2015-2016 Course Descriptions

CORE REQUIRED COURSES

Business Formation and Structure
1.5 credits
This course uses an economic approach to study law and legal institutions related to formation, governance, and structure of companies. Our goal is to understand common problems that people encounter when they form a company, learn a set of standard solutions to those problems, and develop techniques for devising customized structures for business associations. We will cover the basics of business associations law, including corporations, LLCs, limited partnerships, and general partnerships. The emphasis is on applying legal concepts to real-world transactions.

Course materials include a mix of case studies, deal documents, statutes, legal opinions, and journal publications. Evaluation is based on weekly homework assignments, class participation, and a final take-home assignment.

Communication & Legal Reasoning – MSL
1 credit
This course is designed to provide MSL students with an introduction to the analytical process of the law, along with the first steps in learning how to communicate that analysis, both orally and in writing. Students will learn about the foundations of the legal system, the role of cases and statutes within that system, and the use of analytical skills to evaluate and resolve legal issues. Students will work on projects in class to help them understand how to read and synthesize cases and statutes. They will draft sections of a memorandum of law, present a report on their findings, and draft a letter based on their conclusions.

Contract Law and Design
2 credits
In this course, students learn the basic features of a contract. How is a contract formed? How are terms of a contract interpreted? When must a contract be in writing? What constitutes a “breach” of a contract? When is someone excused from a contract obligation because of events not within the control of the parties? What are the remedies for a breached contract? The course is blended – that is, there will be online content that supplements the in-class experience. In addition, the class will provide a drafting component where students will learn to translate the terms of a business deal into contract concepts and draft a logically-organized, precise, enforceable contract in plain English. Through this process, students will develop the skills necessary to read, analyze and critique contracts drafted by others.
Ethics  
1.5 credits  
Professionals across science, technology, engineering and medicine (STEM) fields encounter ethical and moral questions in their everyday work. These questions can sometimes be obvious and at other times subtle. Recognizing and reasoning through these complex questions requires careful balancing of the ethical and legal dimensions with business and individual interests and the public good all while furthering the goals of scientific inquiry and innovation. This course will explore moral and legal foundations to carefully approach and navigate the critical questions that STEM professionals may encounter. Topics will include professional and social responsibility, duties of legal professionals, corporate social responsibility, reliability and risks in complex systems, ethics of emerging technologies, ethical and legal issues in research and innovation and the tension between individual rights and the power to regulate for the public health.

IP Fundamentals  
1.5 credits  
This course will introduce the laws that create and delimit property rights in intangible goods such as inventions, expressive works, brand identifiers, or information. Collectively, these laws are known as “intellectual property law,” an umbrella term which includes patent law, copyright law, trademark law, trade secret law, among other areas. The course will cover the fundamentals of several specific areas of IP law: the subject matter protected, the threshold requirements for protection, the rights granted to IP owners, the ways of enforcing those rights, and the many exceptions and limitations on IP protection. The course will emphasize both the commonalities and the contrasts among the various branches of IP. Students will learn about some of the specialized language of IP and the government and private institutions that are practically important in each area. Developing a familiarity with IP fundamentals—getting the lay of the land—is the main goal of the course. An important secondary goal is for students to see how IP law generates both constraints and opportunities from the perspective of business strategy.

Legal and Regulatory Process  
1 credit  
This course provides a comprehensive, general overview of the key elements of the U.S. legal system. We will look at sources of law, the structure of the judicial and lawmaking system, the regulatory design and implementation process, and, to some degree, mechanisms of dispute resolution. Given the unique focus of the MSL program, we will pay special attention to how the American legal system considers, evaluates, and negotiates matters involving science and technology.

Legal Research & Intellectual Property  
1 credit  
Legal research is a unique skill and is distinct from other forms of research in that the goal is to identify and assess the authorities required to develop, present and utilize legal concepts and theories. In addition, legal research in intellectual property requires an additional level of specialized research to identify existing intellectual property, its owners, licensees, and assignees, and also to explore unique concepts and processes of IP law, such as research into “prior art” in patent law. This one-credit course will provide students with the necessary tools to conduct legal research and to evaluate the quality of legal research materials; it will have a special emphasis on the unique research requirements of intellectual property law. We will explore legal research resources and processes in detail with an emphasis on strategic and cost-
effective approaches applicable to particular legal issues and working objectives. We will also study commercial database resources utilized by the legal and IP communities, as well as freely accessible Internet based resources. Students will work on individual assignments and will be organized into working groups to work collectively on in-class exercises and a final project presentation.

**Liability, Risk and Insurance**

1.5 credits
All businesses and, to a certain extent, business professionals face potential assertions of legal liability, and run the risk of having a penalty assessed against them by a court; they must therefore insure against or otherwise offset the risk of such liability. This is a fact of business life and a costly one. In this course, we will explore the liabilities faced by modern businesses, the kinds of penalty risks that can flow from those liabilities, and the instruments and strategies employed to offset that risk. Each weekly meeting will be a blend of discussion, small group work, and where appropriate, guest presentations.

