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# The Pharmaceutical Out-licensing Course

By:

**David Scott**



- Over 24 years licensing experience in the healthcare sector - the first ten years within the pharma industry.
- As a freelance licensing and business development consultant since 1996, he has successfully concluded numerous inward and outward licensing agreements for clients covering small molecules, biologicals and delivery technologies.
- Author of Scrip's best-selling *Practical Guide to Pharmaceutical Licensing*.

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## By attending this course, you will:

1. Understand the **key factors** leading to a **successful out-licensing deal** within the pharmaceutical and biotech industries.
2. Learn how to profile your product and **prepare product information** to maximise its attractiveness to third parties.
3. Understand the key factors leading to **valuing your product** and how to **set up a spreadsheet** to optimize the commercial structure of the deal.
4. Find out how to target potential partners - and the **best way to make successful contacts**.
5. Learn what to include in a **term sheet**, as well as in **CDAs** and **MTAs**, and which issues to watch out for during negotiations.
6. Understand the **due diligence** process and what will be expected from you.
7. Get expert advice on **negotiation strategy** and on managing a deal post-signature.

## What sets this course apart?

- The expert: David Scott is well-respected in the pharmaceutical licensing world and is actively in- and out-licensing products for clients in the pharmaceutical, biotech and technology sectors. He also has a strong

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track record in running successful training courses and workshops, so he combines a hands-on approach to licensing with training skills.

- The content: This course is designed to provide delegates with all the practical skills needed to out-license a development based product. The course is hard work but fulfilling and covers all the main aspects of licensing. It comes along with useful templates for future activities, including a spreadsheet to calculate optimal deal values.

## Who should attend?

The Pharmaceutical Out-licensing Course is designed for those likely to be involved in the licensing process:

- Senior executives and scientists in companies developing or planning to develop products for out-licensing.
- Junior to mid-level managers, including scientists, commercial and legal managers, who are likely to be involved in the licensing and due diligence process.
- Business development managers, members of legal and IP teams with no formal training in licensing and staff joining the business development and licensing functions.
- Managers looking to broaden their personal career skills with a thorough understanding of the licensing process.

## Course agenda

The course starts on day 1 at 09:30h with a welcome coffee and ends on day 2 at 17:00h.

### Day 1

#### Welcome & General Introduction

- Introduction of the programme and the delegates
- Overview of the out-licensing process

#### Preparing the Ground

- The importance of an out-licensing strategy
- Questions to be addressed when preparing an out-licensing plan
- Deciding on the best time to do a deal

#### Deciding What Type of Deal to Seek

- What are the options in terms of deal types?
- An explanation of how joint ventures and co-promotion work
- An introduction to typical commercial deal structures
- The value of performance and offset arrangements

#### Contractual Issues

- What to include in Confidential Disclosure Agreements (CDAs) and Materials Transfer Agreements (MTAs)
- Term sheets – a detailed layman’s review of all the key clauses, including:

- Exclusivity, Sub-licenses, Field and Territory
- Milestones, Royalties and Royalty stacking
- Termination, Warranties and Jurisdiction

### Valuing the Deal

- What are the key factors influencing deal values?
- What is a sensible way of establishing the value of a product?
- Modelling the deal

*Exercise: delegates will be given a spreadsheet and an exercise to calculate an optimal deal structure for themselves*

## GROUP DINNER

### Day 2

#### Preparing to Out-license

- How to draw up an action plan and what to include
- Setting up the licensing team
- How to market the deal – gain a full understanding of how to prepare the required documentation, including the non-confidential brochure, confidential prospectus and presentation, due diligence and target term sheets

#### Finding Potential Partners

- Assembling and refining target lists and the resources used for this
- How to make effective contact with potential partners
- A checklist for effective record-keeping

#### The Evaluation Process

- What is involved in the evaluation and due diligence process undertaken by both licensors and licensees
- Factors that can influence a successful outcome

#### Negotiation Pointers

- How to make your negotiation more effective

#### Managing the Deal

- Building a team – task forces
- Managing your partner
- What to do if everything goes wrong

#### Preparing a Term Sheet

- Example of an actual term sheet used in a successful deal

*Exercise: delegates will be given the opportunity to draft their own target and fall-back terms for a fictitious but realistic case. The results will be critically examined by the expert and discussed in plenary.*

## Learning methodology

David Scott is an experienced “hands-on” licensing manager - his report, “*Scrip’s Practical Guide to Pharmaceutical Licensing*” has been called the “quintessential pharmaceutical licensing work”. He matches a systematic presentation of the involved processes with practical anecdotes drawn from personal experience.

Delegates are encouraged to raise specific issues in the group to take full advantage of his experience and advice.

Each day ends with an exercise that allows delegates to put into practice the techniques. Delegates also receive a number of pro-formas (including a draft CDA) dealing with the issues discussed during the course.

## Meet the expert: David Scott

David Scott is a freelance healthcare consultant and a skilled negotiator who has closed a number of major deals for inward and outward licensing for pharmaceutical products, delivery systems and technologies. He has also provided licensing training for a number of multinational pharma companies and training organizations and has published widely. David has a BSc in Chemistry from Nottingham and post-graduate qualifications in marketing and market research from Kingston Business School. He is also an accredited Certified Licensing Professional and a member of the Licensing Executives Society and the Pharmaceutical Licensing Group.

He joined Fisons plc (acquired by RPR in 1995, which itself has been acquired by Sanofi-aventis) in 1973 where he held a number of roles including marketing, corporate development, finance director of their Spanish subsidiary, business development manager and licensing. As Fisons Licensing Manager, he closed a number of major deals and collaborative ventures involving both drugs and delivery systems.

David has spent the past 13 years as a consultant and has provided strategic advice. He has successfully concluded both inward and outward licensing agreements on behalf of a range of worldwide clients. His client base includes top-ranking global companies, European regional companies, biotech companies, technology start-ups and universities. He currently sits on the board of three UK-based pharmaceutical businesses.

## Dates

25-26 November 2010

## Venue & Accommodation

This course takes place at the Sheraton Airport Hotel & Conference Center which is situated opposite Brussels National Airport, literally at 2 minutes’ walking distance from the arrival hall.

Sheraton Brussels Airport Hotel  
Brussels National Airport  
1930 Zaventem  
Belgium

*To register, complete the online registration form at [www.celforpharma.com](http://www.celforpharma.com)*

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We have secured preferential room rates at this four-star hotel for our delegates. Registering three weeks or more prior to the course will secure your room at a preferential rate. Upon your registration, C.E.L. *forpharma* will send you a Hotel Accommodation Sheet to complete and send back. Do not hesitate to contact Marie Stricklesse, Programme Coordinator, if you need assistance in this matter ([marie.stricklesse@celforpharma.com](mailto:marie.stricklesse@celforpharma.com) ; tel +32 (0)2 709 22 41).

## Registration fee

	Price*
<b>25-26 November 2010 Course (OUT-01)</b>	
▪ Registration before 8 October 2010	€2.450
▪ Registration after 8 October 2010	€2.850

\* (VAT excl.)