

## IP & Technology M&A Due Diligence

Mergers and acquisitions are a key consideration for the exit strategies of technology companies as well as the growth plans for expanding companies. Our Intellectual Property and Technology (IP&T) team works closely with our transactional attorneys to provide effective due diligence investigations and negotiations of critical intellectual property representations and warranties in M&A and financing deals. We combine technical acumen and a deep understanding of our clients' businesses to help clients value IP assets and appropriately understand and allocate transactional risk.

Our team takes a coordinated approach to due diligence to assess and value complex IP portfolios, including patents, trademarks, copyrights and trade secrets. We work closely with valuation consultants and company personnel to provide a complete roadmap for asset value and risk allocation. We assist clients in shoring up their IP portfolio prior to an anticipated sale or round of financing.

### **M&A NEGOTIATION**

Our IP&T team plays an important role in complex M&A transactions. We assist in defining the scope of intellectual property covered and drafting and negotiating representations and warranties covering IP assets. We provide guidance on deal structure to effectively commercialize IP assets and allocate risk. We also draft and negotiate ancillary documents such as assignments, licenses and transition services agreements.

### **TRADITIONAL INTELLECTUAL PROPERTY DUE DILIGENCE**

We have long assisted buyers and sellers in preparing for and conducting due diligence investigations involving patents, copyrights, trade secrets, trademarks, domain names and other forms of proprietary assets. Our team can efficiently review and analyze USPTO records, conduct searches and provide freedom to operate and enforceability opinions. We evaluate the chain of title for IP assets and help correct any gaps or other problems.

### **CYBERSECURITY, DATA PRIVACY & SOFTWARE DUE DILIGENCE**

Many M&A transactions derive a significant amount of value from software and data assets. Even companies outside of the software field rely on software technology and data assets to drive the bottom line. Our due diligence services go beyond traditional IP assets to focus on portfolios of software code,

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business methods, business data and personal data.

We review policies and agreements with employees and contractors to ensure a clean chain of title and detect potential security, ownership and infringement risks in the development process. We work internally and with third party vendors to analyze code repositories for open source compliance risk and copyleft implications. Attorneys help identify cybersecurity risks and appropriately allocate these risks in transaction documents. Our team also analyzes the collection and use of personal information to help acquiring companies ensure that data assets will continue to have value post transaction.

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## RELATED CAPABILITIES

Corporate Finance

Cybersecurity & Data Privacy

Intellectual Property & Technology

IP & Technology Transactions

Mergers & Acquisitions

Private Business

## NEWS

*St. Louis Small Business Monthly* Selects David S. Kim to Top 100 List

04.03.2024

Stinson's IP Attorneys Examine USPTO Guidance on AI, Patentability and Inventorship in *IPWatchdog* Article

02.23.2024

Stinson Adds Cybersecurity and Data Privacy Attorney to Dallas Office

11.30.2023

Morgan Johnson Voted Chair of BAMSL Patent, Trademark & Copyright Section

04.05.2023

Robert Bain, David Kim Named to "Best IP Attorneys" by *St. Louis Small Business Monthly*

01.11.2023

Eleven Attorneys Elected to Partnership at Stinson in 2023

01.05.2023

Three Stinson Attorneys Named to IP Law "POWER LIST"

12.12.2022

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Christina Arnone, Bill Everding and Sarah Lintecum Struby Recognized as Up & Coming Attorneys by *Missouri Lawyers Weekly*

08.22.2022

Robert Bain Featured in *St. Louis Small Business Monthly's* "Top 100" Edition

04.01.2022

Robert Bain Named to "Best IP Attorneys" by St. Louis Small Business Monthly

01.05.2022

Ten Stinson Attorneys Named 2022 Lawyers of the Year by *Best Lawyers in America*

08.19.2021

Robert Bain, Paul Tietz Named Best IP Attorneys by *St. Louis Small Business Monthly*

01.10.2020

### PUBLICATIONS

USPTO Issues Guidance for Determining Inventorship in AI-assisted Inventions

02.26.2024

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