



# TCN Kickoff Meeting: Introduction to Nutter's Strategic Planning Program

April 16, 2010

**Nutter McClennen & Fish LLP**  
World Trade Center West  
155 Seaport Boulevard  
Boston, Massachusetts 02210  
Telephone 617.439.2000

[www.nutter.com](http://www.nutter.com)



## About Nutter

---

- Multi-disciplinary Boston law firm
- Deep technical expertise in multiple areas
- Long Term commitment to early stage companies



# Program Overview

## Purpose

- Assist early-stage companies
- Provide timely input to increase chances of success

## Format

- The program consists of three one-on-one customized counseling sessions on Business Organics, Raising Capital, and IP Strategy
- Each session is conducted by two Nutter attorneys and lasts approximately one-hour



# Business Organics Session

---

## Overview

- This session will include a review of the company's business plan, as well as its projected capital needs. We will explore designing a corporate architecture that supports the relationship between and among the founders of a company and its early investors, and its employees.



# Business Organics Session

## Our first session will:

- Review prospective corporate structures for your business
- Consider various alternatives in founder and stockholder relations
- Review the practical implications of operational informalities
- Introduce you to critical steps in dealing with your first consultants and employees



## Business Organics Session

### **There are reasons to be prepared:**

- The company that wasn't ready
- The company that made assumptions
- The company that had delusions of grandeur
- The company that figured it wouldn't happen to them



# Raising Capital Session

---

## Overview

- During this session, we will explore the process of raising capital from a legal and regulatory standpoint and will review how early stage companies pursue investment by angels, VCs and other institutions.



# Raising Capital Session

## SPP Raising Capital Session Agenda

### Align Funding Strategy with Business Plan

- R&D milestones
- Financing needs
- Exit strategy

### Traditional Equity Financing

- Angels
- VCs
- Strategic Investors



# Raising Capital Session

## SPP Raising Capital Session Agenda

### Alternative Financing Strategies and Techniques

- Out-licensing agreements
- R&D agreements
- Joint ventures and strategic alliances
- Royalty-stream or project-based financing
- Reverse mergers
- Government grants



# IP Strategy Session

---

## Overview

- This session will focus on developing an intellectual property (IP) strategy based on discussions of the companies' technology, their existing intellectual property, business goals, their key competitors, and their competitor's intellectual property.



## IP Strategy Session

### Advantages of an IP Strategy

- **Offensive use - exclude others from certain technologies**
- **Defensive use - prevent others from patenting certain technologies and designing around your technology**
- **Attract capital**
- **Revenue source (e.g., licensing)**



## IP Strategy Session

### The First Time

- A single patent – for the initial idea
- No IP strategy
- Due diligence revealed problems
- Financing not successful
- ***LESSON: No plan!***



## IP Strategy Session

### A Second Try

- Product redesigned after clinical trials
- Developed IP strategy
- Multiple patent applications filed
- Investors willing to fund
- ***LESSON: The IP strategy was evident; investors took notice***



## IP Strategy Session

### Clinical Trials; Refine IP Strategy

- Continued to follow IP strategy
- Still more applications filed to cover additional design changes
- ***LESSON: Always monitor IP coverage – it must keep pace with R&D and the market***



## IP Strategy Session

---

### Company Alters Goals

- Selling product no longer a viable goal
- IP provided leverage
- Successful sale to large competitor
- ***LESSON: Disaster averted***



# IP Strategy Session

## **Discuss Company Goals**

- Align IP Strategy With Goals
- Ownership
- Obstacles to Market Success

## **Current IP**

- Current Patent Portfolio
- Claim Coverage
- Claim Strategies Going Forward

## **Competitors**

- Key competitors and competitor products
- Right to Use

## **Commercialization Plans**



## Conclusion

---

**Questions?**

