-equilibrium, she is indifferent between voting 1 and voting 0. If she correctly votes for the policy 1, her expected payoff is

\[
Pr(t_{-i} = 0|s_1 = 1)Pr(\omega = 0|t = 1) \\
+ Pr(t_{-i} = 1|s_1 = 1)[2Pr(\omega = 1|s_1 = 1, t_{-i} = 1) - Pr(\omega = 1|t = 2)] \\
+ Pr(t_{-i} = 2|s_1 = 1)[2Pr(\omega = 1|s_1 = 1, t_{-i} = 2) - Pr(\omega = 1|t = 3)].
\]

If she incorrectly votes for the policy 0, her expected payoff is

\[
Pr(t_{-i} = 0|s_1 = 1)Pr(\omega = 0|t = 0) \\
+ Pr(t_{-i} = 1|s_1 = 1)[Pr(\omega = 0|t = 1)] \\
+ Pr(t_{-i} = 2|s_1 = 1)[2Pr(\omega = 1|s_1 = 1, t_{-i} = 2) - Pr(\omega = 1|t = 2)].
\]

\(^7\)Note that for \( m < 1 \) lemma 1 implies a strict preference for buying or selling and thus mixing at the trading stage is ruled out.
Therefore, the indifference condition is

\[
Pr(t_{-i} = 0|s_1 = 1)[Pr(\omega = 0|t = 0) - Pr(\omega = 0|t = 1)] \\
+ Pr(t_{-i} = 1|s_1 = 1)[Pr(\omega = 0|t = 1) - 2Pr(\omega = 1|s_1 = 1, t_{-i} = 1) + Pr(\omega = 1|t = 2)] \\
+ Pr(t_{-i} = 2|s_1 = 1)[Pr(\omega = 1|t = 3) - Pr(\omega = 1|t = 2)] = 0
\]

Rearranging terms yields an expression that is easier to interpret,

\[
Pr(t_{-i} = 0|s_1 = 1)[Pr(\omega = 1|t = 1) - Pr(\omega = 1|t = 0)] \\
+ Pr(t_{-i} = 2|s_1 = 1)[2Pr(\omega = 1|s_1 = 1, t_{-i} = 1) - Pr(\omega = 0|t = 1) - Pr(\omega = 1|t = 2)] = 0
\]

It is instructive to think of the LHS as the signaling effect from voting against one’s signal while the RHS is the pivotal effect of shaping policy when pivotal. Given the mixed strategy profile, \(m\), the probability that a shareholder votes for the better policy is \(z := Pr(v_i = \omega|\omega) = qm + (1 - q)(1 - m)\). Using Bayes rule repeatedly and simplifying allows us to write the indifference condition as

\[
\frac{(1 - z)z(2z - 1)(1 - 2(1 - z)z)}{3(1 - z)z - 1} = 4(1 - z)z(q - z)
\]

The same indifference condition obtains when \(s_1 = 0\). Figure 1 plots the solutions of the above indifference condition \(z^*\) as a function of \(q\). Although the equilibrium mixture is \(m^*\) it is more informative to view the solution as \(z^*\) since this term describes the informativeness of a vote in the equilibrium.

We see than that the presence of a market results in inefficiencies. The likelihood that each voter votes for the correct policy is \(q\) in the efficient equilibrium to the benchmark where trading is not allowed. Figure 1 shows that with a market the equilibrium probability \(z^*\) is always below this benchmark.
Figure 1: The informativeness of a vote and probability of choosing right policy with or without liquidity

5.2 More than 3 shareholders

The indifference condition from our three person example highlights the forces at work in a mixed strategy equilibrium. Because voting is not fully informative, each shareholder maintains an information advantage over the market in equilibrium. Even when \( v_i = s_i \) the market maker only takes this vote as a signal of strength \( z \) whereas \( i \) interprets her signal as having strength \( q \). Because of this shareholder \( i \) believes the stock is overpriced if \( x \neq s_i \) and \( i \) believes the stock is underpriced if \( x = s_i \). Accordingly, the shareholder is obtaining rents. By voting incorrectly she can move the price a little and increase her rents. But this comes at a cost. If the shareholder is pivotal and votes incorrectly then she misses out on the opportunity to purchase an additional share at a “discount” and instead best responds by selling her share at a better than fair price. This involves a loss (in contrast to the case of sincere voting). But the loss happens only if \( i \) is pivotal. Being pivotal is very unlikely, when \( n \) is large. Moreover, being pivotal is less likely the farther \( z \) is from \( \frac{1}{2} \). But the benefit from voting incorrectly which is the expected ability of one signal of strength \( z \) to move the market maker’s posterior on \( \omega \) gets smaller the larger is \( n \). Equilibrium involves balancing these effects. Analysis of equilibria when \( n \) gets large involves understanding the rates at which these effect get small and how \( z^* \) has to move to balance these changes.

To generalize from the case of \( n = 3 \), conjecture that there is an equilibrium in which each shareholder votes her signal with probability \( m \). We first rely on lemma 1 to observe that given this each shareholder will buy if \( x = s_i \) and sell if \( x \neq s_i \). Given this,
when \( t_{-i} \neq \frac{n-1}{2} \) voting against one’s signal moves price in the direction that improves \( i \)'s payoff. But when \( t_{-i} = \frac{n-1}{2} \) voting against one’s signal lowers the value of the share that \( i \) owns. To derive the relevant indifference condition, consider first shareholder 1 with signal \( s_1 = 1 \). Assume all other shareholders vote their signal with probability \( m \) at each signal.

At each \( t_{-i} < \frac{n-1}{2} \) the payoff from \( v_1 = 0 \) is \( P_0(t_{-i}) \) while the payoff from voting \( v_1 = 1 \) is \( P_0(t_{-i} + 1) \). Accordingly the difference in expected utility for shareholder 1 is \( P_0(t_{-i}) - P_0(t_{-i} + 1) \). Similarly, at each \( t_{-i} > \frac{n-1}{2} \) the payoff from \( v_1 = 0 \) is \( 2Pr(\omega = 1|t_{-i}, s_1 = 1) = P_1(t_{-i}) \) while the payoff from voting \( v_1 = 1 \) is \( 2Pr(\omega = 1|t_{-i}, s_1 = 1) - P_1(t_{-i} + 1) \). Accordingly the difference in expected utility for shareholder 1 is \( P_1(t_{-i} + 1) - P_1(t_{-i}) \).

