

Services

Technology Transactions

Practice Contacts

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Every business – of every size and in every industry – acquires and uses technology products and services by means of contracts. Vorys' technology transactions team represents clients in the full range of strategic planning, commercialization, policy creation, form-contract development and complex contractual negotiations for existing and evolving new technology products, services and delivery models.

Who We Represent

We work with key technology providers and customers across a wide array of industries, know the relevant tools and applications, and help clients protect their proprietary and data assets – all while exploiting the innovations driven by Cloud platforms, eCommerce data analytics and other new and emerging technologies.

Vorys has substantial experience working on technology-related deals in the retail, manufacturing, health care and financial services sectors, but we assist clients in all industries and on both the provider-side and the customer-side of technology transactions.

Our 360-Degree Approach

We guide the full spectrum of companies – from emerging start-ups to mature businesses – in navigating through evolving technology trends and terminology, protecting their intellectual property, realizing returns on their technology systems and outsourcing investments, and obtaining quality development and implementation services.

Through our decades of experience working on technology transactions, Vorys understands that all new technology systems, products and services are inter-related to other existing and future ones – and also inter-related to other facets of a company's business. We keep that in mind on each matter we work on, regardless of size, and help guard against unforeseen pitfalls by identifying inter-dependencies and properly allocating associated risks and responsibilities.

Vorys' technology transaction lawyers work seamlessly with other Vorys practice groups to meet the demands of our increasingly technology-based world and its impact on regulatory compliance. Our teams work collaboratively to integrate necessary expertise and disciplines, such as corporate, finance, human resources and tax – in a cost-effective and efficient manner.

Key Areas of Focus

Cloud Services

The Cloud has revolutionized the delivery and consumption of technology, as well as its further creation. Practical advantages of the Cloud come, however, with additional sets of risk – such as privacy regulations, data and information security, uptime and service levels, broader and larger types of liabilities, linked additional terms and conditions, and termination and transition considerations.

We know and negotiate agreements with major Cloud providers, including SAP, Oracle, Amazon Web Services, Salesforce, and Workday.

Cloud-related services agreements and associated attachments that we regularly draft and negotiate:

- Software-as-a-Service (SaaS)
- Information security
- Data Privacy Addenda
- Internet-of-Things (IoT)
- Databases
- Service level agreements
- Hosting / Co-location
- Hardware
 - Telecommunications

REPRESENTATIVE MATTERS:

- Multi-year enterprise PaaS and SaaS subscriptions for a variety of clients transitioning from on-premises to Cloud solutions
- Oil and gas company's IoT solutions for in-field machine monitoring
- Health care systems' and hospitals' cloud-based solutions
- Cloud-based enterprise order management solution for a national retailer

eCommerce

Vorys' technology transaction attorneys identify compliance requirements and emerging legal issues in our clients' eCommerce operations and advise on a myriad of practical and transactional-based methods to minimize risks – whether for internal company operations or external relationships with suppliers and

customers.

As much as any transactional area, e-commerce demands an interdisciplinary approach – and Vorys' technology transaction team works seamlessly with other Vorys attorneys to address shipping, inventory, sales and Uniform Commercial Code, tax and insurance issues.

eCommerce issues and agreements that we advise on and negotiate:

- Payment card processing and payment gateways
- Encryption, data security and data transfer
- Website and mobile app design and development
- Website hosting
- Website and mobile app privacy policies, terms of use and terms of service
- Electronic gift cards
- Online purchasing and supplier auctions
- Direct-to-consumer eCommerce platforms
- Consumer personalization
- Advertising and marketing agreements
- Online content sharing
- Distribution through mobile applications
- Online and mobile advertising networks
- Social networks

REPRESENTATIVE MATTERS:

- Structuring and negotiating multi-faceted website and mobile retailers' sites, customer-facing experience, payment processing, inventory and shipments
- Tokenized payment authorization and settlement solution for international company
- Customer data platform and digital marketing personalization solutions for retail clients
- Cloud-based solution for managing and deploying influencer marketing campaigns

Outsourcing, Development and Consulting Services

Technology outsourcing, development, implementation and consulting services initiatives are multi-faceted and often involve personnel throughout an enterprise, as well as a variety of contractors and vendors.

