



# The Impact of Corporate Structure Change on Intellectual Property

Margaret Sampson, Partner at Baker Botts L.L.P.

Erin Thomson, General Counsel at Shattuck Labs, Inc.

Kim Vo, Direct of Legal at Advanced Micro Devices, Inc.

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## Outline

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- 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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2

## Strategic Considerations

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- 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

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- 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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23<sup>rd</sup> Annual Advanced Patent Law Institute session

"Women in IP Friday Breakfast Presentation: The Impact of Corporate Structure Change on Intellectual Property"