The change in price from voting 1 as opposed to 0 corresponds to the change in the market makers posterior given \( t = t_{-i} \) or \( t = t_{-i} + 1 \). We can write this difference as a function of \( t_i \) the number of votes for 0 from \( n-1 \)

\[
\Delta P(t_{-i}) = \frac{z^{t_{-i}+1}(1-z)^{n-1-t_{-i}-1}}{z^{t_{-i}+1}(1-z)^{n-1-t_{-i}-1} + z^{n-1-t_{-i}-1}(1-z)^{t_{-i}+1}} - \frac{z^{t_{-i}}(1-z)^{n-1-t_{-i}}}{z^{t_{-i}}(1-z)^{n-1-t_{-i}} + z^{n-1-t_{-i}}(1-z)^{t_{-i}}}
\]

(6)

In the remaining case where \( t_{-i} = \frac{n-1}{2} \) and 1 is pivotal the payoff from \( v_1 = s_1 = 1 \) is \( 2Pr(\omega = 1|t_{-i}, s_1 = 1) - P_1(t_{-i} + 1) \) and the payoff to voting \( v_1 = 0 \) is \( P_0(t_{-i}) \). Notice that

\[
P_0(\frac{n-1}{2}) = 1 - \rho_z(\frac{n-1}{2}) = z = \rho_z(\frac{n+1}{2}) = P_1(\frac{n+1}{2})
\]

where \( \rho_z(t) \) is given by

\[
\rho_z(t) = \frac{z^t(1-z)^{n-t}}{z^t(1-z)^{n-t} + (1-z)^t z^{n-t}}
\]

and given \( t_{-i} = \frac{n-1}{2}, s_1 = 1 \), the expected value of each share is \( q \), and so in this pivotal event the payoff difference is

\[
\Delta U(piv) = 2q - 2P_0(\frac{n-1}{2}) = 2q - 2z
\]

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Combining, in order for player 1 with signal \( s_1 = 1 \) to be willing to randomize the following indifference condition must hold

\[
\sum_{i=0}^{n-1} [Pr(t_{-i}|s_1 = 1)\Delta P(t_{-i})] + \sum_{i=0}^{n-1} [Pr(t_{-i}|s_1 = 1)\Delta P(t_{-i})] = Pr(t_{-i} = \frac{n-1}{2}|s_1 = 1)\Delta U(piv)
\]

(7)

where

\[
Pr(t_{-i}|s_1 = 1) = \left(\frac{n-1}{t_{-i}}\right)(qz^{t_{-i}}(1-z)^{n-1-t_{-i}} + (1-q)(1-z)^{t_{-i}}z^{n-1-t_{-i}})
\]

(8)

In the sequel it is convenient to refer to the indifference condition as \( LHS(z,q,n) = RHS(z,q,n) \).

Note that \( RHS \) of the indifference condition can be written as

\[
Pr(t_{-i}|s_1 = 1)\Delta U(piv)
\]

\[
= Pr(t_{-i}|s_1 = 1)(2Pr(\omega = 1|t_{-i}, s_1 = 1) - Pr(\omega = 1|t_{-i} + 1) - Pr(\omega = 0|t_{-i}))
\]

\[
= Pr(t_{-i}|s_1 = 1)[2Pr(\omega = 1|t_{-i}, s_1 = 1) - (Pr(\omega = 1|t_{-i} + 1) - Pr(\omega = 1|t_{-i})) - 1]
\]

\[
= Pr(t_{-i}|s_1 = 1)[2Pr(\omega = 1|t_{-i}, s_1 = 1) - \Delta P(t_{-i}) - 1]
\]

(9)

where \( t_i = \frac{n-1}{2} \). By moving \(-Pr(t_{-i}|s_1 = 1)\Delta P(t_{-i})\) from \( RHS \) to the \( LHS \), we can rearrange the indifference condition to be

\[
\sum_{i=0}^{n-1} [Pr(t_{-i}|s_1 = 1)\Delta P(t_{-i})] = Pr(t_{-i} = \frac{n-1}{2}|s_1 = 1)(2Pr(\omega = 1|t_{-i}, s_1 = 1) - 1)
\]

(9)

Since \( \sum_{i=0}^{n-1}[Pr(t_{-i}|s_1 = 1)\Delta P(t_{-i})] \) measures the effects of shareholder 1’s vote on moving prices in all cases, we name it signal effect. Because \( Pr(t_{-i} = \frac{n-1}{2}|s_1 = 1)(2Pr(\omega = 1|t_{-i}, s_1 = 1) - 1) \) measures the effect of shareholder 1’s vote on selecting correct policy when she is pivotal, we name it pivotal effect. As a consequence, the indifference condition implies that the signal effect is equal to the pivotal effect.

It turns out that the indifference condition cannot always be satisfied. In other words this kind of equilibrium need not exist. Observe that at \( q \) very close to \( \frac{1}{2} \) the RHS is quite small as the term \( 2q - 2z \) is small for any \( z < q \). It is possible that LHS and RHS never cross. We now show that a necessary condition for existence is that the informativeness of private signals, \( q \) is large enough.
Theorem 2. A partially informative symmetric equilibrium can only exist on a sub-sequence of games as $n$ goes to infinity if $q > \frac{3}{4}$. Moreover on any such sub-sequence, $z_n$ is eventually less than $\frac{2}{3}$.