**ELECTIVES**

**Business Combinations**

1.5 credit
This course will focus on mergers and acquisitions from both a business and legal perspective. Students will learn the practical aspects of these so-called “change of control” transactions, from the initial motivations for business combinations and continuing through due diligence, negotiating the deal, and working towards the successful post-deal integration of management and operations. Along the way, the course will address state law requirements for mergers and acquisitions, approaches for contract negotiation and drafting, fiduciary duties of directors and business managers, antitrust concerns, and federal securities law requirements. Intellectual property is often a driver in business combinations and its place in these transactions will be a focus. The course will also explore strategies businesses use when trying to avoid hostile takeovers, and the inherent conflict between managers and business owners when considering possible business combinations. Throughout the course, students will be exposed to real-world deal documents and will learn about the different skills they will need, and roles they may serve, in acquisition transactions.

**Business Strategy and Frameworks**

1.5 credits
Business strategy encompasses the set of policies that collectively determine how an organization operates. Over the term, students will be introduced to concepts and frameworks that can be used to analyze and formulate business strategies. Students will learn practical analytical techniques for diagnosing a firm’s competitive position, identifying managerial issues, evaluating alternative plans of action, and anticipating the consequences of specific decision options. The course will focus on two main questions. First, what allows certain firms in certain industries to succeed—that is, earn positive economic profits—while other firms fail? And, second, why can certain firms sustain their economic profits over long periods of time, while for other firms these profits quickly disappear?

The concepts, skills, and analytical tools learned in the course rest upon a foundation of economic principles. These principles derive from underlying organizational objectives; in particular that a business exists to create and capture wealth (above and beyond the cost of
capital) for its owners. The ability of a particular firm to do this rests on the overall profitability of its industry, the specific resources the firm has at its disposal, and the positioning of the firm in a sector of the industry where its resources enable it to compete successfully. Typically, firms must also consider stakeholders (such as labor unions, community organizations, customer groups and government policy makers) beyond their own shareholders to accurately assess which policies will lead to optimal profitability. Sustaining success depends on whether other firms can successfully emulate its strategies and whether the firm can adapt to changing environmental conditions through time.

**Cases in New Venture Strategies**

1 credit

Innovation and invention are different concepts and both are important to start-ups and established firms. In a case-method course, we examine current companies – several each week from a single sector – trying to explain, exploit, and defend innovations and inventions that separate them from competitors. Many of the companies we study are raising capital or going through major transitions – it is not unheard-of for a company we were planning to study in Week 5 to be out of business by the time Week 5 comes around. This is a fast-paced course where students are asked to adapt, contribute, discuss, debate, and do research each week – the goal is for students to learn more than many people learn in a whole summer at a venture capital firm or in the private equity arm of a bank. A working knowledge of concepts of corporate finance, accounting, and venture capital is helpful, but not mandatory. The instructor will provide materials, though students will be expected to embark on independent research on the Internet and using other resources to better understand the companies studied each week. Assessment will be based on midterm and final papers that will examine specific companies, with students asked to justify their arguments through independent research on comparable companies, historical reference points, and competitors.

**Communicating Scientific Information: Technical Professionals and Expert Witnesses**

1 credit

This workshop-style course will focus on how to present complex scientific information to a non-technical audience to maximize credibility and persuasive impact. Students will participate in a number of presentation exercises, some with ample preparation time and some with very little, to explore effective communication techniques. Hypothetical "audiences" for the presentations will range from high school students, to business executives, to potential investors and others.

Special attention will be paid to role of an expert witness at trial. As the Court of Appeals for the Federal Circuit has noted, "the persuasiveness of the presentation of complex technology-based issues to lay persons depends heavily on the relative skill of the experts." The course will include a review of the applicable rules of evidence and procedure, and case studies illustrating effective and ineffective expert presentations. The course will culminate with the students giving expert testimony (both direct and cross examination) in a mock trial setting conducted by experienced lawyers. There are no formal prerequisites, but it is recommended that students have taken at least one litigation-focused course.
Corporate Criminal Law
1 credit
This course will outline the place of criminal law in the corporate context. Corporations as entities can be prosecuted and convicted of crimes in the United States. Individuals can likewise be prosecuted for crimes committed in the course of their work for corporations. And a large and growing body of statutes criminalizes business-related activities that were formerly unregulated or civilly regulated. This course will discuss these entity liability rules, individual liability rules, and corporate and white-collar statutes. Much of the criminal control over corporations is exerted directly by the Department of Justice, and this course will also survey internal DOJ policy with respect to corporate crime. Finally, this course will touch on core criminal law principles (e.g., what is the difference between criminal and civil law; how does criminal process differ from civil process), albeit very briefly. The goal is to familiarize business and STEM professionals with the burgeoning body of criminal law that bears on their conduct.

Data Security & Breach: Identification, Investigation, Notification, and Defense
1.5 credits
This seminar will examine how corporate actors are required to respond and notify around a data breach incident. Students will explore the substantive and procedural requirements that arise from state and federal data breach notification laws, and the requirements placed on corporations to notify impacted individuals when there has been a breach of triggering information, as both of those terms are defined under the laws. Topics include determining the laws applicable to a particular corporate entity (Gramm-Leach-Bliley, HIPAA, state laws, etc.), deciding if an incident constitutes a breach where notice is legally required, practical considerations for investigating a breach within various types of corporate entities, steps required for providing legally-compliant notification, exposure and legal risks after notification, and considerations for providing notification even if not legally required to do so. This practical and hand-on seminar will use a text written by the professor, a practitioner who regularly counsels companies who have suffered a data breach. The grade is based on in-class participation, an in-class presentation, and a series of short reaction papers.

