

HAUG PARTNERS

IP DUE DILIGENCE



COMPREHENSIVE AND SPECIALIZED DUE DILIGENCE FOR COMPLEX TRANSACTIONS

Innovation and technology-based companies have recognized over the past decade that properly and effectively conducting due diligence requires a unique set of skills and the allocation of dedicated professionals to exercise those skills. As companies throughout the science and high-tech industries are looking more and more at acquisitions, licenses and collaborations to promote growth, the stakes placed on those deals have never been higher. And the risks of making the wrong deal, or passing on the right deal, have never been greater. The complexity of deals has grown right along with the risks associated with transactions, as buyers attempt to modify and diversify their risk profiles and sellers strive to maximize the value of their assets. It is that rise in deal stakes and sophistication that has led to the evolution of specialized due diligence personnel and teams at innovative companies to take the lead in evaluating potential transactions.

COMPREHENSIVE AND SPECIALIZED DUE DILIGENCE FOR COMPLEX TRANSACTIONS (CONT.)

Where companies have gone, most law firms have failed to follow. While companies have recognized the need for internal professionals and teams experienced and skilled in the due diligence process, most law firms continue to assign due diligence projects to either transactional attorneys who lack the technical skills and industry expertise necessary to properly understand the value of the assets that are the subject of the transaction, or to technical attorneys who can not appreciate the deal structure and lack deal experience. The former leads clients to be advised on deal risks by transactional attorneys that may fundamentally misunderstand and fail to capture key risk elements. The latter, technical attorneys, lack the experience in coming up with the risk mitigation strategies necessary to work through complex and important deals.

Haug Partners has long recognized the value dedicated due diligence attorneys can add to any deal and transaction. While each team member is an expert in their particular areas of law, whether intellectual property, commercial, antitrust or regulatory law, each team member also has specialized experience in conducting due diligence investigations and working together to take a multi-disciplinary approach to due diligence projects.

RISK IDENTIFICATION; RISK VALUATION; RISK MITIGATION

Any due diligence begins with identifying the risks in any potential transaction or investment opportunity. There are of course basic tools every competent attorney can use to identify the obvious legal and commercial pitfalls. The risk identification process at Haug Partners goes beyond the clear and obvious to identify the hidden and unexpected. Our experience dedicated to the due diligence process means we know where issues can be lurking and our multi-disciplinary approach allows us to reach beyond the myopic vision of counsel only familiar with a single specialty.

No deal worth doing comes without risk. Identifying that risk is the first step in any due diligence process, but all risk needs to be put in context. Every third party patent, every previous commercial deal, every regulatory hurdle, and every uncertainty in product development, raises the risks associated with every potential partner or deal. But it is the deeper understanding of those matters that allows our due diligence professionals to distinguish between risks that are deal-altering or deal-preventing from risks that are expected and customary in the industry. At Haug Partners we identify the possible risks in every deal and then assist our clients in evaluating its likelihood and magnitude, and valuating the cumulative risks associated with the deal.

At Haug Partners, our due diligence teams view risk as a challenge; an obstacle to be overcome in reaching towards a beneficial transaction. We are not just tasked with identifying potential problems, but in finding solutions and alternatives. All deals, at their core, require a degree of risk allocation. All deals have risks that need to be identified and valuated, and then that risk must be allocated between the parties. Our due diligence teams use our deep understanding of our clients' business and industry to work hand in hand with our clients' deal teams to come up with structures to allocate deal risk and devise strategies to mitigate the identified risks.

WIDE RANGE OF MATTERS; WIDE RANGE OF ENGAGEMENTS

The attorneys at Haug Partners have experience in drafting and negotiating a large variety of license, asset purchase, development, manufacturing, commercialization, and collaboration agreements. And our transactions and due diligence teams often provide a one-stop solution for our clients to provide comprehensive deal representation from initial deal terms through the due diligence process and drafting and negotiating final agreements. We have also successfully worked in collaboration with many other law firms, including some of the largest, and most well-known national and international law firms. In that capacity, Haug Partners has conducted the due diligence for multi-billion dollar financing, securitization, product acquisition and M&A deals, including some of the largest public company acquisitions.