Proof. From the indifference condition it is convenient ignore some of the events and obtain the inequality

$$\sum_{t_{-i} = \frac{n+1}{2}}^{n-1} [Pr(t_{-i}|s_1 = 1)(Pr(\omega = 1|t_{-i} + 1) - Pr(\omega = 1|t_{-i}))] < Pr(t_{-i} = \frac{n-1}{2}|s_1 = 1)(2q - 2z)$$

(10)

Notice that $Pr(t_{-i}|s_1 = 1)$ increases in $t_{-i}$ when $\frac{n+1}{2} \leq t_{-i} \leq nz$. This implies that we need

$$Pr(t_{-i} = \frac{n+1}{2}|s_1 = 1)[Pr(\omega = 1|t = nz + 1) - Pr(\omega = 1|t = \frac{n+1}{2})] < Pr(t_{-i} = \frac{n-1}{2}|s_1 = 1)(2q - 2z)$$

(11)

We also know

$$Pr(t_{-i} = \frac{n+1}{2}|s_1 = 1) = \left(\frac{n-1}{n+1}\right)^{\frac{n+1}{2}}[z(1-z)^{-1}q + (1-z)z^{-1}(1-q)]$$

$$Pr(t_{-i} = \frac{n-1}{2}|s_1 = 1) = \left(\frac{n-1}{n+1}\right)^{\frac{n+1}{2}}[z(1-z)^{\frac{n+1}{2}}]$$

So, we have

$$\left(\frac{n-1}{n+1}\right)^{\frac{n+1}{2}}[z(1-z)^{-1}q + (1-z)z^{-1}(1-q)][Pr(\omega = 1|t = nz + 1) - Pr(\omega = 1|t = \frac{n+1}{2})] < 2q - 2z$$

(12)

Taking limits the left hand side of the inequality, we obtain
\[
\lim_{n \to \infty} \frac{\binom{n-1}{k}}{n^{k+1}} \left[ (z-1)^{-1} q + (1-z) z^{-1} (1-q) \right] [Pr(\omega = 1| t = n z + 1) - Pr(\omega = 1| t = \frac{n+1}{2})] \\
= [z(1-z)^{-1} q + (1-z) z^{-1} (1-q)] (1-z)
\]  

(13)

Therefore, we need \( z q + (1-z)^2 z^{-1} (1-q) < 2q - 2z \). Solutions that satisfy \( \frac{1}{2} \leq z \leq q \leq 1 \) satisfy \( q > \frac{2}{3} \) and

\[
\frac{1}{2} \leq z < \frac{1}{3} \sqrt{3q - 2} + \frac{1}{3}
\]

Notice that in order for the RHS to remain above \( \frac{1}{2} \) and thus for \( z \) to remain above \( \frac{1}{2} \), we need \( q \geq \frac{3}{4} \). Second note that the RHS is maximized at \( q = 1 \) in which case \( z < \frac{2}{3} \). Thus we obtain the result.

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For values of \( n \) that allow the use of simple numeric methods to solve for equilibrium we can get a sense for how \( z^*(q, n) \) seems to depend on the parameters.\(^8\) In particular Figure 2 exhibits the equilibrium value of \( z^* \) for a range of parameters: \( n \) is between 9 and 99 and \( q \) is between \( \frac{1}{2} \) and 1. On this range of the parameter space \( z \) increases with \( q \) and decreases with \( n \).

We close by using analytic methods to show that as \( n \) goes to infinity if equilibria of this form exist the probability that a voter votes correctly, \( z^*(q, n) \) converges to \( \frac{1}{2} \). Just as numeric analysis of the indifference condition becomes difficult as \( n \) gets big, we do not know of any methods that allow direct analysis of limits of the LHS of the indifference condition.\(^9\) Our approach then is to convert the problem to one of two limits. For each \( n \) we first carefully select a subset \( k < n \) of the possible realizations of \( t_{-i} \), we show that if \( m \) gets large enough the only way to solve the indifference condition

\(^8\)Because obtaining the numerical solutions of \( z \) requires the calculations of \( n! \) and the summation from \( t = 0 \) to \( t = n - 1 \), it is costly to make the figure for values of \( n \) big enough that non-existence kicks in.

\(^9\)The challenge is that the LHS which is essentially the expected impact of one signal on a Bayesian posterior cannot be directly translated into expressions for which the binomial theorem or Stirling’s formula apply.
is for $z$ to converge to $\frac{1}{2}$ and we then take limits in $n$ so that it is possible to select this sequence of $k$’s.\footnote{This approach works because of the fact that the probability of $t_{-i}$ taking a value a fixed number of increments larger than $\frac{n-1}{2}$ is independent of $n$. As $n$ grows the effect of a signal on the posterior when $t_{-i}$ takes a particular value vanishes but the likelihood of this value of $t_{-i}$ is constant. Of course as $n$ grows additional values of $t_{-i}$ become possible.}

**Theorem 3.** Fix $q \in (\frac{1}{2}, 1)$. As $n$ goes to infinity any sequence of equilibrium mixtures, $m^*_n$ and equilibrium probabilities of voting correctly $z^*_n$ (that exist) both converge to $\frac{1}{2}$.

**Proof.**

Step 1: Because taking limits of the LHS is difficult, it is convenient to work with a function that is bounded above by LHS. For each $n$ and integer $a_n$ with $0 < a_n < n - 2$ we can denote the partial sum from $t_{-i} = \frac{n+1}{2}$ to $t_{-i} = \frac{n+a_n}{2}$ of the terms in the sum of the LHS by $lhs(z, n, a_n)$. It follows that $lhs(z, n, a_n) < LHS(z, n)$. This means that

$$lhs(z, n, a_n) < RHS(z, q, n)$$
for each \( n, a_n, z, q \). Dividing the both sides by the probability \( Pr(t_i = \frac{n-1}{2} | s_1 = 1) \), we have the inequality

\[
\sum_{k=1}^{a_n} \left( \frac{n-1}{n+1} \right) \left[ q \left( \frac{z_n}{1-z_n} \right)^{\frac{1}{2}+\frac{1}{2}k} + (1-q) \left( \frac{1-z_n}{z_n} \right)^{\frac{1}{2}+\frac{1}{2}k} \right] \frac{(2z_n - 1)((1 - z_n)z_n)^k}{((1 - z_n)^k+1 - z_n^{k+1})^2 + ((1 - z_n)z_n)^k} \leq 2q - 2z_n \tag{14}
\]