Design Thinking I: Discovery and Invention
1 credit
This course will teach the design and development process of strategically "inventing" form and functional new products within an established best practices product development methodology. This purposeful invention strategy is very challenging, as many designers are typically confronted with the necessity of inventing in a crowded space, often challenged to differentiate in an area where many experienced thinkers have walked before. Unlike commercializing new-to-the-world technologies, where by definition the inventor is in a technical white space, designing in an existing competitive space presents its own unique challenges for creating competitive advantage. This class is designed to provide students with the arsenal of techniques and strategies they will need to invent new products in crowded, existing spaces, where the goal is not only to solve the customer's problem, but also to secure sustainable competitive advantages in the marketplace.
Design Thinking II: Differentiation by Design
1 credit
This course is intended to introduce students to the Differentiation by Design (DxD) philosophy as a fundamental design strategy of the New Product Development (NPD) business process. The underlying theme of the course is the strategic vision of continuously designing successful differentiating elements into the NPD offering and commercializing beyond form and function. There will be a focus on the execution of the strategies, with tangible real-world examples of successes and failures. Ultimately, this course will plant the seed of a creative product-differentiating NPD culture within the students, stimulating the awareness of the many, often unseen, opportunities beyond form and function design for enhancing the NPD commercialization success. Readings include cases and articles selected by the professor. There will be a mid-term project and a final project on a topic of the student’s choosing; both will require students to draw upon the lessons and skills of the class. Completion of Design Thinking I is recommended but not required.

Developing an Effective Business Plan in a Start-Up or a Corporate Environment
1 credit
The intersection of business, law, regulatory and technical subjects are critical as our world becomes more dependent on technology. To be effective in this complicated mix, professionals must understand how to take these various components into account in developing a business plan – both in the start-up environment and in an already existing and established business. This class will help students apply what they have learned in previous classes to develop this essential document; students will learn how to work effectively with cross-functional team members to get the right plan in place. We will hear from experts from a variety of areas including finance, legal, IT, other business partners and those that have had success in launching their plans to learn what should be the critical questions in the development of the business plan. We will also discuss the skills needed for the “financial ask.” This class will rely on interactive discussions; there will also be a written component and required final group presentation.

Dispute Resolution Processes
0.5 credit
This course explores the many different processes lawyers and parties use to effectively resolve disputes, including: negotiation, mediation, arbitration, early neutral evaluation, settlement conferences and more. Each process has its own policies and procedures and we will thoroughly examine the strengths and weaknesses of each approach through readings, exercises, and role plays. The course will conclude with students assessing a scenario and choosing the most effective process given the unique variables involved.

Effective Business Communication
1 credit
This class is structured to enhance the oral communication skills of participants in line with business outcome requirements. One purpose of all communication is to elicit the response one wishes. This in turn depends on situational outcome requirements. This class covers the basic competencies of oral communication, including active listening, powerful questioning and direct communication. These foundational requirements will be supplemented by techniques from neuro-linguistic programming and similar psychology-based approaches. The class will be interactive, discussion-based and interspersed with role plays and games.
Employment Law
1.5 credits
Employment law is designed to step in where other courses leave off. Equipped with strategies for managing intellectual property and business planning, you must consider how it will all work within the employment structure of your enterprise. Whether you plan to start your own business or work within an existing company, you will be faced with legal issues relating to human capital. To that end, this course will start with the legal consequences of how workers are classified, an issue central to running a business, managing others, and knowing your own rights. We will then talk about the risks and opportunities around granting and receiving job security through written contracts and other devices. After that, we will cover questions of utmost importance to you: employment-related intellectual property issues such as dealing with non-compete agreements, trade secrets, and employee inventions. We will end the course with the most significant employment laws in the U.S.—the employment discrimination statutes, which are crucial to risk management on the employer side and legal rights on the employee side. Our course materials will consist of short readings on employment law principles, select judicial opinions, and case studies. Assignments will be short drafting and analytical assignments, supplemented by in-class collaborative work. The capstone assignment, which you will deliver during the assessment week, will be a presentation and accompanying short paper. The assignment will be to select a future working role for yourself, to confront a set of employment-law problems in that role, and then propose actions to address those problems using what you have learned in the course.

Entrepreneurial Finance and Venture Capital
1 credit
This class will provide students with an introduction to raising funds for a new venture. Topics to be covered include debt versus equity, secured lending, demand for risk capital, the entrepreneur and the search for investment capital, the venture capital investor, the basic terms of an early stage venture capital deal, the more complex later stage financing deal, venture capital financing documentation (including purchase agreements, stock terms, stockholders' agreements, registration rights agreements, management stock and employment agreements, etc.), and deal process and closings. Relevant legal considerations will be examined, but the emphasis will be on the practical and market considerations involved in these deals.

