



C.E.L. for pharma
CENTRE FOR EXECUTIVE LEADERSHIP

The Pharmaceutical Out-licensing Course



Be able to decide on the best deal type – Know what to include in CDAs, MTAs and term sheets – Learn how to prepare product information and how to find potential partners – Know how to calculate the value of your product and optimise the deal structure.



David Scott

- Over 25 years licensing experience in the healthcare sector - including eight years working in BD & Licensing for a multinational.
- 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 report: *Practical Guide to Pharmaceutical Licensing*.

By Attending This Course, You Will



- 1) Understand the key factors leading to a successful out-licensing deal of a pharmaceutical compound in R&D.
- 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 optimise 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.

Why You Should Attend

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.

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

The Pharmaceutical Out-licensing Course is the only available public training course delivered by David Scott on the topic of pharma licensing.

Who Should Attend

The Pharmaceutical Out-licensing Course is designed for those likely to be involved in the out-licensing process of a development product:

- 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.

Agenda Day 1

10:00 Welcome & General Introduction

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

10:30 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

11:00 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 off-set arrangements

11:30 Coffee Break

11:45 Deciding What Type of Deal to Seek – Continued

12:15 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

12:45 Lunch

13:30 Contractual Issues – Continued

14:15 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

15:15 Coffee Break

15:30 Exercise

- Delegates will be given a spreadsheet and an exercise to calculate the value of, and the optimal deal structure for, a pharmaceutical compound in R&D. The spreadsheet exercise is based on a detailed cash flow/NPV model and allows for evaluating the deal from the perspective of the main parameters

16:15 Plenary Discussion and Close

Group Dinner

Agenda Day 2

09:00 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

10:30 Coffee Break

10:45 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

11:15 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

12:15 Lunch

13:00 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

14:00 Coffee Break

14:15 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

15:45 Plenary Discussion

16:00 Closing

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.

One of the most valuable aspects of attending any C.E.L.forpharma course is not only being able to have your specific questions answered by a leading expert, but also having the opportunity to share experiences and have in-depth discussions with your international peers.

How To Register

- 1.) Check our website (www.celforpharma.com) for the most recent course dates and fees.
- 2.) Click "Register Now" & fill out the registration form with your personal and company (invoicing) details.

If applicable please add your company's VAT number. We will include this on your invoice, which is needed for your company to reclaim VAT.

- 3.) Choose a payment method.
 - a. If you select "Pay by credit card" we will email you a pro forma invoice and secure payment link.
 - b. If you select "Pay by bank transfer" we will email you a pro forma invoice for you to process through your company's payment system.

- 4.) Click [Confirm Registration >](#)

You will receive an automatic confirmation email shortly followed by a personal email with your pro forma invoice and further payment instructions.

Included in the Registration Fee

- Course Material (Digital & Print Versions)
- Coffee, Tea & Refreshments During the Course
- Lunch During the Course
- A Group Dinner on the First Day
- Certificate of Attendance Signed by the Expert

Have Any Questions?



Contact Annelies Swaan for general enquiries, group discounts, and more info.

email: annelies.swaan@celforpharma.com

call: +32 (0)2 709 01 42



This has been a really useful and informative course! I also highly valued the examples of situations from David's personal experience.

UCL Business PLC

Christina Panaretou, Senior Business Analyst
United Kingdom - May 2017



High quality, well-considered content. Time was well managed to get the most out of the two days. Excellent.

Alfacyte

Gillian Brown, CEO
United Kingdom - May 2017



Attending this course gives you a good plan on how to approach out-licensing. You can gain a lot in this course by training on examples and learning from the pitfall experiences of David.

AOP Orphan Pharmaceuticals

Johannes Pilz, Business Development Manager
Austria - May 2017