

Due Diligence

**WHEN A SINGLE PATENT CAN BE WORTH MILLIONS
DON'T HIRE GENERALISTS TO ASSESS THE DEAL**

Every M&A deal is important to your bottom line. Yet each one carries its own risks and opportunities. Hidden IP issues, such as infringing products in development or limitations in patent coverage, can affect the value of your acquisition down the road. Even if technology is not the focus of your deal, IP can have a major impact on your short- and long-term profits. In what is often a fast-moving and rapidly evolving M&A environment, count on us to answer your most crucial questions.

- What do you need to investigate before closing the deal? What diligence is really “due”?
- What are you *really* buying?
- What liabilities (risks) are you buying? Are you sure you want to make this investment in the face of a competitor’s existing IP portfolio?
- How can you leverage strengths and weaknesses at the negotiation table?
- Should you fix problems *before* closing? What should you be doing *after* closing?
- When is it time to walk away?
- If you are selling or being acquired, how will a buyer view your IP position?
- What can you do to improve your position before and during the M&A process?

Intellectual Property is Our Sole Focus

Unlike most general practice firms, our team of attorneys has decades of experience dealing with all facets of IP, which we bring to bear on the issues that can arise in fast-moving and complicated M&A investigations. Backed by our considerable resources and expertise, we perform efficient, thorough and effective assessments for even the most massive IP portfolios in the most complex technologies. Our focused IP expertise allows us to bring you a win at the negotiating table.

Turn Our Depth of Experience Into Your Advantage

Harness IP provides insights that enable our clients to make informed, rewarding business decisions. Many of them look to us to conduct IP due diligence, often complementing their general practice firms that handle non-IP issues. Our clients understand the value of the IP experience that we bring to the M&A table. Because IP due diligence is not a “check-the-box” form book exercise, our expertise allows us to know what to look for, where to find it, and how to distill complex issues into actionable commercial advice and favorable agreement terms.

Due Diligence Process + Harness IP Expertise

Winning the Deal

Our team includes experienced attorneys who have served in prominent in-house positions with decades of M&A experience. We have a keen understanding of what needs to be investigated, how to efficiently conduct due diligence, and how to effectively communicate material issues to in-house counsel and senior management.

Our success begins with developing an understanding of your commercial goals.

- 1** We work with you to define what diligence is really due. When the time before closing is limited, look to us for well-vetted strategies for understanding the assets you are acquiring and the risks you may encounter.
- 2** We work with you and your team (including your general practice firm) to request and assimilate information from the seller.
- 3** As appropriate, we conduct independent investigations of the seller's assets, and the potential risks that might arise from the IP held by competitors, particularly regarding issues that might have a material impact on the deal.
- 4** We communicate our findings in a clear, succinct and commercially-meaningful fashion, allowing for success and profitability for our clients in structuring a deal, and we participate in developing appropriate IP terms and conditions for transaction agreements.



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