Entrepreneurship Lab: Parts I and II
1 credit
The Entrepreneurship Lab exposes students to the entire innovation life cycle from ideation through to investor presentation, including prototyping, legal protection, and business plan development. Students will select a project for commercialization and work in teams to assess and refine its commercial viability, technical feasibility, and user impact. Students will work hands-on to transform their ideas into a marketable invention. They will undertake the necessary steps to plan for the commercial development of their inventions, including developing suitable legal protection for their ideas and addressing technology transfer issues. In the Spring 1 class, students will define an unmet market need, understand the key stakeholders, and assess the legal and technical risk factors in commercializing a solution. In the Spring 2 class, students will apply principles from patent, regulatory, and entrepreneurship law to their project to create the foundation necessary to move their technology into the market.
Entrepreneurship Law  
1 credit  
This course is designed to acquaint students with many of the legal challenges associated with launching and building an entrepreneurial venture. These include leaving a current employer, choice of entity, selection of a company name and trademark, venture capital and debt financing arrangements, protecting the intellectual property of the new company, employment and worker classification issues, and risk management. We will also discuss social entrepreneurs, including those who seek to establish and operate a not-for-profit organization and those who choose a for-profit model with a social impact. The objective is to give participants an introduction to the legal issues entrepreneurs face.

Focus & Awareness: Strategies for Professional Excellence  
0 credit  
The goal of this workshop is to teach a set of ideas, practices, and techniques that can help participants feel and perform better in their work as students and professionals. Mindfulness—the principal tool of awareness in this workshop—is a method of developing and sustaining present-moment awareness that can enhance wellbeing and performance by improving a person’s ability to focus, manage emotions, and deal with stress. With ancient roots in Asia, mindfulness is now widely used in many spheres in the West, including medicine, athletics, business, engineering, and education. The second tool of awareness is qigong (which resembles the better-known t’ai chi), an “internal energy art” that quickly and easily develops energy, focus, and clarity of mind and fosters wellbeing. It requires no athletic ability. The workshop provides instruction and practice in mindfulness and qigong and how to integrate them into your academic and professional life, including leadership and dealing with conflict.

Global Regulation and Compliance  
1 credit  
Legal/regulatory compliance requirements have seen a sharp increase globally. This increase reflects the rather rapid development of normative values regarding compliance and business ethics of society at large. The proliferation of laws across the globe (and the evolution of existing laws) adds to the complexity of increased compliance requirements for business conduct in areas such as accounting, anti-bribery, antitrust, data privacy, and intellectual property; this impacts both emerging and established companies. Increased penalties for violations have become substantial and reputational damage to companies that result from liability has become significant. This course will provide the analytical tools necessary to understand the complexities of compliance as part of a business risk analysis and to use compliance in shaping business strategy.

Health Data: Classification & Compliance  
1.5 credits  
This course will provide students with a basic understanding of health data and practical proficiency of its utility; it is important not only on a personal health level, but also as a lynchpin in seeking professional opportunities. It will cover various issues relevant to uses of data in healthcare, including healthcare informatics and big data analytics. Some other applications include government regulations in managing US healthcare, priorities of healthcare systems in enhancing research, big data challenges for medical device and pharma companies, and solving unique healthcare problems through data in start-up world. The course is distributed in 6 topics.
with several subtopics and structured to include lectures, cases, demonstrations, and expert appearances. The six topics are: Types of Health Data; Health Data Sources; Use and Accessibility of Health Data; Compliance: Health Data Security, Privacy, and Legal; Data Standards; and Interoperability and Data Sharing.

**Infringement Risk Assessments: Driving Early Resolution of Patent Disputes**  
0.5 credit  
Legal/regulatory compliance requirements have seen a sharp increase globally. This increase reflects the rather rapid development of normative values regarding compliance and business ethics of society at large. The proliferation of laws across the globe (and the evolution of existing laws) adds to the complexity of increased compliance requirements for business conduct in areas such as accounting, anti-bribery, antitrust, data privacy, and intellectual property; this impacts both emerging and established companies. Increased penalties for violations have become substantial and reputational damage to companies that result from liability has become significant. This course will provide the analytical tools necessary to understand the complexities of compliance as part of a business risk analysis and to use compliance in shaping business strategy.

**Integration of Science & Clinical Care**  
0.5 credit  
Traditionally, health care has been delivered in two silos – the research realm and the clinical care/health care provider. Although the two may have recognized the importance of each other, they weren’t truly enmeshed. Innovative, cutting-edge organizations are breaking down those barriers while cross-fertilizing the two fields. The combination of these two areas has ultimately led to numerous scientific advances, as well as to a higher quality of care. With those walls being struck down comes fascinating challenges from a legal, regulatory and ethical perspective. This class is designed to not only help you recognize the issues but experience first-hand approaches for the future.