Since the sequence is always positive, we can further underestimate the left hand side by ignoring

\[
\sum_{k=1}^{a_n} \left( \frac{n-1}{n+1} \right) \left( 1 - q \right) \left( \frac{1-z_n}{z_n} \right)^{\frac{1}{2}+\frac{1}{2}k} \frac{(2z_n - 1)((1 - z_n)z_n)^k}{((1 - z_n)^k+1 - z_n^{k+1})^2 + ((1 - z_n)z_n)^k} > 0 \tag{15}
\]

Then, the inequality takes the form

\[
\sum_{k=1}^{a_n} \left( \frac{n-1}{n+1} \right) \left( \frac{z_n}{1-z_n} \right)^{\frac{1}{2}+\frac{1}{2}k} \frac{(2z_n - 1)((1 - z_n)z_n)^k}{((1 - z_n)^k+1 - z_n^{k+1})^2 + ((1 - z_n)z_n)^k} < \frac{2q - 2z_n}{q} \tag{16}
\]

Step 2: We assume the theorem is false and derive a contradiction from the above inequality. Assume that the equilibrium mixture \( m_n \) does not converge to \( \frac{1}{2} \). This means that \( z_n \) does not converge to \( \frac{1}{2} \). Since \( z_n \) is in a bounded set, this implies that there is a sub-sequence converging to some number \( z^* \) strictly greater than \( \frac{1}{2} \). Note that both LHS and RHS are continuous in \( z \) and \( n \) and thus this means that

\[
\sum_{k=1}^{a_n} \left( \frac{n-1}{n+1} \right) \left( \frac{z^*}{1-z^*} \right)^{\frac{1}{2}+\frac{1}{2}k} \frac{(2z^* - 1)((1 - z^*)z^*)^k}{((1 - z^*)^{k+1} - (z^*)^{k+1})^2 + ((1 - z^*)z^*)^k} < \frac{2q - 2z^*}{q} \tag{17}
\]

Note that for fixed \( n, a_n \) the ratio of combinatorial terms in the sum is minimized at \( k = a_n \). And thus the above implies

\[
\lim_{n \to \infty} \left( \frac{n-1}{n+1} \right) \sum_{k=1}^{a_n} \left( \frac{z^*}{1-z^*} \right)^{\frac{1}{2}+\frac{1}{2}k} \frac{(2z^* - 1)((1 - z^*)z^*)^k}{((1 - z^*)^{k+1} - (z^*)^{k+1})^2 + ((1 - z^*)z^*)^k} < \frac{2q - 2z^*}{q} \tag{18}
\]
Observe that as $k$ goes to infinity, the series \[
\left(\frac{z^*}{1-z^*}\right)^{\frac{k+1}{2}} \frac{(2z^* - 1)((1 - z^*)z^*)^k}{((1 - z^*)^{k+1} - (z^*)^{k+1})^2 + ((1 - z^*)z^*)^k}
\] is divergent. We can verify the divergence with D’Alembert’s criterion.

Note that
\[
\frac{(2z^* - 1)((1 - z^*)z^*)^k}{((1 - z^*)^{k+1} - (z^*)^{k+1})^2 + ((1 - z^*)z^*)^k} = \frac{1}{(\frac{z^*}{1-z^*})^{-k-2} + 1} - \frac{1}{(\frac{z^*}{1-z^*})^{-k} + 1}
\]

So, we have the D’Alembert’s criterion is
\[
\lim_{k \to \infty} \left| \frac{(z^*)^{k+\frac{1}{2}} + \frac{1}{2} \left( \frac{z^*}{1-z^*} \right)^{k-\frac{1}{2}} \frac{1}{1-z^*} - \frac{1}{1-z^*} \right| = \lim_{k \to \infty} \left| \frac{(z^*)^{k+\frac{1}{2}} + \frac{1}{2} \left( \frac{z^*}{1-z^*} \right)^{k-\frac{1}{2}} \frac{1}{1-z^*} - \frac{1}{1-z^*} \right| \right| (19)
\]

Because when $z^* > \frac{1}{2}$, we know \(\sqrt{\frac{z^*}{1-z^*}} > 1\). So the series is divergent.

Step 3: This means that for any strictly positive $r$ and values of $q, z^*$ we can find a large enough number $b$ such that
\[
\lim_{n \to \infty} r \sum_{k=1}^{b} \left( 1 - z^* \right) z^* \frac{(2z^* - 1)((1 - z^*)z^*)^k}{((1 - z^*)^{k+1} - (z^*)^{k+1})^2 + ((1 - z^*)z^*)^k} > \frac{2q - 2z^*}{q} \quad (20)
\]

Step 4: Note also that for fixed $b$, \(\left( \frac{n-1}{n+b} \right)^{\frac{1}{n+b}}\) converges to 1 as $n$ goes to infinity. We thus obtain our contradiction by selecting $b$ such that given $z^*$ and $q$

\[
\lim_{n \to \infty} \frac{1}{2} \sum_{k=1}^{b} \left( \frac{z^*}{1-z^*} \right)^{\frac{k+1}{2}} \frac{(2z^* - 1)((1 - z^*)z^*)^k}{((1 - z^*)^{k+1} - (z^*)^{k+1})^2 + ((1 - z^*)z^*)^k} > \frac{2q - 2z^*}{q} \quad (21)
\]
and noting that for large enough values of $n$, \( \frac{n-1}{n+1} > \frac{1}{2} \) obtains. Thus for sufficiently large $n$ the indifference condition cannot hold, contradicting the existence of this subsequence of equilibria. ■

It is instructive to consider a few numeric example. Figure 3 shows the equilibrium value of $z^*$ under a few different values of $n$. We hold $q = \frac{4}{5}$.