Our attorneys regularly structure arrangements for retailers, insurance companies, major utilities, health care providers and financial institutions, among others, that find it cost-effective to outsource their IT staffing, data processing, call-center services and record retention to third parties.

We help make sense of the complex flow of obligations and proprietary rights and assist our clients in understanding how technology-related services implicate intellectual property rights (including copyright, patent and trade secret) and the need to protect confidential information.

Vorys' technology transaction attorneys are proficient at crafting agreements for software and systems development, consulting, implementation, integration and customization that are tailored to clients' particular needs:

- **For developers, providers and outsourcers**, we prepare form and customized services agreements that minimize customer negotiations and potential liabilities
- **For users, customers and buyers**, we structure key incentives and remedies with milestones and testing procedures, identify critical specifications, and minimize the risk of run-away project costs

Agreements that we regularly draft and negotiate:

- Consulting
- Outsourcing
- Development
- Implementation
- Non-Disclosure / Confidentiality
- Disaster recovery and business continuity

We know and negotiate agreements with major providers, including Accenture and IBM.

REPRESENTATIVE MATTERS:

- National restaurant chain's IT outsourcing of personnel and systems to major provider, with complex sets of inter-related transactional documents
- ERP and CRM implementations by dozens of manufacturers, retailers, and service industry clients
- Customer contact center outsourcing agreements for international retail clients
- Outsourcing of IT application build, run, test and maintenance services for Fortune 100 health care services company
- Start-up company developing and exploiting proprietary algorithms and assessment tools in the educational services field

Licensing and Distribution

Vorys' technology transaction attorneys prepare and negotiate all types of licensing and distribution-reseller agreements, including for:

- Software, in all areas, including Enterprise Resource Planning (ERP) and Customer Relationship Management (CRM)

- Open source code
- Data and other content
- Mobile applications
- Application programming interfaces (APIs)
- Proprietary rights
- Maintenance and support
- Source-code escrow and recovery-as-a-service
- Distribution and sublicense rights

For both licensors and licensees, we craft, negotiate, and advise on:

- Enterprise license agreements
- End user license agreements
- SaaS agreements
- Data collection and sharing agreements
- Mobile app license agreements
- Reseller and distribution agreements
- Escrow agreements
- Open source-code compliance

REPRESENTATIVE MATTERS:

- Licensing of core financial services software for banks and credit unions in support of traditional operations and mobile banking
- Software companies' forms for reseller and distribution and coordinating end user license agreements and related linked security and service level documents
- S. licensor of identity management solution in negotiating software license, implementation and support to major European banking institutions and manufacturing companies

Electronic Contracting and Signatures

Agreements and order forms regularly contain links to additional terms and conditions, which are binding, can change, and interrelate to other transactional documents.

Contracting is increasingly effectuated by on-line, click-to-agree and other methods of electronic assent.

Vorys' technology transaction attorneys help evaluate, institute and prepare e-contracting processes and policies.

We advise on best practices and legal frameworks, including the Uniform Electronic Transactions Act (UETA) as adopted by the states and the Federal E-Sign Act.

We know and negotiate agreements with major platform providers, including DocuSign.

Vorys also advises on associated e-record retention obligations and policies.

REPRESENTATIVE MATTERS:

- Franchisor's e-signature and e-records detailed contracting approval, guidelines and procedures utilizing different facets of an e-signature platform
- Banks with vendor platforms facilitating loan document execution and retention
- Policies and procedures for implementing platforms complying with e-signature and e-records laws, regulations and best practices for service industry, franchise and manufacturing clients