**Intellectual Property & Business Strategy**  
1.5 credits  
This course covers the broad agenda of using intellectual capital in a strategic manner to achieve business advantage. With increased globalization, intangible assets such as human capital, intellectual property, brands, and relationships have become the dominant proportion of a firm’s market value. Most firms, however, do a poor job of strategically managing these assets for long-term sustainable competitive advantage. To better prepare you as a strategic manager of knowledge-based assets, this course adopts a lifecycle approach that covers the creation of an asset, its codification and protection as intellectual property rights, leveraging through contracts and other strategic techniques such as litigation, data mining and administrative proceedings. The course also approaches intellectual property strategy from a stakeholder perspective. The effective and strategic management of intellectual property and other knowledge-based rights considers various important constituents that include: external regulators, the courts, administrative agencies, inter-firm departments, top management, partners, customers, competitors, the media and public at large.

**Introduction to Accounting and Financial Statements**  
1 credit
This course introduces the language and techniques used to evaluate company performance. The first half of the course provides an introduction to financial statements. Financial statements are often referred to as the “language of business,” because they are the primary method of communicating financial information to parties outside an organization. We will analyze several sets of real-world financial statements and learn how to interpret the various numbers included within them. The second half of the course provides an introduction to managerial accounting and time value of money. Managerial accounting encompasses techniques used to analyze financial information within a company. We will learn how to determine a product’s cost and the number of units of a product that a company needs to sell to break even or to meet certain profit targets. Finally, we will discuss time value of money and learn how to calculate present values and futures. Time value of money is an important topic underlying valuation of assets, including intellectual property. Special Note: This class runs for only 5 weeks in the Fall 2: Seven-Week Session.

Note that this course provides introductory overviews of a number of important business topics, and, as such, is intended for students who have not taken prior coursework in accounting or finance.

**Legal Research and IP**
1 credit
This one-credit course will provide students with the necessary tools to conduct legal research and evaluate the quality of legal research materials with an emphasis on the unique research requirements of Intellectual Property Law. Legal Research is a unique skill in and of itself and is distinct from other forms of research in order to identify, and assess the authorities required to develop, present and utilize legal concepts and theories. In addition, legal research in Intellectual Property requires an additional level of specialized research to identify existing intellectual property, its owners, licensees, and assignees, similar concepts and processes such as research into “prior art” in Patent Law. The course will explore commercial database resources utilized by the legal and IP communities as well as freely accessible Internet based resources. We will use problems, group and individual exercises, presentations and a written project to enhance knowledge of the process of legal research. We will explore these research resources and processes in detail with an emphasis on strategic and cost-effective approaches applicable to particular legal issues and working objectives. Students will be grouped into working groups to work collectively on group exercises, assignments and the Final Project presentation.

**IP in the Courts: How Patent Law is Made**
1 credit
Beyond the bare words of the patent statute, patent law is made entirely in the courts, case-by-case, with general principles being announced in the opinion of the court based on the facts of the specific case. Thus, it is impossible to understand patent law without a sense of how these cases comprise the law. How does this court-made process work and what impact does it have on actual patent law as it is applied every day in the real world? These are the questions this course will consider. The main part of our work will consist of a reading and discussion of a few leading patent law decisions of the United States Supreme Court and the Federal Circuit Court of Appeals, with emphasis on the underlying process that creates patent law. There is no formal prerequisite for the course, but a general background in patent law principles (such as provided in the Patent Law course) will be useful.
IP Licensing and Transactions
1 credit
This course will cover mechanisms used by intellectual property rights owners to exploit economic value of the rights by allowing third parties to use the owner’s rights in under variety of settings and restrictions. The course will survey typical license arrangements for patent rights, trade secrets, trademarks and copyrights, underlying legal principles and case law, and common agreement terms. Variations in transaction structure in different industries will be explored through case studies. Guest speakers will present on emerging issues in intellectual property licensing.

IP Strategy and Management
1.5 credits
This course covers the principles of why companies and individuals create or acquire intellectual property – how intellectual property fits into the overall business objectives, as well as the operational aspects of managing an IP portfolio in sync with the business strategy. It will include a number of case studies examining the context of why companies do certain things with their IP, the consequences of good and bad decisions, as well as scenario projects that take a current IP-related situation in the market and postulate on its potential outcomes and merits. IP analysis as a competitive intelligence tool and how it fits into the overall strategy framework of a business will also be examined, incorporating the hands-on use of patent analytics software in one or more case studies. Students will become familiar with the practical aspects of IP portfolio management, including the IP Pipeline, as well as the processes, tools, and systems needed to maintain alignment with business objectives and create value opportunities. Leverage opportunities will be discussed, including evaluation of enforcement opportunities as good business investments. The course will be conducted through a series of short lectures and class discussions that frame specific IP knowledge domains, papers and articles, court rulings, video clips, web-based analysis tools, the USPTO website and student presentations.

IP Valuation
1.5 credits
MSL students stand at the intersection of law, business and technology, and are situated to play an active and leading role in advancing innovation, and commercializing ideas and technology. IP Valuation is the hands-on course that provides the theory, methods, and tools for estimating the value of IP, regardless of the technology, industry or business situation. Through a combination of in-class discussion, individual casework / problem sets, and a capstone group project, students will learn to use the valuation method(s) that are best for valuing IP in a variety of real-world contexts, including licensing, M&A, JVs and other collaborations, IP purchase / sale, investing, financing, and litigation. Students will learn to conduct due diligence using knowledge from other MSL courses and their own STEM backgrounds to identify situation-specific IP value-drivers and make better business decisions. The Financial Skills class (or equivalent training/experience) is a prerequisite.

