

Perlindungan hukum bagi kepentingan pemegang saham publik dalam go private perseroan terbuka (analisis kasus : PT Merck Sharp Dohme Pharma TBK) = Legal protection for the interests of public shareholders in going private transaction of public company (case analysis: PT Merck Sharp Dohme Pharma TBK)

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Abstrak

Tesis ini membahas mengenai go private perseroan terbuka dan perlindungan hukum bagi kepentingan pemegang saham publiknya. Go private merupakan proses dimana suatu perusahaan terbuka melakukan perubahan statusnya kembali menjadi perusahaan tertutup. Hingga saat ini belum ada peraturan khusus mengenai go private di Indonesia. Namun Undang-Undang Perseroan Terbatas, Undang-Undang Pasar Modal dan berbagai peraturan bursa, mengatur tahapan go private yang harus dipenuhi yaitu persetujuan RUPS Independen, penawaran tender, paska penawaran tender dan delisting. Kasus yang dianalisis dalam tesis ini adalah go private PT Merck Sharp Dohme Pharma Tbk, dengan menitikberatkan pada pembahasan perlindungan terhadap pemegang saham publik yang merupakan minoritas yaitu perlindungan dalam aspek keterbukaan informasi, penawaran tender, serta dalam hal pemegang saham publik tidak setuju atas rencana go private perseroan. Penelitian tesis ini merupakan penelitian normatif dan menggunakan data sekunder, yaitu data yang diperoleh langsung melalui penelusuran kepustakaan atau dokumentasi.

<hr>This thesis mainly discusses the process of going private by public company and the legal protection granted to its public shareholders. Going private is a transaction by which a company changes its status from a public company into a private company. To date, there is still no special regulation regarding going private in Indonesia. However, the Limited Liability Company Law, Capital Market Law and various stock exchange regulations specify several stages that should be completed in order to go private, namely: the approval of the Independent Shareholders General Meeting, tender offer, post tender offer and delisting. The case analysis in this thesis is the going private transaction of PT Merck Sharp Dohme Pharma Tbk, highlighting the aspects of legal protection for its public minority shareholders which are disclosure of information, tender offer, as well as in the case of public shareholders disagreement on the company's plan to go private. This thesis is a product of normative research and utilizes secondary data which are obtained from literatures or documents.