![Diagram showing the equilibrium value of $z^*$ under different values of $n$.](image)

Figure 3: $z^*$, the informativeness of a vote at equilibrium, converges to $\frac{1}{2}$ as $n \to \infty$.

In thinking about how changes in $q$, the underlying informativeness of private signals, affect equilibrium behavior, it is instructive to note that the signaling effect does not depend on $q$ while the pivotal effect increases with $q$. Therefore, the intersection between RHS and LHS moves to the left when $q$ becomes smaller. A flavor for magnitudes can
be gleamed from a few examples. In Figure 4 we fix \( n = 15 \) and plot \( z^* \) as a function of \( q \).

![Graph showing \( z^* \) as a function of \( q \) for two different values of \( q \): (a) when \( q = 0.9 \), \( z^* \) is about 0.60 and (b) when \( q = 0.6 \), \( z^* \) is about 0.52.](image)

Figure 4: \( z^* \) decreases with \( q = Pr(s_i = \omega|\omega) \)

### 5.3 Consensus equilibria

It is not difficult to see that there is one other form of symmetric equilibrium. Consider a pooling strategy profile in which all shareholders vote \( v_i(s_i) = 1 \) regardless of their type, and in which the market maker’s off the path beliefs are that a vote for 0 is equally likely to have come from either type. Given this the probability of being pivotal is 0 and the market-maker does not adjust price based on \( t \). Accordingly, there is no profitable deviation.

**Theorem 4.** *For any \( n, q \) there exists two symmetric pooling equilibria. In the first, \( v_i(s_i) = 1 \) for all \( s_i \). The market maker’s belief (and thus share price) on and off the path is \( Pr(\omega = 1|t) = \frac{1}{2} \). In the second \( v_i(s_i) = 0 \) for all \( s_i \). The market maker’s belief (and thus share price) on and off the path is that \( Pr(\omega = 1|t) = \frac{1}{2} \).*

**Proof.** It is sufficient to make 2 observations. First on the path the market-maker’s beliefs are consistent with Bayes’ rule. Second, under either profile a single deviation in voting cannot change the policy or the price and thus payoffs are flat in any single deviation at the voting stage.  

These equilibria involve no information aggregation.
6 Extension: Blockholder

6.1 Adding a Blockholder

In this section, we extend the model by adding a blockholder. Suppose the firm has \( n \) shares in total. The blockholder has \( b \) shares while each of the remaining retail shareholder has one share. The blockholder receives a signal \( s_b \in \{0, 1\} \), while each retail shareholder \( i \) receives a signal \( s^i_r \in \{0, 1\} \). Signals are conditionally independent with \( Pr(\omega = s_b) = p > Pr(\omega = s^i_r) = q \). This ordering captures conventional wisdom that blockholders, usually professional investors or institutional investors, have better information than ordinary small investors.

In the voting stage, the blockholder can vote for either policy with her \( b \) shares but cannot split its votes and cast ballots for both policies simultaneously. Given the symmetry of the model we focus on equilibria in which the blockholder votes for a policy that is consistent with her signal with the same probability following each signal, \( m_b \), thus the probability that her votes are the same as the state is \( z_b = Pr(\omega = v_b|\omega) = m_b p + (1 - m_b)(1 - p) \). Similarly, a small shareholder \( i \) votes for the policy supported by her signal with probability, \( m \), so her vote is aligned with the state with probability \( z = Pr(\omega = v_i|\omega) = mq + (1 - m)(1 - q) \).

In the trading stage, small shareholders have full liquidity; each of them can buy or sell one share or simply hold their share. But the blockholder has limited liquidity; the blockholder can buy or sell \( l \) shares or simply hold its portfolio. Thus, liquidity is parameterized by \( l \leq b \). This limitation captures the idea that blockholders may find it prohibitively costly to liquidate all of their holdings because of market frictions or contract with clients. We will analyze how changes in the degree of liquidity \( l \) impact the incentives and equilibrium level of voting informativeness.

6.2 The Effects of Block Voting

Adding a more informed blockholder to the basic model results in three conceptual changes. First, it affects how the market perceives the voting results and thus how prices are set. The market maker would like to know which way the block voted and under some vote counts, \( t \), this can be perfectly inferred but under others it cannot. If \( t < b \), the market maker knows that the blockholder voted for policy 0. However, if \( b \leq t \leq n - b \), the market maker is unable to infer how the blockholder voted. For \( b \leq t \leq n - b \), either the blockholder voted for policy 1 and \( t - b \) small shareholders
voted for policy 1 or the blockholder voted for policy 0 and \( t \) small shareholders voted for policy 0. If \( t > n - b \), the market maker can infer that the blockholder voted for policy 1.

\[
\begin{array}{cccc}
0 & b & n-b & n \\
\hline
\text{Blockholder votes for policy 0} & \text{Blockholder votes for either policy 1 or policy 0} & \text{Blockholder votes for policy 1} \\
\end{array}
\]

Figure 5: The Inference of the Blockholder’s Votes from \( t \)

As a result, the marker maker sets \( P \) as a piece-wise function of \( t \),

\[
P = \begin{cases} 
  A \frac{z_b(n-b)(1-z)^t z^{n-b-t}}{z(n-b)(1-z)^t z^{n-b-t} + (1-z_b)(n-b)(1-z)^t (1-z)^{n-b-t}} & \text{if } t < b \\
  B & \text{if } b \leq t < \frac{n+1}{2} \\
  A & \text{if } \frac{n+1}{2} \leq t \leq n - b \\
  B & \text{if } n - b < t 
\end{cases}
\]

where

\[
A = z_b \left( \frac{n-b}{t-b} \right) z^{t-b} (1-z)^n t + (1-z_b) \left( \frac{n-b}{t} \right) z^t (1-z)^{n-b-t}
\]

\[
B = (1-z_b) \left( \frac{n-b}{t-b} \right) (1-z)^{t-b} z^{n-t} + z_b \left( \frac{n-b}{t} \right) (1-z) z^{n-b-t}
\]  