International & Comparative IP
1 credit
This course focuses on the global patent system. It will survey national patents in the most important countries and regional patent conventions. It also will survey the major international agreements concerning patents. The course will also introduce students to patent enforcement
around the world. This course may touch briefly on other intellectual property rights, namely, copyrights and trademarks.

**International Team Project (Israel)**
2 credits
The MSL International Team Project (ITP) class is designed to expose students to the business and legal ecosystems of another country. Students will participate in a class component during the Spring 1 term and then will participate in a “field research” component over Spring Break during the Spring 2 term. In the class component, students will learn about the country they will be travelling to, and they will develop and prepare for the projects they will undertake during their field research in the foreign country. During their field research, students will participate in a variety of activities required to execute their projects, including company visits and interviews with relevant business and government officials. After the field research, students will work together to prepare and present a final team project.

In 2016, the MSL ITP will involve the country of Israel. The particular focus of this course will be the entrepreneurial landscape in Israel. Students will explore the current business climate in Israel, how entrepreneurship is fostered, and how Israeli entrepreneurship interacts with business and entrepreneurship in the US. Students will begin their preparation by reading Start-Up Nation, a book that explores the innovation culture in Israel.

**Litigation Operations and eDiscovery**
1 credit
This course focuses on the operational and logistical side of litigation, from the perspective of a corporation’s senior management and its in-house legal department. In today’s legal landscape, the amount that a corporation spends in litigating their case can rival, or even exceed, the amount at stake at trial. A well-functioning Litigation Operations team allows the corporation to efficiently and effectively defend its rights in court - putting the corporation in the most advantageous legal position, while preserving its resources. This course will examine the challenges faced by litigants in the digital age, focusing on the growing importance (and cost) of electronic discovery. This will cover four general topics: a) the optimized roles and responsibilities of the various stakeholders (the corporation, its outside law firm, and litigation services companies); b) the importance of well-defined process and project management principles in coordinating a response to litigation; c) cost management in the inherently unpredictable process of identifying and sorting through "big data"; d) litigation technology that can be deployed to respond to the needs of the litigation. The discussion will focus on the requirements of the Federal Rules of Civil Procedure and the body of “best practices” established by field practitioners who have identified methods for reducing risks and mitigating costs.

**Monetizing Patents: Fundamentals of Patent Assertion**
1 credit
Patents are an emerging asset class that is the foundation for innovation in the U.S. and throughout the world. As our economy has shifted from being predominantly product-based, to service-based, to now knowledge-based, patents have increased in significance and importance – to the point of being referred to as "the currency of the modern economy." Patent Monetization is a general term used to describe the generation of revenue from a patented invention. Patent Assertion is a specialized subset of Patent Monetization, where the patent owner seeks to derive revenue from the unauthorized use of his/her patented invention. This course will cover the
fundamentals of patent assertion including: patent basics (what is a patent and what is patentable subject matter); patent evaluation (validity and infringement); patent assertion strategies; patent litigation; and patent assertion licensing. Students will work with an issued United States Patent and be asked to analyze prior art, identify potential infringers, formulate a patent assertion strategy. The impact on future innovation from recent patent legislation, changing case law, and administrative procedures at the USPTO will also be discussed.

Negotiation Skills and Strategies
2 credits
In the Negotiation Skills and Strategies Workshop, students will have the opportunity to understand various approaches to conflict and how to manage difficult issues effectively. From there the Workshop will provide students with a theoretical framework for approaching negotiations in both the deal and the dispute contexts and will provide ample opportunities for putting the skills to practice in simulations. In addition, specific modules on working with lawyers and managing the process, substance and emotional components of a negotiation will be included. This is a highly interactive and fast-paced course.

Open Data: How Information Standardization and Publication are Changing Government and Law
0.5 credit
In 2014, Congress unanimously passed, and President Obama signed, the most sweeping government management reform in a quarter-century. The Digital Accountability and Transparency Act, or DATA Act, directs the executive branch to transform all of its spending information from disconnected documents into open, standardized data. The DATA Act is part of a global move toward standardizing and publishing many domains of government information beyond just spending, a shift referred to as the open data movement. Current and proposed open data policies implicate such varied domains of government information as weather, geography, transportation, financial services, and recreation. Open data promises to change the way citizens interact with their government by improving the breadth and depth of information available to voters. The transition from documents to data also promises to improve government management: as public-sector leaders gain access to searchable data on spending and operations, it becomes easier to deploy analytical tools to inform decisions.

However, the most economically consequential (and still mostly theoretical) impact of the open data movement will be to streamline interaction between government and business. In the shorter term, the adoption of standardized data formats for regulatory reports will allow software to automate the creation and submission of those reports. In the longer term, further efficiencies will be realized when laws and regulations are themselves expressed in standardized data formats, either replacing or supplementing conventional document-based publication. Some jurisdictions, and several technology companies, are experimenting with data formats for policy directives. The transformation of laws and regulations into open data could allow business and financial systems to automatically conform a company's operations to governing policies, systematize cost-benefit analyses in administrative law, and reduce the burden of administrative compliance. The open data movement has mainly focused on government information that is legally public, but as incentives multiply for governments to standardize more comprehensively, privacy and security concerns will grow.
This course will summarize the first decade of the open data movement in the United States and elsewhere, outline significant information domains where the shift from documents toward data has gained momentum, consider potential challenges in security and privacy, and zero in on the current and theoretical consequences for the relationship between government and business.

