Advanced Due Diligence in Licensing Agreements Training Course

Professional Development Training Course Outline

Category	Biotechnology and Pharmaceutical Development	**Duration**	10 Days
Base Fee	$4,000 USD	**Delivery Mode**	Online / On-site Hybrid

Course Introduction

In the globalized, Intangible-Asset-Driven Economy, Intellectual Property licensing has become a primary driver of corporate revenue and strategic growth. However, the increasing complexity of international markets, digital transformation, and cross-border regulatory frameworks has elevated the potential for catastrophic failure. Advanced Due Diligence is no longer a checklist exercise but a core risk management discipline essential for protecting stakeholder value. Advanced Due Diligence in Licensing Agreements Training Course provides senior professionals with the cutting-edge methodologies to move beyond basic legal reviews, focusing instead on proactive risk mitigation, granular chain-of-title scrutiny, and rigorous commercial viability assessment. We equip participants to navigate the critical intersection of legal, financial, and operational complexities to secure their organization's future in high-stakes licensing transactions

The true value of a licensing agreement is only unlocked through a forensic and strategic due diligence process that informs negotiation and future contract management. Traditional due diligence often overlooks critical areas such as cybersecurity risk, open-source software compliance, and the potential for third-party infringement claims, which can silently erode an asset's value. This course is engineered to transform due diligence from a mere compliance function into a value-creation engine. Participants will learn to develop a holistic IP strategy, accurately forecast royalty stream sustainability, and identify hidden deal-breaker and deal-diluter issues. Mastering these advanced techniques is fundamental to achieving superior return on investment, strengthening contractual enforceability, and maintaining a competitive edge in an aggressive M&A and partnership landscape.

Programme Curriculum

Advanced Due Diligence in Licensing Agreements Training Course

Introduction

In the globalized, Intangible-Asset-Driven Economy, Intellectual Property licensing has become a primary driver of corporate revenue and strategic growth. However, the increasing complexity of international markets, digital transformation, and cross-border regulatory frameworks has elevated the potential for catastrophic failure. Advanced Due Diligence is no longer a checklist exercise but a core risk management discipline essential for protecting stakeholder value. Advanced Due Diligence in Licensing Agreements Training Course provides senior professionals with the cutting-edge methodologies to move beyond basic legal reviews, focusing instead on proactive risk mitigation, granular chain-of-title scrutiny, and rigorous commercial viability assessment. We equip participants to navigate the critical intersection of legal, financial, and operational complexities to secure their organization's future in high-stakes licensing transactions

The true value of a licensing agreement is only unlocked through a forensic and strategic due diligence process that informs negotiation and future contract management. Traditional due diligence often overlooks critical areas such as cybersecurity risk, open-source software compliance, and the potential for third-party infringement claims, which can silently erode an asset's value. This course is engineered to transform due diligence from a mere compliance function into a value-creation engine. Participants will learn to develop a holistic IP strategy, accurately forecast royalty stream sustainability, and identify hidden deal-breaker and deal-diluter issues. Mastering these advanced techniques is fundamental to achieving superior return on investment, strengthening contractual enforceability, and maintaining a competitive edge in an aggressive M&A and partnership landscape.

Course Duration

10 days

Course Objectives

1. Master the Risk-Based Approach to IP Due Diligence, tailoring scope to high-stakes, cross-border licensing transactions.
2. Conduct forensic analysis of IP Chain of Title, including verification of assignments, encumbrances, and employee IP covenants.
3. Evaluate validity and enforceability of patents and trademarks using advanced Prior Art Search and litigation history review.
4. Identify and mitigate critical Open-Source Software Compliance risks and their impact on proprietary software licensing.
5. Assess commercial viability by triangulating market demand, competitive landscape, and the strength and scope of IP protection.
6. Perform enhanced financial due diligence, focusing on royalty stream sustainability, hidden liabilities, and transfer pricing implications.
7. Uncover hidden legal and regulatory risks, including global data privacy and export control issues.
8. Structure and lead a cross-functional due diligence team, ensuring seamless collaboration between legal, financial, and technical experts.
9. Analyze and stress-test key licensing terms, specifically sublicensing, termination clauses, and indemnification covenants.
10. Develop proactive strategies to manage and respond to potential third-party infringement and Freedom-to-Operate challenges.

11. Apply advanced negotiation strategies based on comprehensive due diligence findings to optimize deal terms and IP valuation.
12. Generate a comprehensive, defensible DD report, articulating findings as deal-makers, deal-diluters, and deal-breakers.
13. Establish a robust post-licensing governance and ongoing monitoring framework for compliance and performance management.