(22)

Second, the existence of a blockholder alters how small shareholders forecast how others vote. Consider a small shareholder and let \( \bar{t} \) denote the number of votes for 1 by all other shareholders. In order to obtain the blockholder must vote for policy 0. Thus,

\[
Pr(\bar{t}|s_i) = (1-z_b) \left( \frac{n-b}{\bar{t}} \right) z^\bar{t} (1-z)^{n-b-1-\bar{t}} Pr(\omega = 1|s_i) + z_b \left( \frac{n-b-1}{\bar{t}} \right) (1-z)^{\bar{t}} z^{n-b-1-\bar{t}} Pr(\omega = 0|s_i)
\]

if \( \bar{t} < b \).
However, if $b \leq \bar{t} \leq n - b$ obtains then two configurations are possible: the case where the blockholder votes for policy 1 and the case where the blockholder votes for policy 0. So,

$$\Pr(\bar{t} | s_i) = \left[ z_b \left( \frac{n - b - 1}{\bar{t} - b} \right) \bar{t}^{-b} (1 - z)^{n - 1 - \bar{t}} + (1 - z_b) \left( \frac{n - b - 1}{\bar{t}} \right) \bar{t}^{\bar{t}} (1 - z)^{n - b - 1 - \bar{t}} \Pr(\omega = 1 | s_i) \right] + (1 - z_b) \left( \frac{n - b - 1}{\bar{t} - b} \right) (1 - z)^{\bar{t} - b} z^{n - 1 - \bar{t}} (1 - z) \Pr(\omega = 0 | s_i)$$

(24)

if $b \leq \bar{t} \leq n - b$.

If $\bar{t} > n - b$, the blockholder must vote for policy 1. So,

$$\Pr(\bar{t} | s_i) = z_b \left( \frac{n - b - 1}{\bar{t} - b} \right) \bar{t}^{-b} (1 - z)^{n - 1 - \bar{t}} \Pr(\omega = 1 | s_i) + (1 - z_b) \left( \frac{n - b - 1}{\bar{t} - b} \right) (1 - z)^{\bar{t} - b} z^{n - 1 - \bar{t}} \Pr(\omega = 0 | s_i)$$

(25)

if $\bar{t} > n - b$.

Third, because the blockholder owns $b$ shares, she is pivotal for a range of different voting profiles. We use $t' \in [0, n - b]$ to denote the voting counts of all shareholders except the blockholder. Then, as long as $t' \in [\frac{n + 1}{2} - b, \frac{n + 1}{2})$, the blockholder is pivotal: the policy will coincide with how the blockholder votes.

### 6.3 The Effect of Liquidity

In this section, we show that the blockholder’s incentive to reveal its private information through voting depends on the degree of liquidity. Suppose that the blockholder gets signal $s_b = 1$. If she votes for policy 1 her expected payoff is

$$\sum_{t' = 0}^{\frac{n + 1}{2} - b - 1} \left[ \Pr(t'|s_b)((b - l)\Pr(\omega = 0|s_b,t') + l\Pr(\omega = 0|t' + b)) \right] + \sum_{t' = \frac{n + 1}{2} - b}^{n - b} \left[ \Pr(t'|s_b)((b + l)\Pr(\omega = 1|s_b,t') - l\Pr(\omega = 1|t' + b)) \right]$$

(26)
If she votes for policy 0 her expected payoff is
\[
\sum_{t'=0}^{n+1-1} \left[ Pr(t'|s_b)((b-l)Pr(\omega = 0|s_b, t') + lPr(\omega = 0|t')) \right] \\
+ \sum_{t'=n+1}^{n-b} \left[ Pr(t'|s_b)((b+l)Pr(\omega = 1|s_b, t') - lPr(\omega = 1|t')) \right]
\]  
(27)

The difference between these two expected payoff is
\[
\sum_{t'=0}^{n+1-b-1} \left[ Pr(t'|s_b) l(Pr(\omega = 0|t' + b) - Pr(\omega = 0|t')) \right] \\
- \sum_{t'=n+1}^{n+1-1} \left[ Pr(t'|s_b)((b-l)Pr(\omega = 0|s_b, t') + lPr(\omega = 0|t')) \right] \\
+ \sum_{t'=n+1}^{n+1-1} \left[ Pr(t'|s_b) l(Pr(\omega = 1|t') - Pr(\omega = 1|t' + b)) \right] \\
+ \sum_{t'=n+1}^{n+1-1} \left[ Pr(t'|s_b)((b+l)Pr(\omega = 1|s_b, t') - lPr(\omega = 1|t' + b)) \right]
\]  
(28)

We can simplify the above equation to
\[
\sum_{t'=n+1-b}^{n+1-1} \left[ Pr(t'|s_b)(2bPr(\omega = 1|s_b, t') - b) \right] - l \sum_{t'=0}^{n-b} \left[ Pr(t'|s_b)(Pr(\omega = 1|t' + b) - Pr(\omega = 1|t')) \right]
\]  
(29)

First observe that the pivotal effect is independent of \( l \) but the signal effect is proportional to \( l \). Since the blockholder votes sincerely if and only if the pivotal effect is weakly larger than the signal effect, the blockholder’s incentives for voting sincerely decreases in the liquidity, \( l \). To prove this formally, we rewrite the above utility difference as \( F(z, z_b, l) = P(z, z_b) - lS(z, z_b) \), where \( P(z, z_b, l) \) is the pivotal effect and \( S(z, z_b, l) \) is the signal effect. Although it is natural to think of \( l \) as integer valued, an immediate comparative static can be obtained by applying the implicit function theorem to the indifference condition for a mixed strategy by the blockholder if we treat \( l \) as real-valued.
\[
\frac{dz_b}{dl} = - \frac{\partial F(z, z_b, l)}{\partial l} \frac{\partial F(z, z_b, l)}{\partial z_b} = -S(z, z_b) / l \frac{\partial S(z, z_b)}{\partial z_b} < 0
\]

This result is summarized in the following.