**Patent Law**
1.5 credits
This course provides an introduction to the basic principles of U.S. patent law. We will cover the function of the U.S. patent system; subject matter eligible for patenting; the requirements for obtaining a patent; patent entitlements and remedies for patent infringement; and current debates in patent law, including the patentability of software and the problem of non-practicing entities. Course instruction will be conducted through a combination of lectures, including guest lectures from practicing patent attorneys, and team exercises designed to simulate problems likely to arise in patent law practice.

**Patent Preparation & Prosecution Workshop**
1 credit
The Patent Preparation and Prosecution Workshop is focused on preparing and obtaining issued patents that have both broad coverage and sufficient detail to address various contingencies that may arise at the patent office, in licensing, and in litigation. Teams of 2-3 students will conduct invention disclosure sessions with university scientists and engineers, generally within the students’ technical or scientific fields. Using information from the invention disclosure session and other materials provided by the inventors, each group will then apply the core applicable laws and regulations in preparing an actual patent application. The course will focus on how to “engineer” a patent application within the legal “structural” constraints, including patent claim drafting, patent claim mechanics and legal interpretation, preparation of a patent specification (written description, enablement, best mode), amendments and responses to office actions from the USPTO, additional foreign requirements for international protection, and new approaches for preparing software and business method patents. Drafts of various sections of each group’s patent application will be submitted at regular intervals, with opportunities to meet with and receive feedback from the professor and revise the application accordingly. Regular and much shorter assignments will also include claim drafting and brief specification drafting from inventions provided in class. Students will also meet regularly in small groups with the professor for individualized feedback on course assignments and drafts of their actual patent applications. Evaluation will be based on each group’s patent application, along with individual class participation, class presentations, and regular course assignments. Note that Patent Law is a prerequisite for this class.

**Privacy Management in the Collection and Use of Digital Data**
1.5 credits
This class will focus on the evolving data ecosystem within the existing legal and regulatory landscape, which is also evolving. It will: 1) explain the technology underlying the tracking, collection and aggregation of consumer data, 2) identify the first and third party data aggregators, and outline what they do, 3) explore how business uses consumer data, particularly for its marketing purposes, and 4) provide the legal and regulatory perspective toward the industry’s
behavior and practices. The class will cover a number of recent court cases and Federal Trade Commission enforcement actions as a way to enhance understanding of the critical data privacy issues facing business.

As part of the evaluation for the course, teams of 3-4 students will work on a project based on a hypothetical situation with students forming interdisciplinary teams representing legal, tech and business operations. Obviously, a bit of role-playing will be required. The project will require the launch of a new product (probably an app) incorporating a “privacy by design” approach and data governance best practices. Teams will demonstrate compliance with relevant statutes and regulations, and address the building of a corporate culture where business, legal and technology collaborate. The project will be assigned day 1, so students will have the entire 6-7 weeks to complete it, with readings and class discussion supporting their efforts. Project deliverables will include a brief “executive” presentation by each team, accompanied by a written plan and recommendations.

Public and Private Markets in IP
1 credit
Developed economies once resembled a stable three-legged stool -- manufacturing, services and invention. Today, only Intellectual Property ("IP") and the value it generates remains to support the standard of wealth developed nations have come to enjoy. IP now dwarfs all assets in value-at-risk with intangible assets accounting for over 75 percent of the S&P 500’s market capitalization. This class will focus on two general topic areas related to IP. First, the class will examine the multiple markets in which IP can be found. Second, the class will focus on IP-based asset management and investment banking practices in an attempt to illustrate how economic value can be extracted from IP as an asset class.

Regulation: Energy and Environment
1 credit
This course explores the legal and policy issues involved in the regulation of energy and the environment, though the lens of the topic of climate change. The course will focus on the interplay between the U. S. Congress, the Executive branch, and the courts in the development of climate change law. Special attention will be given to the Clean Air Act, the National Environmental Policy Act, and relevant energy laws, particularly with respect to their impact upon efforts to develop new and alternative energy sources. Students will be expected to review selected published opinions and related materials involving climate change issues and will then be asked to apply what they have learned by participating in case studies developed from real life situations. An overriding theme of the course will be the continuing and evolving relationship among nature, science, and the law.

Regulation: Medicine and Health
1 credit
This course explores the legal and policy topics in the U.S. regulation of food, drugs, and medical devices, with reference to equivalent or similar European regulations. The course will cover basic statutory provisions, regulations, and relevant case studies. Topics to be covered
include overview of federal regulations, certifications and non-federal requirements, advertising and promotion, quality systems and processes, inspections, recalls and consent decrees.

