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| Friday, April 19**2013 BIO BUSINESS DEVELOPMENT BASICS** **COURSE OUTLINE**Hilton HotelChicago, IL. |
| WELCOME AND INTRODUCTIONS*Patricia Sinatra, Managing Director, Vector Strategic Advisors* *Faculty Chair and Moderator* | **8:15 AM – 8:30 AM** |
| MODULE 1: INTELLECTUAL PROPERTY*Faculty:* *A. Ken Weber, Partner, Kirkpatrick Townsend* *Steven G, Davis, Partner, McCarter & English** Categories of IP: patents, copyrights, trademarks, trade secrets
* Overview of patenting (i.e., what a patent is/isn’t, what is/isn’t patentable, requirements for patentability, patent term)
* Prosecution process
* Anatomy of a patent
* Overview of claims (i.e., what a claim is, types of claims, infringement, validity/enforceability)
* What are “Opinions of Counsel” and how are the used?
* Differences between US and other countries (i.e., research exclusion, first to invent)
* What to look for in due diligence
* Landmark Cases in Biotechnology & Pharmaceuticals
 | **8:30 AM – 12:00 PM***(Includes 30 minute break at 10:00 AM.)* |
| NETWORKING LUNCH | **12:00 PM – 1:00 PM** |
| MODULE 2: FINANCE CONCEPTS IN LICENSING*Faculty:* *Neel Patel, Practice Executive, Campbell Alliance**John Selig, Managing Director, Woodside Capital Partners** What is the role of Financial Modeling in Deal Valuation?
* Financial statement basics
	+ Content & purpose of balance sheet, income statement, cash flow statement
	+ Focus on issues common for biotech companies (e.g., R&D reimbursement, clinical batches, patents, goodwill)
	+ Interpretation – important metrics and ratios
* Types of Valuation Methodologies
	+ Cost-based
	+ Comparables
	+ NPV based
	+ Advanced methodologies (e.g., Monte Carlo analysis, real options)
	+ Limitations of modeling
* Details on how to calculate probability-adjusted NPV

*FINANCE CONCEPTS, CONTINUED** + Estimating inputs
		- Sales forecasting (i.e., incidence/prevalence, penetration/market share, pricing)
		- Commercialization expenses (i.e., sales force, marketing expenses, pre-launch ramp-up)
		- Development costs (i.e., pre/clinical development, cost of clinical supplies)
	+ Estimating risk
		- Cost of capital
		- Probability of technical success
	+ Sensitivity analyses
* Case study
 | **1:00 PM – 5 PM***(Includes 30 minute break at 3:00 PM.)* |
| NETWORKING RECEPTION |  **5:30 PM** |
| Saturday, April 20 |
| MODULE 3: CONTRACT BASICS*Faculty:* *Steven Barrett, Partner, WilmerHale**Christopher Lynch, Director Licensing and Acquisitions, Abbvie** What is a contract?
* Licensing structures
	+ Technology licensing deals
	+ Out and In-Licensing
	+ Collaborative (co-dev/co-promotion)
	+ Joint Ventures
	+ Manufacturing and Supply
* Typical contracts
	+ Confidentiality Agreements
	+ MTAs
	+ Definitive Agreement
* Contract Anatomy
	+ Common contract definitions
		- License Grants
		- Non-Compete/Exclusivity concepts
		- Financials
		- IP Issues (e.g., prosecution/maintenance, infringement, improvement grant backs)
		- Governance
		- Dispute Resolution
		- Insurance and Indemnification
		- Reps and Warranties
		- Term and Termination
 | **8:30 AM – 12:00 PM***(Includes a 30 minute break at 10:00 AM)* |
| NETWORKING LUNCH | **12:00 PM – 1:00 PM** |
| MODULE 4: STRUCTURING AND MANAGING STRATEGIC  ALLIANCES*Faculty:* *Rekha Hemrajani, VP Head of Licensing and M&A* *Onyx Pharmaceuticals**Clare Ozawa, Ph.D., Chief Business Officer, Inception Sciences*What are strategic alliances?* + Types of deal structures (i.e., licenses, research collaborations, 50/50)
	+ Why partner? When to partner?
	+ Review examples of recent alliances
	+ Case Study

What is the process? (Focus on BD person’s role)* + Deal planning (i.e., strategic needs, internal consensus, guiding principles, data package & presentation preparation)
	+ Preparing for the initial contact
	+ Preparing the term sheet
	+ Due diligence (i.e., IP, science/technology, capabilities/site visits)
	+ Finalizing the deal
	+ Communication planning (i.e., internal, partner, public disclosures)
	+ Implementation
 | **1:00 PM – 5:00 PM***(Includes a 30 minute break at 3:00 PM)* |
| Sunday, April 21 |
| MODULE 5: COMMUNICATING THE DEAL*Faculty:* *Peter Giuliano, Founder and Chairman. ECG, Inc.** Effective presentations
	+ Managing content (e.g., what goes in a presentation,
	+ make sure it tells a story)
	+ Managing format and style (e.g., consistency across multiple presenters)
	+ Basics of delivering a presentation
	+ Other practical tips (e.g., clear your desktop, bring presentation in at least two formats)
* Meeting planning & preparation
* Cross-cultural negotiation
	+ Differences across companies (e.g., goals, attitudes, personal styles, communication styles, time sensitivity, emotionalism, agreement form,

agreement building, team organization, risk taking)* + Differences across countries
* Managing internally (team members, expectations)
 | **8:30 AM – 10:00 AM** |
| NETWORKING BREAK | **10:00 AM – 10:30 AM** |
| MODULE 6: NEGOTIATION AND INFLUENCE STRATEGIES*Faculty:* *Jake Schaible, Toscana Ventures**Anjan Aralihalli, Senior Director, Corporate Development**Shionogi** What is negotiation?
* Preparing for negotiations
	+ What is the goal?
	+ What is your target? BATNA?
	+ What is your first offer?
* Negotiation strategies & techniques
* Workshop
	+ Case Study
 | **10:30 AM – 12:00 PM** |
| NETWORKING LUNCH | **12:00 PM – 1:00 PM** |
| MODULE 6: *NEGOTIATION AND INFLUENCE STRATEGIES,*  *CONTINUED* | **1:00 PM – 3:55 PM***(Includes a 30 minute break* *at 3:00 PM)* |
| MODULE 7: FROM SOURCING TO IMPLEMENTATION:  THE BIG PICTURE*Faculty:**Gary Cupit, CEO, Somnus Therapeutics**Patricia Sinatra, Managing Director, Vector Strategic Advisors** Due diligence and alliance management
* If there isn’t a market, what is there?
	+ Positioning and differentiating your asset
* Getting in the door: key take away points
	+ Non confidential/confidential overviews
	+ Term sheet and definitive agreement points
* Resources for the licensing executive
 | **4:00 PM – 4:55 PM** |

**WRAP – UP 4:55 PM – 5:00 PM**