News

News, 1.2.2024

Vorys Elevates Ten to Partner

News, 12.12.2023

Vorys Advises Worthington Industries in its Steel Processing Spin-Off

News, 10.9.2023

74 Vorys Attorneys Included in 2023 *Columbus CEO's Best Lawyers*

News, 7.12.2023

New Episode of Vorys IP Podcast Discusses Litigation Disclosure Agreements

6.29.2022

59 Vorys Attorneys Included in 2022 *Columbus CEO's Best Lawyers*

News, 8.19.2021

116 Vorys Attorneys Named to 2022 *Best Lawyers in America* List; 34 Vorys Attorneys Named to *Best Lawyers'* "Ones to Watch" List

News, 8.20.2020

112 Vorys Attorneys Named to 2021 *Best Lawyers in America* List; 26 Vorys Attorneys Named to *Best Lawyers'* Inaugural "Ones to Watch" List

News, 11.7.2019

Vorys Receives 66 Tier One Rankings on 2020 U.S. News – Best Lawyers "Best Law Firms" List

News, 8.15.2019

More Than 100 Vorys Attorneys Named to 2020 *Best Lawyers in America®* List

News, 11.1.2018

Vorys Receives 77 Tier One Rankings on 2019 *U.S. News* – Best Lawyers "Best Law Firms" List

News, 12.5.2017

56 Vorys Attorneys Included on Ohio Super Lawyers and Rising Stars List

News, 8.17.2017

More Than 100 Vorys Attorneys Named to 2018 The Best Lawyers in America® List

News, 1.3.2017

Eight Elevated to Partner

News, 8.15.2016

More Than 100 Vorys Attorneys Named to 2017 The Best Lawyers in America® List

News, 3.29.2016

Ingram Quoted in *Convenience Store News* Story Titled "Nine Things You Should Do When Skimming Strikes"

News, 12.2.2015

More Than 60 Vorys Attorneys Included on Ohio Super Lawyers and Rising Stars List

News, 12.2.2015

Landolfi Speaks with NBC4 About Recent Data Breach Involving Children's Information

News, 9.9.2015

Gibson and Cohen Featured in *Corporate Counsel* Story Titled "Not Liking a Facebook IP Problem? Here's How to Fix It"

News, 8.17.2015

More Than 100 Vorys Attorneys Named to 2016 The Best Lawyers in America® List

News, 8.13.2015

Gibson Quoted in *Washington Post* Story Titled "What We Can Learn About Pharmaceutical Advertising From Kim Kardashian"

News, 1.28.2015

Landolfi Talks with WTVN's Joel Riley about Cybersecurity and Data Breach Issues

News, 12.3.2014

More Than 70 Vorys Attorneys Included on 2015 Ohio Super Lawyers and Rising Stars List

News, 8.18.2014

More Than 100 Vorys Attorneys Named to 2015 The Best Lawyers in America® List

News, 7.17.2014

Auge's "Gotchas of Technology Contracting" Featured on *InformationWeek*

News, 1.16.2014

Gibson Discusses Cyberbullying and Internet Issues on Morning News Program

News, 12.23.2013

Kahn Profiled in *Law360*'s Female Powerbrokers Q&A

News, 12.9.2013

Gibson Featured in Story on False Online Reviews

News, 12.4.2013

More Than 80 Vorys Attorneys Included on Ohio Super Lawyers and Rising Stars List

News, 11.20.2013

Gibson Featured as a Presenter in Social Media Mania

News, 11.1.2013

Vorys Receives 64 Tier One Rankings on 2014 *U.S. News* - Best Lawyers "Best Law Firms" List

News, 10.30.2013

Gibson Featured in Forbes.com Story Titled "Online Reputation: New Methods Emerge For Quashing Fake, Defamatory Reviews"

News, 9.27.2013

Gibson Featured in Cincinnati *Business Courier* Story Titled "Tempted to Give a Fake Online Review? This Attorney Says Don't Do It"

News, 9.18.2013

Gibson, Vorys Internet Defamation Practice Profiled in *Lead Cincinnati* Story Titled "Revealing the Face of the Attacker"