Target Audience

1. In-House Legal Counsel
2. Licensing and Technology Transfer Managers
3. Business Development and M&A Directors
4. Chief IP Officers (CIPO) and IP Strategy Leads
5. Financial Analysts and IP Valuation Specialists
6. Senior Compliance and Risk Management Officers
7. Private Equity and Venture Capital Investment Managers
8. R&D and Product Managers involved in Technology Scouting

Course Modules

Module 1: Foundational Frameworks of Advanced IPDD

- Risk-Based Approach (RBA).
- Distinguishing Legal, Financial, and Commercial due diligence in a licensing context.
- The "Deal-Breaker vs. Deal-Diluter" prioritization model for reporting.
- Establishing the DD timeline and Virtual Data Room best practices.
- Role of the DD Steering Committee and cross-functional mandate.
- Case Study: The acquisition of a major software firm where a minor but unmitigated open-source risk became a post-closing liability.

Module 2: Forensic IP Ownership and Title Verification

- Tracing the full Chain of Title from inventor/creator to licensor.
- Verifying all Assignment Documents and their proper recordation in relevant IP offices.
- Analyzing employee and contractor IP agreements
- Identifying and clearing all Liens, Security Interests, and Encumbrances on the IP asset.
- Strategies for due diligence on Unregistered IP
- Case Study: A bio-tech deal where a key patent was co-owned by a former university researcher, leading to a voided license due to an unassigned interest.

Module 3: Patent Validity and Enforceability

- Advanced Prior Art Search techniques and analysis of non-patent literature.
- Assessing the risk of Invalidation based on novelty, non-obviousness, and sufficient disclosure.
- Reviewing all Patent Office Filings
- Evaluating the Claims Scope and potential for successful design-arounds by competitors.
- Analyzing potential Inequitable Conduct or duty of disclosure issues.
- Case Study: The successful defense of a pharmaceutical patent due to a meticulous pre-licensing validity assessment that anticipated competitive challenges.

Module 4: Trademark, Brand, and Domain DD

- Verifying Proper Use and Maintenance to prevent genericity or abandonment.
- Assessing Global Anti-Dilution and Infringement risk across key jurisdictions.
- Reviewing existing Co-existence and Consent Agreements.
- Due diligence on Brand Reputation, Social Media Presence, and Domain Portfolio.
- Identifying "deadwood" and "priority" challenges in the brand portfolio.
- Case Study: A global brand licensing deal that failed when DD revealed a critical trademark was blocked in a major emerging market due to a prior bad-faith filing.

Module 5: Copyright and Digital Asset DD

- Verifying Originality and Authorship for core software and content assets.
- Scrutinizing Third-Party Content usage rights and indemnities in licensed software.
- Review of Digital Millennium Copyright Act (DMCA) compliance and takedown processes.
- Identifying risks associated with Mass Digitization and historical content licensing.
- Analyzing licenses for integrated Multimedia and Data assets.
- Case Study: A publishing deal where DD uncovered the target failed to secure perpetual worldwide rights for certain stock photography, triggering renegotiation.

Module 6: Open-Source Software (OSS) Compliance

- Utilizing Automated Scanning Tools to audit code for embedded OSS components.
- Identifying "Viral" License Risk that could mandate public disclosure of proprietary code.
- Auditing developer practices and OSS Contribution Policies.
- Strategies for Remediation and Mitigation of identified OSS violations.
- Drafting OSS Compliance Representations and Warranties in the agreement.
- Case Study: A major software company acquisition where unmitigated GPL use in a core module led to a software re-engineering effort.

Module 7: Freedom-to-Operate (FTO) and Infringement Risk

- Conducting Targeted FTO Searches for the licensed technology's field of use.
- Analyzing Blocking Patents and developing non-infringing alternatives or design-arounds.
- Reviewing all Existing and Threatened Infringement Litigation
- Evaluating the financial impact of Past Infringement Liabilities and Settlements.
- Assessing the ability and resources of the licensor to Enforce the IP against third parties.
- Case Study: A deal where DD failed to uncover a close third-party patent, resulting in an immediate cease-and-desist letter post-closing.

Module 8: Advanced Financial and Valuation DD

- Forensic Royalty Audit techniques to verify past reporting and future projections.
- Analyzing Royalty Rate Structures for sustainability.
- Scrutinizing the Quality of Earnings related to the licensed product/service line.
- Assessing Transfer Pricing Implications and tax-efficient licensing structures.
- Evaluating the impact of Termination Rights on the asset's overall valuation.
- Case Study: A pharmaceutical license where DD revealed the licensor was aggressively manipulating cost allocation to reduce the calculated net sales royalty base.

Module 9: Operational and Technical Due Diligence

- Assessment of the licensor's Technical Infrastructure

- Reviewing Key Personnel Retention plans and the "key man" risk to the licensed asset.
- Evaluating Product Regulatory Status and Quality Management Systems.
- Due diligence on Source Code Escrow agreements and access mechanisms.
- Verifying Supply Chain Dependencies and third-party manufacturing agreements.
- Case Study: A manufacturing license where DD revealed a critical component supplier was in a high-risk sanction territory, immediately creating an export control problem.

