

Special Topics: Negotiating Technology License Agreements**Pre/Corequisite:** None**Recommended Class(es):** See course list**Final Project:** Take home exam

The core business of software, artificial intelligence, internet, content, cybersecurity and other technology companies is to license intellectual property (such as software and content) from their suppliers and licensors, and to license their own intellectual property (including software, content, patents and trademarks) to customers, distributors and other partners.

The goal of this course is to help students gain an understanding of these core licensing agreements of start-up, as well as more mature, technology companies. All of the agreements we will review are actual agreements drafted and negotiated by us in technology transactions.

The teaching method will largely be class participation, discussion and analysis of key provisions of software, patent, trademark and content licensing agreements, as well as software-as-a-service agreements, support agreements and service level agreements. We will also go over open source software licenses (such as the GPL, Apache and LGPL agreements), and Creative Commons licenses.

We will look at the key provisions of these agreements, such as: the grant of license, the restrictions, ownership of intellectual property, warranties, indemnification, limitation of liability, jurisdiction and governing law, dispute resolution, most favored customer provisions, term and termination, and more.

We will review the agreements from both the licensor and licensee positions, raise the best arguments for each side, and propose alternate positions and bridging solutions. I will also explain to the class where these issues generally end up after negotiation.

In addition, time-permitting, we will select a few current topics which technology lawyers must advise clients on, such as: Selected legal issues related to use of AI Models; can a company's business model be based on scraping data from other company; is it "fair use" under copyright law to use YouTube clips in advertising a company's services?