



The Impact of Corporate Structure Change on Intellectual Property

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Outline

- Strategic Considerations
- Asset-Related Issues
- Employee-Related Issues
- Third Party Issues
- Payment Issues
- International Issues
- Governmental Funding Issues
- Post-Closing Considerations
- Practice Points

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Strategic Considerations

- When should a deal be a license, asset purchase, or equity purchase?
 - License
 - Is it better to acquire or license the asset?
 - What does the acquirer actually need?
 - Asset purchase
 - How will the parties share or separate development activities?
 - Is there a plan to transition services, such as supply and manufacturing?
 - Who will get what rights in a noncompete?
 - Are the target's material contracts assignable in an asset purchase?
 - Equity purchase
 - What liabilities will the acquirer be taking on?

Strategic Considerations

- What content is transferred in the deal?
 - Is the target also supplying support, such as know-how?
- Is a noncompetition/nonsolicitation agreement included?
 - Considerations in the semiconductor industry
- What will be the scope of due diligence for the deal?
 - When is heightened due diligence important?
 - What should heightened due diligence include?
- How do these factors change when one party is a small company and the other is large?
 - How does it change when both are small? When both are large?

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