REPRESENTATIVE TECHNOLOGIES

ELECTRONICS

- Digital imaging
- Identity and user authentication
- Drone and UAV

SOFTWARE

- Networking/Data structure libraries
- Machine learning
- User interface
- Open source software
- Real-time distributed control systems software

TELECOMMUNICATIONS

- GPS
- 5G networks

TRADEMARK

- Global trademark portfolio

AUTOMOTIVE

- Hybrid engines
- Control systems
- Vehicle interface

SEMICONDUCTORS

- Chip manufacturing
- CMOS image sensors

INDUSTRIAL AUTOMATION

- Industrial internet of things
- Linear synchronous motors

ENERGY

- Power grid voltage and current sensors
- Data center systems
- Photovoltaic systems

ONCOLOGY

- Biomarker platforms/diagnostics
- Antibody drug conjugates
- Small molecules

CARDIOVASCULAR

- Hypertension
- Angina
- Cholesterol control
- Cardiac nuclear stress test

DERMATOLOGY

- Psoriasis
- Actinic keratosis

DRUG DELIVERY

- Inhalation
- Supercritical fluid processing
- Micro/Nano particles

MEDICAL DEVICE

- Catheters and stents
- Implanted devices
- Respiratory assistance and rescue

OPHTHALMOLOGY

- Drug delivery
- Cell therapy
- Oligonucleotides
- Biologics/biosimilars

REGENERATIVE MEDICINE

- Hepatocyte growth factor product
- Regenerative medicine skin product
- Biologic wound healing products
- Vascular regenerative medicine products

HAUG PARTNERS



ED HAUG
Chairman

Ed is the Chairman of Haug Partners LLP and was a founding member of the firm in 1997. The firm has offices in New York City, Boston, and Washington D.C. and focuses on intellectual property, antitrust, FDA and commercial litigation among other complimentary practice areas. Ed was recently a member of the CAFC advisory council to Chief Judge Prost and is Past-President of the FCBA. He is a “ranked trial lawyer” by Chambers and a member of the National Association of Distinguished Counsel.



SANDRA KUZMICH, PH.D.
Managing Partner

Dr. Kuzmich is the Managing Partner at Haug Partners. Her practice focuses on patent litigation and strategic intellectual property counseling in the areas of pharmaceuticals, chemicals, and biotechnology. Recognizing that product life-cycle management is continuous and dynamic, she develops, manages, and protects diverse patent portfolios, taking into consideration a client’s immediate and long-term business objectives. Her extensive experience in pharmaceutical patent litigation allows her to offer a distinctive approach to protecting and maximizing the value of intellectual property assets. She specializes in counseling clients on how to obtain strong and diverse intellectual property protection on pharmaceuticals and biological products during early research, and how to expand and defend that protection throughout development, product launch, and beyond.



ANDREW WASSON
Partner

Andrew is a partner in the firm’s New York office. Andrew has a broad range of experience in both the brand and generic side of pharmaceuticals, especially with respect to issues involving intellectual property law and regulatory law. Having grown up with a father who is a patent lawyer, Mr. Wasson has been involved in patents in one way or another for the better part of his life and has the advantage of being able to deal with complex patent law concepts in a very natural way. Mr. Wasson is registered to practice before the U.S. Patent and Trademark Office and has published extensively in both scientific and legal literature. Mr. Wasson also serves on the Editorial Advisory Board for FDLI’s Update magazine.



ROBERT COLLETTI
Partner

Robert is a partner in the firm’s New York office and a member of the firm’s leadership group. He has an electrical engineering background and extensive experience in all aspects of patent counseling and litigation. Mr. Colletti has represented individual inventors, financial institutions, and companies that range from startups to large corporations regarding the procurement and enforcement of their intellectual property. He has litigated numerous patent infringement actions before federal district and appellate courts, as well as the International Trade Commission. Throughout his career, Mr. Colletti has represented clients in a wide variety of technologies including semiconductor manufacturing, electronic and automotive technologies, consumer products, and pharmaceuticals.