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| Friday, April 19  **2013 BIO BUSINESS DEVELOPMENT BASICS**  **COURSE OUTLINE**  Hilton Hotel  Chicago, 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**