News, 8.26.2013

Gibson and Vorys Internet Defamation Practice Featured in Cincinnati *Enquirer*

News, 8.14.2013

More Than 100 Vorys Attorneys Named to 2014 *The Best Lawyers in America*® List

News, 5.24.2013

Thirty-nine Vorys Attorneys included in 2013 *Chambers USA* Guide

News, 5.9.2013

Gibson Featured in FOX19 Story on the Rise of Internet Defamation Cases

News, 4.4.2013

Kahn and Broz Quoted in *Privacy Law360* Story About Online-Tracking Class Action Suits

News, 1.25.2013

Kahn Quoted in *Columbus Business First* Story on Cyber Security

News, 12.17.2012

Vorys Attorneys Recognized as 2013 Ohio Super Lawyers and Rising Stars

News, 11.1.2012

Gibson Quoted in *Columbus C.E.O.* Story titled "Publicity Pitfalls"

News, 8.23.2012

126 Vorys Attorneys included in the 2013 *The Best Lawyers in America*® List

News, 8.17.2012

Vorys' Internet Defamation Practice Featured in Cincinnati *Business Courier*

News, 7.12.2012

Vorys Launches New Practice to Assist Businesses Being Defamed Online

News, 6.7.2012

Thirty-five Vorys Attorneys Listed in 2012 Edition of *Chambers USA*

News, 4.6.2012

Kahn and Airey featured in *Business First* Story on Columbus Attorneys With National Reputations

News, 12.16.2011

75 Vorys Attorneys Recognized as 2012 Ohio Super Lawyers and Rising Stars

News, 12.2.2011

Read the Fine Print Before you Buy Gift Cards

News, 6.10.2011

26 Vorys Attorneys Featured in 2011 Edition of *Chambers USA*

News, 3.17.2011

72 Vorys Attorneys Recognized as 2011 Ohio Super Lawyers and Rising Stars

News, 9.17.2010

Vorys Ranks in 26 Categories in Inaugural U.S. News – Best Lawyers "Best Law Firms" List

News, 8.9.2010

Vorys Ranked #1 Law Firm in Ohio on 2011 *Best Lawyers in America*® list

News, 7.12.2010

Ford Quoted in *The Daily Reporter* Article "Conference Will Focus on Current Civil Rights Issues"

News, 6.24.2010

27 Attorneys Recognized in 2010 *Chambers USA*

News, 4.6.2010

27 Vorys Attorneys Recognized in 2010 Chambers USA

News, 3.10.2010

Jackie Ford quoted in *The Daily Reporter* article "Webinar Will Address Dangers of Employees' Social Networking"

News, 12.22.2009

Nine Vorys Attorneys Selected As 2010 Leading Lawyers By *Cincy Magazine*

News, 12.22.2009

54 Vorys Attorneys Recognized as 2010 Ohio Super Lawyers

Publications

Client alert, 9.7.2023

Key Contract Terms and Conditions for AI Products and Services Part 2 – Commitments, Disclaimers, Regulatory, Privacy, and Risk Allocations

Client alert, 8.29.2023

Key Contract Terms and Conditions for AI Products and Services, Part 1 - Data Ownership and Licensing

Authored article, Winter 2022

Do Electronic Signatures Render Cognovit or Confession of Judgement Provisions Ineffective?

Client alert, 10.18.2021

The FTC Says "You're On Notice" of Penalty Offenses

Client alert, 7.7.2021

Top 3 Takeaways for Collegiate Student-Athlete Sponsors after Ohio Passes NIL Bill

Client alert, 11.20.2018

Client Alert: Ohio Law Cements a Link for Blockchain Technology

Authored article, Summer 2017

FinCEN Proposes New Reporting Requirements for Cyber-Events

Client alert, 7.19.2017

Client Alert: FTC: COPPA Applies to the Internet of Things

Authored article, *Technology Law360*, 7.19.2016

VPN Dilemma: Anonymous Expression Vs. Anonymous Defamation

Client alert, 5.10.2016

Client Alert: Online Retailers Beware in New Jersey: New Lawsuits under the New Jersey Truth-In-Consumer Contract, Warranty and Notice Act Target Online Businesses

Authored article, 4.11.2016

Practical Guidelines for Retailers Seeking to Avoid E-Commerce Marketing Class Actions

