

# Strategic Transactions & Licensing

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**We help venture-backed companies to develop, acquire, and monetize technologies — and to navigate the strategic transactions that help them grow.**

**With the largest team in the world focused on licensing, strategic partnering, commercial transactions, and data privacy for emerging company/venture capital (EC/VC) companies and funds, we come to the negotiating table with serious firepower.**

Transactions and commercialization counsel for businesses in the innovation economy.

We understand the changing risks and opportunities that come with rapid growth, and we help clients to chart a pathway for growth that steers clear of the legal and business obstacles that investors and acquirers care about most.

**We know your situation.** We know what it takes to transact with the major players and investors in a wide range of technology sectors, and we help clients avoid pitfalls that can become barriers to future deals or block off exit strategies.

**Reducing friction and delivering results.** We understand the structures and strategies that produce win-win deals and have extensive experience representing high-growth companies in negotiations with most of the Fortune 500 and dozens of other well-known companies.

**We close deals.** We negotiate thousands of deals each year, and we scale our services to each client's needs — from developing form agreements for bread-and-butter software license and SaaS agreements, to identifying and negotiating the high-level, strategic, and bet-the-company issues involved in complex, bespoke, partnership and collaboration deals.

**We have unparalleled industry knowledge.** We have advised on transactions across a range of sectors, including AI, software, SaaS, cybersecurity, consumer products, fintech, healthtech, foodtech, insurtech, media, adtech, and hardware, as

well as disruptive technologies and business models including open source, blockchain, crypto, and web3.

## Early-Stage – Strategic Insights

Founded and formed specifically to provide legal counsel to the EC/VC ecosystem, our firm has unmatched experience advising early-stage companies (and funds investing in those companies) on strategic pathways for growth.

**“Outside in-house counsel.”** We plug into our clients’ management teams, using our reservoir of operational and deal knowledge to provide practical, business-minded, and actionable advice not otherwise available to early- and mid-stage companies.

**Cost-effective.** We know that early-stage companies live or die by their ability to use capital efficiently. As we identify business and legal challenges, we seek the path forward that is the most effective and cost-efficient, explaining the costs and benefits associated with the options we provide.

**Strategic operational advice.** We learn our clients’ businesses and products so that from our very first conversations, we can address the business issues and organizational and commercial questions you are thinking about, in a range of areas including navigating potential conflicts during entity formation, securing your intellectual property rights, streamlining financing diligence, customer and vendor agreements, data rights and obligations, and efficiently navigating regulatory compliance, among others.

## Growth-Stage – Building Unicorns

As our clients mature, we're there to shepherd the significant domestic and international deals that propel their growth — often the very deals that turn our clients into household names. We provide strategic business and legal advice, even creating new business models to bring products to market. This work involves:

- **Complex strategic transactions**, bringing state-of-the-art industry-wide knowledge to negotiate strategic deals with the biggest corporations on the planet and helping our clients to partner with and acquire companies that facilitate their plan for growth.
- **Providing strategic advice about commercial transactions**, both to create efficiencies in day-to-day contracting and advise on practical risks—helping you reduce unnecessary cycles during negotiations.
- **Licensing and channel partner agreements**, advising on both inbound and outbound agreements as well as strategic approaches to managing and commercializing intellectual property and data.
- **Enabling your in-house legal teams to leverage our deep bench of forms and experience**, as you grow and bring legal resources in-house.
- **Planning for exit**, helping our clients plan for any future outcome, including buy-side and sell-side transactions or an eventual IPO.

## Navigating the Exit: M&A or IPO

Our side-by-side experience of counseling investors and funds, as well as companies, gives us unique access to the full range of business and legal dynamics in play as founders and VCs collaborate to achieve successful outcomes.

**Milestones.** We know from first-hand experience the milestones that innovators have aspired to and reached, and we leverage this experience to advise our clients as they embrace increasingly sophisticated cycles of growth.

**No surprises.** No matter what stage of growth your company has achieved, you don't want surprises. We conduct due diligence on behalf of founders and owners to identify any legal or regulatory issues before they can disrupt a transaction. We know what early- and middle-stage investors and funds are looking for, and what companies at all stages can do today to ease the path toward a merger, an acquisition or an eventual IPO.

## Types of Strategic Counsel

We leverage unmatched business knowledge and sophisticated insights gained through repeated negotiations against the biggest companies in tech and other industries. Working on thousands of strategic transactions each year, we advise clients on business and legal strategy in a full range of areas, including:

<ul style="list-style-type: none"><li>• Acquisitions and sales of assets (inbound and outbound), including asset transfers, spinouts, transition services, and reciprocal licenses</li><li>• Mitigating IP risks relating to training AI models</li><li>• Acquiring rights to use and own data</li><li>• Commercializing open source software and related business models</li><li>• International expansion</li><li>• Industry specific guidance, including health tech, fintech, insuretech</li><li>• Joint ventures and strategic alliances</li></ul>	<ul style="list-style-type: none"><li>• Licensing strategies and models</li><li>• Negotiating of letters of intent (LOIs) and term sheets in anticipation of a strategic deal</li><li>• Patent, trademark, copyright and trade secrets</li><li>• Open source software compliance</li><li>• Privacy, including developing a privacy compliance program, negotiating data rights, and addressing data breaches</li><li>• Trade secret protection and NDAs</li></ul>
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## Types of Business Operations Counsel

The depth and breadth of our team's knowledge and experience is unmatched by any of our competitors. We represent clients in negotiating a full range of commercial and strategic agreements, including:

<ul style="list-style-type: none"><li>• Customer and vendor agreements, including Master Service Agreements, SaaS Agreements, Evaluation/Beta/Trial Agreements and Support and Maintenance Agreements.</li><li>• End user agreements, including terms of use, end user licenses, and privacy policies</li><li>• Content and data licensing agreements</li><li>• Confidentiality and non-disclosure agreements</li><li>• Channel partner agreements, including Reseller Agreements, Referral Agreements, OEM License Agreements and Sales Representative Agreements</li><li>• Developer programs, product integrations and related agreements, including API License Agreements</li></ul>	<ul style="list-style-type: none"><li>• Hosting/cloud/data center agreements</li><li>• Referral agreements</li><li>• Research and development agreements</li><li>• Promotion and marketing agreements</li><li>• Master teaming agreements</li><li>• Development , Supply and Manufacturing Agreements</li><li>• Supply and Distribution Agreements</li><li>• Software and IP licensing Agreements</li></ul>
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