



CRITICAL FACTORS FOR IP DUE DILIGENCE

Internal Engagement, Managing Outside Counsel, and Defining Success

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CRITICAL FACTORS FOR IP DUE DILIGENCE

- IP diligence for an M&A transaction, collaboration, or other strategic arrangement should be a key consideration and an integral part of valuing the opportunity
- Conducting IP diligence should include an analysis of the **risks** and **opportunities** in order *to inform* **decision makers** on matters that could impact a deal

CRITICAL FACTORS FOR IP DUE DILIGENCE

Topics we will cover

- **internal engagement** - scoping the project and setting expectations
- **managing outside counsel** - conducting a comprehensive intellectual property portfolio diligence and provide actionable information
- **communication** - thoughts on communicating with the team so appropriate business decisions can be made

ENGAGING WITH INTERNAL BUSINESS TEAM

- IP due diligence can be part of a variety of deal types
 - M&A transaction, collaboration between entities (companies, Universities, etc.), other strategic arrangement
- These deals can be championed by different interests within the company, which may result in different management structures and **different sensitivities and needs** – not all deals are the same, so **be flexible** and be willing to tailor your approach!

ENGAGING WITH OUTSIDE COUNSEL

- Outside counsel plays a key role in IP due diligence and provides bandwidth and expertise in key areas
- Communicate and iterate
 - Diligence plans and focus can change quickly – make sure OC is aligned
 - Make plans – ask questions – modify plans

DRIVING APPROPRIATE BUSINESS DECISIONS

- *Informing* the internal business team and key **decision makers** about **risks** and **opportunities** associated with IP assets that may impact the deal is a critical element for helping the company drive towards the appropriate business decision

DEFINING SUCCESS OF THE IP DILIGENCE

- Success of an IP due diligence project can be defined in many ways
- Regular post-mortem reviews provide an opportunity to identify **ways to improve**

QUESTIONS & ANSWERS