Client alert, 2.10.2016

Client Alert: President Obama Issues Executive Orders Establishing the Federal Privacy Council and Commission on Enhancing National Cybersecurity

Client alert, 11.25.2015

Client Alert: FTC Amends Telemarketing Rule to Ban “Cash-To-Cash” Money Transfers, “Cash Reload” Payments, and Remotely-Created Payment Orders and Checks, in Effort to Curb Scammers

Client alert, 9.10.2015

Client Alert: New Patent Infringement Decision Could Pose Problems for E-Commerce Business

Client alert, 1.14.2015

Client Alert: President Obama Announces Privacy and Data Security Priorities for 2015

Authored article, *Social Media Explorer*, 9.19.2014

Hosts and Sponsors of “Twitter Parties” Must be Aware of Legal Risks

Authored article, 8.18.2014

What Marketers Should Know About the FTC's Pinterest Contest Rules

Client alert, 6.30.2014

Client Alert: Fresh from Florida – A New Data Breach And Security Law

Authored article, *Social Media Explorer*, 6.25.2014

Celebrity Spokespersons and the Federal Trade Commission

Client alert, 5.20.2014

Client Alert: The 8 Gotchas of Technology Contracting – Part 4

Authored article, *Privacy Law360*, 5.13.2014

Donald Sterling And Telephone Privacy Rights

Client alert, 5.7.2014

Client Alert: The 8 Gotchas of Technology Contracting – Part 3

Client alert, 4.18.2014

Client Alert: Federal Court Rules That Zip Code Alone is Not an Address Under D.C. Credit Card Transaction Law

Client alert, 4.10.2014

Client Alert: The 8 Gotchas of Technology Contracting - Part 2

Client alert, 4.3.2014

Client Alert: The 8 Gotchas of Technology Contracting - Part 1

Client alert, 10.16.2013

SaaS Recovery and Escrow Alternatives – Planning for Continuity on a Rainy Day in the Cloud

Authored article, 10.3.2013

False Online Reviews Hurt Businesses

Authored article, 7.1.2013

Regulators' Scrutiny and Guidance for Mobile Apps

Authored article, *Houston Chronicle*, 1.25.2013

Anti-Password Legislation Could Have Mixed Results

Authored article, *What's in Store, American Bar Association*, Winter 2013

Flash Cookies Litigation: The Next Wave or a "Flash" in the Pan?

Authored article, *National Association of Independent Schools Advocate*, August 2012

Beyond Criminal Checks: Online Background Searches

Client alert, 2.11.2011

Client Alert: California Supreme Court Rules that ZIP Code is Personal Information Under the Song-Beverly Credit Card Act

Authored article, 11.1.2010

"Addressing Privacy in the Age of New Media"

Authored article, 7.28.2010

"New Privacy and Data Security Issues You Must Consider"

Client alert, 5.19.2010

Client Alert: New Federal Gift Card Statutes and Regulations

Client alert, 11.20.2009

Client Alert: New Federal Gift Card Statutes and Regulations

Client alert, 9.16.2009

Client Alert: Social Networking Media – The Great Communicator?

Client alert, 6.11.2009

Client Alert: Brand Names on Facebook and Twitter

June 13 Priority Action for Trademark Owners

Client alert, 11.7.2008

Client Alert: Massachusetts Adopts Data Security Regulations

Client alert, 10.23.2008

Client Alert: Is it Bye-Bye to .com and .net?

New generic top-level domains (gTLDs) provide brand expansion opportunities and allow businesses to create their own online identities

Authored article, *Midwest In-House Counsel*, 7.1.2008

"From victim to villain"

Authored article, *Tulane Journal of Technology and Intellectual Property*, Fall 2007

Increasing Access to Knowledge Through Fair Use - Analyzing the Google Litigation To Unleash Developing Countries

Authored article, *Metropolitan Corporate Counsel*, 9.1.2006

Blogging 101: Almost Everything You Need To Know

Speaking Engagements

Event, 1.17.2024

"Powered by AI – What Every Retailer Needs to Know When Contracting for AI Products and Services" at the NRF General Counsels Forum 2024