Module 10: Regulatory and Export Control DD

- Compliance audit for Export Administration Regulations and ITAR on technology transfer.
- Assessing compliance with Global Sanctions lists and restricted parties screening.
- Reviewing FDA, EMA, or other Sector-Specific Regulatory Approvals and Filings.
- Auditing internal Anti-Bribery/Anti-Corruption compliance programs.
- Assessing Environmental, Social, and Governance risks associated with the IP's use.
- Case Study: A software license to a foreign entity that was subsequently fined millions due to a DD failure to flag a high-risk country on the US Export Control list.

Module 11: Data Privacy and Cybersecurity DD

- Auditing compliance with GDPR, CCPA, and Sector-Specific Data Regulations
- Reviewing Data Flows, Storage Protocols, and Breach History.
- Assessing the licensor's Cybersecurity Posture and incident response plan.
- Due diligence on licenses involving AI, Machine Learning, and Data Sets for bias and provenance.
- Ensuring adequate Data Usage and Sharing Provisions in the licensing contract.
- Case Study: A data analytics licensing partnership that collapsed when DD revealed the target company's data practices were non-compliant with European data localization laws.

Module 12: Advanced Contractual Review and Negotiation

- Analyzing the practical impact of Indemnification and Warranty Clauses.
- Stress-testing Termination Triggers, Cure Periods, and Post-Termination Rights.
- Reviewing the scope of Sublicensing, Field-of-Use, and Geographic Restrictions.
- Drafting IP-Specific Representations and Warranties based on DD findings.
- Strategies for using DD findings to Optimize Royalty and Milestone Payment Terms.
- Case Study: A negotiation where DD findings about a patent's narrow scope were successfully leveraged to secure a significant reduction in the minimum guaranteed royalty.

Module 13: Structuring the DD Report and Executive Presentation

- Methodology for presenting complex technical and legal findings to C-suite stakeholders.
- Creating a clear Risk Register with probability/impact ratings for each finding.
- Developing Go/No-Go Recommendations and actionable Mitigation Plans.
- Writing the Executive Summary that synthesizes all key deal implications.
- Ensuring the DD report is a Defensible Legal Document.
- Case Study: A deal where the DD report was too long and technical, leading the executive committee to overlook the single, most critical financial red flag.

Module 14: Post-Closing and Ongoing Compliance Monitoring

- Establishing a Post-Licensing Governance and IP management framework.
- Setting up Royalty Reporting and Audit Mechanisms.

- Implementing a system for Tracking Milestones and Performance Metrics.
- Strategies for Monitoring Third-Party Infringement and competitive activity.
- Managing Continuous Regulatory and Compliance Updates for the licensed technology.
- Case Study: A successful long-term licensing relationship maintained through a proactive, structured program of quarterly compliance checks and annual mini-audits.

Module 15: Cross-Border and Emerging Tech DD Challenges

- Navigating DD in High-Risk and Emerging Markets
- Due Diligence on Blockchain, NFTs, and Digital Assets.
- Addressing Anti-Trust and Competition Law hurdles in large-scale technology licensing.
- Handling DD for Government and University-Owned IP
- Future-proofing the DD process for Quantum Computing and Synthetic Biology IP.
- Case Study: An international license for AI technology that was scrutinized for potential anti-competitive behavior in a major EU jurisdiction.

Training Methodology

The course utilizes a highly **interactive, adult-learning methodology** focusing on practical application.

- Interactive Workshops
- Scenario-Based Learning.
- Case Study Analysis.
- Expert Panel Discussions.
- Template and Checklist Generation

Register as a group from 3 participants for a Discount

Send us an email: info@fineskilltrainingcenter.org or call +254769199797

Certification

Upon successful completion of this training, participants will be issued with a globally- recognized certificate.

Tailor-Made Course

We also offer tailor-made courses based on your needs.

Key Notes

a. The participant must be conversant with English.

b. Upon completion of training the participant will be issued with an Authorized Training Certificate

c. Course duration is flexible and the contents can be modified to fit any number of days.

d. The course fee includes facilitation training materials, 2 coffee breaks, buffet lunch and A Certificate upon successful completion of Training.

e. One-year post-training support Consultation and Coaching provided after the course.

f. Payment should be done at least a week before commence of the training, to Fineskill Training Center account, as indicated in the invoice so as to enable us prepare better for you.

Upcoming Scheduled Sessions

Start Date	End Date	Location	Price
23 Nov 2026	04 Dec 2026	Online	$2,000
23 Nov 2026	04 Dec 2026	Physical	$3,000
23 Nov 2026	04 Dec 2026	Physical	$6,000
23 Nov 2026	04 Dec 2026	Physical	$6,000
23 Nov 2026	04 Dec 2026	Physical	$12,000
23 Nov 2026	04 Dec 2026	Physical	$9,000
23 Nov 2026	04 Dec 2026	Physical	$12,000
23 Nov 2026	04 Dec 2026	Physical	$12,000

Ready to enroll or request a customized program? Book online or contact us:

Register Online Now

Email: info@fineskilltrainingcenter.com | Website: www.fineskilltrainingcenter.com