**Regulation: Tech & Telecom**
1 credit
This course, which will be taught on a compressed schedule, will highlight the major issues that have confronted telecommunications regulation in recent decades: whether and how to regulate monopolized or concentrated network markets, how to preserve a competitive and innovative ecosystem, and how to ensure universal service. Although we will focus on telecommunications and Internet services, we will draw analogies to other utility and transportation markets based on common economic and regulatory principles. We will also draw analogies to other high-technology markets, such as software and Internet search that have confronted similar challenges. We will spend significant time on the most current debate – “network neutrality” – as an exemplar of the challenges that both communications markets and communications regulators face.

**Regulatory Strategy and Communication**
1.5 credits
The Regulatory Communications and Strategy class will examine the legal and business aspects of understanding and complying with regulations, communicating with regulators, communicating with internal and external audiences concerning regulatory activities, developing regulatory goals and strategies, and understanding and developing strategies for addressing regulatory failures. The course will use a case study approach with students reviewing and analyzing recent instances of regulatory successes and failures. Case studies may include examples of product failures and recalls, bringing new products or drugs to market, introduction of new technologies, oil spills or hazardous materials clean ups, and financial regulation and bank failures.

**Standard Setting**
1 credit
Standards are cooperatively defined rules for how products and services work together in the marketplace. Many products used throughout the economy – including mobile phones, the internet, computer hardware, and certain power delivery systems – would not exist but-for the cooperation of numerous firms across different industries. This course will cover fundamental business strategic decision-making in relation to standards. We will cover the different forms that standard setting can take and the advantages and disadvantages of pursuing one mode versus another. We will lay out the fundamentals of participating in cooperative standard setting and how such participation can affect a firm’s intellectual property acquisition and licensing decisions, along with competition in the relevant marketplace. Finally, we will highlight some antitrust risks involved in standards setting. In addition to more traditional lecture/discussion classes, two classes will be devoted to in-depth interviews with industry practitioners discussing how their firms decided among the various standardization options available to them and how formal standard development organizations actually work. Another two classes will involve students participating in a simulation exercise in which they will work in a group to assess the opportunities relating to an emerging standard for their assigned “company.” Assessment will be
based on in-class preparedness and participation, an in-class presentation (including both a group and an individual contribution score), and an out-of-class writing assignment.

**Statistics and Probability**
1 credit
This lecture and discussion course introduces MSL students to statistical ideas and techniques that have relevance for legal decisions. Topics include chance, descriptive statistics, data collection, hypothesis testing, confidence intervals, statistical significance, elementary probability, selection bias, base rates, error rates, Bayesian reasoning, correlation, and causation. Application areas include discrimination claims, trademark studies, racial profiling proof, DNA evidence, medical malpractice cases, and epidemiological evidence. We will also examine the impact of expert statistical testimony on jurors. Reading materials (e.g., chapters, cases, newspaper articles, portions of Appellate opinions, etc.) will be posted as PDFs online. Students will work through some problems, participate in an original group project, and present their work to the class. There will also be a 75 minute test (notes and reading materials may be used).

**The Deal: Working with Contracts and Contract Language**
1.5 credits
This course examines the connection between the law of contracts and the practice of contract law through the lens of particular agreements and their terms. Among the types of contracts we will examine will be commercial leases, letters of intent, merger and acquisition agreements, employment contracts, and non-disclosure agreements. Readings in contract law and theory will be supplemented by in-class simulations using the traditional elements of business deals: the close reading of contract language, the drafting of particular clauses, and the negotiation of business points among parties of equal, and sometimes unequal, bargaining power.

**The Privacy Paradox and Other Post-Snowden Games**
1 credit
“Information wants to be free.” “Privacy is dead, get over it.” “If you have something you don’t want anyone to know, maybe you shouldn’t be doing it.” “If you have nothing to hide, you have nothing to fear.” Starting with these quotes and the most common tropes that appear in the public discourse about data, we will proceed to unpack the manner in which privacy is construed in the public imagination. Gaining even more salience after the controversial and polarizing actions of Edward Snowden (hero/villain? patriot/traitor?), privacy is in a precarious position. When pitted against competing values, such as safety, transparency, accountability and public interest, privacy is often the loser.

This course will use a set of phenomena, technologies and trends, such as Big Data, the Internet of Things, the Quantified Self movement, Smart Cities and Biometrics, to draw out the key theories and concepts of privacy. By looking at the architectural constraints, design choices, technical affordances and other factors that contribute to our experience of technology, we will investigate their legal, societal and policy implications. We will also consider the context and legal system in which these tensions play out, and question whether ideas of privacy are universal or culturally relativist. We will also examine the relationship between privacy and
other fundamental freedoms such as the rights to free speech, association and assembly, in order to locate privacy in the larger human rights frame.

University-Industry-Government Partnerships: Legal and Business Considerations
0.5 credit
Academic institutions, companies, and federal agencies collaborate in many types of engagements, from sponsored research to technology transfer to student fellowship and recruitment. This course will explore the legal and business considerations involved in such bi- and multi-lateral engagements, such as intellectual property rights and ownership under the Bayh-Dole Act, IP licensing arrangements, start-ups and incubators, export controls and fundamental research, the Federal Acquisition Regulations, tax and private business use implications, research regulations, and international collaborations.