**Theorem 5.** *In the extension with a block and liquidity constraint \( l \), the informativeness of blockholder voting is decreasing in the degree of liquidity.*

We close with some numerical examples to illustrate a few different flavors of equilibrium behavior in the extension.

### 6.4 Equilibrium and Numerical Examples

A completely mixed strategy equilibrium, \((z, z_b)\) must satisfy the indifference conditions of the blockholder and small shareholders.

The indifference condition for the blockholder is

\[
\sum_{t' = \frac{n+1}{2} - 1}^{n+1} [Pr(t'|s_b)(2bPr(\omega = 1|s_b, t') - b)] = \sum_{t' = 0}^{n-b} [Pr(t'|s_b)(Pr(\omega = 1|t' + b) - Pr(\omega = 1|t'))]
\]

(30)

The indifference condition for the small shareholders is

\[
Pr(i = \frac{n-1}{2}|s_r^i)[2Pr(\omega = 1|i = \frac{n+1}{2} - 1, s_r^i) - 1] = \sum_{t=0}^{n-1} [Pr(i = s_r^i)|s_r^i)(Pr(\omega = 1|i + 1) - Pr(\omega = 1|i))]
\]

(31)

We give numerical examples of the mixed-strategy equilibrium. Suppose a firm has 15 shares in total and the blockholder owns 4 shares and each of the other small shareholders has 1 share. Suppose the signals \( s_b \) and \( s_r^i \) are correct with probabilities \( p = \frac{4}{5} \) and \( q = \frac{2}{3} \) respectively. We draw a table to show the mixed-strategy equilibria when the blockholder can liquidate \( l \in \{1, 2, 3, 4\} \) shares.

The examples highlight our predictions. In particular, when the blockholder has 4 shares but only can liquidate 1 share, the blockholder prefers to sincerely vote for her signal yet the small shareholders prefer to strategically vote. The mix strategy of the small shareholders implies that the small shareholders have incentives to free-ride the information of the blockholder given the blockholder sincerely votes. Then, as the liquidity constraint becomes slack, the blockholder continually reduces the informativeness
of her vote. If the blockholder is able to liquidate all her holdings the probability that the blockholder’s votes are consistent with the state is 0.623.

Moving beyond concerns about liquidity, the inclusion of a blockholder to the basic model allows us to think about heterogeneity in voting between institutional shareholders and retail shareholders. To provide a comparable example, we again fix \( n = 15, p = \frac{4}{5}, q = \frac{2}{3} \). For the case of \( l = 4 \) there is another equilibrium. When the small shareholders sincerely vote, \( z^* = \frac{2}{3} \), the blockholder still strategically votes and further reduces the informativeness of her vote from \( z_b^* = 0.623 \) to \( z_b^* = 0.572 \). If the blockholder votes this way sincere voting is a best response for the small shareholders.

### 7 Related Literature

A large literature perhaps starting with the Marquis de Condorcet (1776) seeks to understand strategic voting in settings where agents possess private information about the desirability of choices. A key intuition is the finding by Austen-Smith and Banks (1996) that equilibrium behavior requires that in evaluating their information agents must also condition on the event that they are pivotal. This equilibrium phenomena has been shown to lead to interesting distortions and accounting for these distortions is central to work on institutional design, for example the choice of voting rule (Feddersen and Pesendorfer 1998, Duggan and Martinelli 2001, Meirowitz 2002). Recent work seeks to understand how sometimes fine differences in the informational environment effect the nature of voting behavior and whether information is efficiently aggregated when there are a large number of voters (Feddersen and Pesendorfer 1997, Bhatacharya 2013, Mandler 2012, Acharya and Meirowitz 2017). We maintain the most parsimonious if not canonical assumptions here abstracting from questions of rule choice. As a result, with-

<table>
<thead>
<tr>
<th>( n = 15, b = 4, p = \frac{4}{5}, q = \frac{2}{3} )</th>
<th>( z_b^* )</th>
<th>( z^* )</th>
</tr>
</thead>
<tbody>
<tr>
<td>( l = 1 )</td>
<td>0.800</td>
<td>0.642</td>
</tr>
<tr>
<td>( l = 2 )</td>
<td>0.778</td>
<td>0.639</td>
</tr>
<tr>
<td>( l = 3 )</td>
<td>0.671</td>
<td>0.619</td>
</tr>
<tr>
<td>( l = 4 )</td>
<td>0.623</td>
<td>0.603</td>
</tr>
</tbody>
</table>
out liquidity our model is one in which a natural pure strategy Bayesian Nash equilibrium would fully aggregate information. In otherwords, absent liquidity simple majority rule is the correct rule to use in our setting. An important caveat to work aimed primarily at the study of sincere voting is the finding in McLennan (1998) that for a common values problem there will exist optimal equilibria that aggregate information well. Our insight here is that with liquidity the game is not one of common-values and so his insight does not help to solve the problem.

The connections between strategic voting (in political economy) and shareholder voting are natural. Maug (1999), introduces proxy voting to this framework. Maug and Rydqvist (2008) consider natural questions about shareholder control in this setting. Levit and Malenko (2011) explore non-binding voting on shareholder proposal and Malenko and Malenko (2019) add shareholder information acquisition from proxy advisory firms. In these and other models of voting in finance the incentives of agents are limited to the policy choice at hand (the case of no-liquidity). We think subsequent work marrying the informational features of these papers to our setting with voting and trading might be particularly illuminating. In contemporary and mostly compatible work Li, Maug and Schwartz-Ziv (2019) find that shareholder voting is too heterogeneous to be explained by informational models and argue for models of opinions, “However, these [informational] models imply that shareholder’s beliefs converge after observing the meeting outcome, giving rise to lower volatility and volume after the meeting which is not inline with our evidence.” (page 6). Our point of departure is that when voting does not fully reveal the shareholders’ private information (as in all equilibria to our model), sufficient interim differences in beliefs persist to support active and heterogeneous trade. In this sense the logic of lemma 1 may represent a fruitful way for future theoretical work to explain.