Event, 11.15.2023

Powered by AI - What Every Business Needs to Know When Contracting for AI Products and Services

7.13.2021

Ecommerce: Legal Issues Tangled in the Web at the NRF Retail Law Summit 2021

3.9.2020

Health Care Law Meeting

12.7.2019

Ethical and Professional Implications of an Ever-Evolving Legal Technology Landscape

10.9.2019

Apps, Access, and the Opioid Crisis: A Patient Confidentiality Update

5.16.2019

Trust and Ethics in the Age of Technology

4.25.2019

Trust and Ethics in the Age of Technology

12.18.2018

CO-ACC Practice Pointers Workshop

6.19.2018

Legal Basics and Practical Steps in the Event of a Cyber Incident

4.26.2018

Trends in Internet and Ecommerce Law: What Every In-House Counsel Should Know

3.12.2018

Columbus KnowledgeNet Chapter Meeting

10.26.2017

2018 Vorys Consumer Financial Services Summit

10.13.2017

The 2017 Northern Kentucky University-Chase College of Law Cybersecurity Symposium

9.21.2017

2017 Cybersecurity Days

9.12.2017

Houston ACC September Chapter Meeting

8.24.2017

ACI's 29th Consumer Finance Class Actions & Litigation Conference

9.29.2016

ACI Data Breach & Privacy Litigation and Enforcement on the TCPA

Hosted by ACI

9.23.2016

DRI Data Management and Security Seminar

Hosted by DRI

6.22.2016

2016 Consumer Financial Services Summit

4.13.2016

Social Media Law Firm Marketing: A Review of Ethics Guidance Opinions

Hosted by the American Bar Association

3.30.2016

2016 Central Ohio InfoSec Summit

Hosted by Central Ohio ISSA

3.24.2016

M-PACT 2016

10.15.2015

In-House Essential Conference

Hosted by Vorys, Sater, Seymour and Pease LLP and The Ohio State University Moritz College of Law

10.15.2015

2015 Global Strategies Summit

Hosted by the Direct Selling Association

10.9.2015

2015 Director's Summit

Hosted by Vorys, Sater, Seymour and Pease LLP

9.8.2015

Employee Privacy – Or the Lack of It – In the Digital Age

Hosted by the Association of Corporate Counsel Houston Chapter

4.30.2015

Advertising & Marketing Law 2015 CLE

Hosted by the Central Ohio Chapter – Association of Corporate Counsel

3.26.2015

Privacy and Information Security Update

Hosted by the American Bar Association Privacy & Information Security Committee

2.10.2015

Consumer Protection Update

Hosted by the American Bar Association's Section of Antitrust Law

11.14.2013

Communications Law in the Digital Age 2012-Present

Hosted by PLI

5.2.2013

InfoSec Summit 2013

4.24.2013

Corporate Communications in the Digital Age

Presented to the Columbus Chapter of the ACC

1.8.2013

ABA Privacy and Security Update

11.8.2012

TechColumbus HR Executive Forum: Employment Law and Technology

3.23.2012

Southeastern Bankruptcy Law Institute Annual Conference

Presented by the Southeastern Bankruptcy Law Institute

3.9.2012

2012 IAPP Global Privacy Summit

2.2.2012

11th Annual Privacy and Security of Consumer and Employee Information Conference

11.9.2011

The 8 Gotcha's of Technology Contracting – A Lawyer's Perspective

Presented by TechColumbus and sponsored by Vorys, Sater, Seymour and Pease LLP

3.9.2011

Protecting Privilege in Corporate Communications and Internal Investigations

5.13.2010

Council for Ethical Leadership Roundtable Ethics Forum

Presented by Capital University

2.23.2010

Take Five Breakfast Series: Social Networking and Related HR Issues for Businesses

Presented by Lorain County Community College and Vorys, Sater, Seymour and Pease LLP

12.14.2009

Compliance with Privacy and Data Security Obligations: How to Avoid Liability

Presented by the Columbus Bar Association

5.22.2009

Advising Corporate Directors

Presented by the Ohio State Bar Association