Osborne Clarke Masterclass
Life Sciences Deals 2025 Edition

Our Masterclass is divided into two distinct parts to provide comprehensive and tailored learning experiences.

Part A Introduction
Is the introductory segment which remains consistent across all sessions.

1. **Deal Making in the Life Sciences Sector:** Status Quo, Deal Landscape and Transaction Trends
2. **Deal Structuring**
   - A. Common and deal – specific objectives
   - B. Regulatory considerations
   - C. Timings (stages/collaborations)
3. **Forms of Access to Production Innovation**
   - A. Access through acquisitions (asset & share deals)
   - B. Access through licensing (licensing deals)
   - C. Access through (venture) capital investment (venture capital deals)
4. **Due Diligence (as cornerstone of each deal type)**

Part B Deep Dives
Is the variable segment which offers a wide range of subjects from which you can choose multiple topics. This section is designed to address specific interests and needs deriving from the elements of the introductory segment above.

Would you and your team like to take a deep dive into…

1. **Deal Structuring Topics:**

- ☐ Navigating the Impact of Merger Control, FDI and FSR
- ☐ Determining the Key Aspects of Collaborations
- ☐ Non-Competes – What's Important?
- ☐ What if – Arbitration or Court?

2. **Asset and Share Deals:**

- ☐ Examining Consideration Structures (earn-out / roll-over)
- ☐ Ins & Outs of IP-specific Warranty and Indemnity Regimes
- ☐ W&I Insurance in Life Science Transactions
- ☐ M&A Tools in Unstable Times
- ☐ Pitfalls of Cross-Border Transactions
- ☐ Distressed Assets - what's different?

3. **Licensing Deals:**

- ☐ Commercial Terms in Licensing Deals – Compensation regimes and Milestone setup
- ☐ Termination Regimes and their impact on post-
- ☐ contract IP allocation
- ☐ IP Allocation and IP Regulations – Pitfall of Joint IP and similar considerations
- ☐ Employee Inventions and Chain of Title Issues
- ☐ Structuring Royalty/Revenue Monetization
- ☐ Protecting licenses in insolvency scenarios

4. **Venture Capital Deals:**

- ☐ Examining Investment Structures (CLA, SAFE, Financing Round / straight equity)
- ☐ Investor protection mechanisms to mitigate
- ☐ lengthy R&D phases

5. **Due Diligence:**

- ☐ Competition Compliance – Due Diligence Setup
- ☐ Organising an IP-Due Diligence
- ☐ Aspects of Regulatory Due Diligence
- ☐ Examining material contracts

6. **Miscellaneous:**

- ☐ Multijurisdictional Liabilities – a comparison
- ☐ between DE, CH and the UK
- ☐ "Commercially Reasonable Efforts" – and their Impact on Drafting
- ☐ Most common risks in Co-Commercialisation, Co-Development and Co-Promotion Agreements

Creating your individual Masterclass

- Check the Deep Dives that are relevant to you and your team
- Select the language of your Masterclass (German or English)
- Place your choice with us at OC (we will finalize the agenda, discuss duration and venue with you)
- Lean back & enjoy your individual Masterclass
- Give feedback (if you like)

Any further questions?
Do not hesitate to contact us at:
LifeSciencesDealsMasterclass@osborneclarke.com



We look forward to supporting you on your Life Sciences Deals – 2025 Edition Masterclass!