Our, contention, however is not that there is not additional value to adding heterogeneous preferences or distinct filters for processing information to models of shareholder behavior.11. Rather, we think efforts to capture richer informational and preference environments need to keep track of the impact of trading opportunities on shareholder behavior and the ways that equilibrium information processing at the voting stage may effect strategic trading. Moving forward, we see promise in adapting features of the informational environment and market learning in Bannerjee and Kremer (2010) and Bollerslev et. al. (2018) to models that capture voting and trading.12. The logic behind lemma 1 is likely to hold in a much larger set of models.

11See also a separate empirical argument for heterogeneous preferences in Bolton et. al (2018)
12To be fair, the idea of building off these approaches appears in Liv, Maug and Schwartz-Ziv.
A theoretical perspective on our paper is that we situate the voting problem in a (slightly) broader strategic environment and see how this shapes incentives and equilibrium behavior in the voting problem. Earlier work in political economy, Razin (2003) and Meirowitz and Shotts (2009) considered strategic voting when voting determined not only the identity election winner but also the policy implemented by the winner. In this setting the identity of the winner is determined by a discontinuous function of votes and the strength of the voting mandate has a smoother impact on a payoff relevant term. In that literature this resulted in a softening of the importance of being pivotal the the structure of preference over mandates in those papers is quite dissimilar to the structure of preferences over vote counts here. Moreover, the finding of limited information transmission here is in contrast to finding of strong signaling in the earlier papers.

Beyond work on strategic voting in settings with imperfect information there are two other relevant sets of papers. Brav and Matthews (2011) recognize the potential for strategic choice of portfolio and voting behavior. They study the effects of empty voting by a single strategic actor that can acquire additional votes and then make call orders prior to voting. They show that there are incentives to deviate from one-share one vote and that the welfare consequences can go either way. But, because trading is not possible after the vote and informational rents cannot be created the possibility of incentives to vote against the firm’s interest cannot obtain. It is not difficult to see that in a natural extension of Brav and Matthews in which the strategic actor could buy or sell shares after voting is observed, the incentives presented here would appear. The new margin would involve trading off the probability of getting the right choice (noisy because of the noise voters) and the price at which new shares could be purchased. A large literature starting with Grossman and Hart (1980,1988) and more recently including Iaryczower and Oliveros (2017), Dekel and Wolinsky (2011), Harris and Raviv (1988), and Blair, Golbe and Gerard (1989) explores the relevance of acquiring votes and vote buying in corporate control contests. Insight about the difference between efficiency and shareholder profits as well as some of the interesting tradeoffs associated with deviations from one share-one vote are studied. The particular tensions to vote against the firms’ interest in expectation of optimal trading behavior, however do not surface in these studies but extensions to include post vote trading are possible.

more effective. Admati and Pfleiderer (2009), Edmans (2009), and Edmans and Manso (2011) show investors exit by liquidating their shares and this is a governance mechanism in itself. The empirical literature around this question also yields mixed findings. Edmans (2013) demonstrates stock liquidity has a positive effect on blockholder governance. But Back, Li, and Ljungqvist (2015) shows greater liquidity negatively impact governance on average. In this work the focus is on the direct result of selling and not voting. None of this papers consider the potential for incentives created by liquidity to distort voting and thus impact governance. Our paper finds the ability of shareholders to change their portfolios shortly after voting weakens their incentives to vote informatively and thus reduces the informativeness of corporate voting. In the equilibria where voting is consensual we see a severe breakdown of shareholder oversight. In the extension with a block we find that reducing liquidity improves the informativeness of voting. Our analysis, therefore provides guidance on the potential harm from a particular form of liquidity. One way to make voting more effective may be to increase liquidation costs following important votes.

8 Conclusion

The starting point here is that shareholders do not have an absolute incentive to maximize the value of the firm that they have a stake in. Starting instead with the primitive assumption that shareholders as investors seek to maximize their returns, the possibility of trading introduces a potential wedge. In settings where shareholders can possess private information, incentives to use this information in their trading behavior and not reveal it when voting may lead to distortions in corporate policy-making. Equilibrium forces must balance out these incentives and accounting for this provides an explanation for uninformative voting even when shareholders have access to high quality information. Moreover, because differences in private information may remain present at interim stages of the model, shareholders may be seen to behave heterogeneously in the market. We note, the presence of pooling equilibria in which there is no uncertainty about the voting outcome may match up with received wisdom that shareholder votes typically serve as a rubber stamp on the decisions made by management. Moreover, in all the equilibria found here, correlations between market prices and votes should be weak (to non-existent) and shareholders should be heterogeneous in their post vote market behavior. A casual reading of the empirical literature supports these predictions.
Importantly, the inefficiencies that stem from the shareholders dilemma do not stem from mis-alignment between votes and shares or vote-trading—the topic of much theoretical, empirical and policy oriented research. The analysis in our paper does, however, provide some guidance for policymakers to consider. Our analysis isolates reductions of liquidity following important votes as a possible policy lever for influencing the efficiency of governance.

Accounting for the shareholders dilemma in studies of shareholder voting in which there is any informational component may prove valuable. In work on information acquisition, rule choice, mergers and vote trading the default assumptions on shareholder objectives may be inconsistent with a broader perspective of the shareholders choice environment. To be sure, the model is sparse. In the interest of abstracting away from features that are already well understood in the classical voting literature we have worked with an informational environment that is as simple as possible: signal qualities are the same in either state and across all actors. Moreover, we have abstracted away from asymmetries in the number of shares owned by voters. Finally, we have ignored considerations that involve direct communication between shareholders, but preliminary work makes clear that adding these features does not make the potential for generating informational rents by strategic voting and and extracting them by strategic trading go away. Instead inclusion of this possibility is likely to provide richer and more nuanced assessments than extant work provides.

\[\text{13}\text{See for example Maug (1999) for work incorporating some of these features in the standard informational voting model without a trading stage.}\]
References


