



Technology Transactions

Seyfarth's cross-disciplinary Technology Transactions team offers a global presence and extensive experience representing companies as they create, enhance, license, sell, and acquire intellectual property and technology assets.

Our work includes large outsourcing matters for Fortune 500 clients, enterprise-wide software implementations for privately held middle market companies, the negotiation of licenses "in" and "out" for emerging growth companies, the establishment of SaaS subscription platforms for early-stage and middle market companies, and mergers and acquisitions involving technology-enabled businesses. We have handled some of the most complex and strategic multinational, multiparty sourcing transactions ever undertaken, with total contract values in the billions of dollars. Throughout each transaction, our focus is not just on getting the deal done; we help clients realize increased efficiencies for a true competitive advantage.

Our Capabilities

- Licensing and technology transfer
- Open source software
- Software as a Service (SaaS)
- Licensed software audits
- Technology development contracts
- Privacy and data security
- Outsourcing transactions
- Intellectual property advice
- Social networking
- Distributor and reseller matters
- Strategic alliances and joint ventures
- Mergers and acquisitions
- Venture capital

Recent Experience

- Represented a financial services client in the outsourcing of all legacy IT infrastructure supporting its banking operations and applications, including mission-critical banking applications. Seyfarth was responsible for guiding the client through the RFP process and the legal structuring, drafting, and negotiation of all legal aspects of the deal, including complex corporate and employment terms. In particular, Seyfarth led internal workshops with the relevant business units to draft all relevant schedules and work orders. Seyfarth also led the drafting and negotiation of the pricing schedules and exhibits, which reflected a fixed price methodology with corresponding ARC/RRC adjustments.
- Represented one of Europe's largest private equity sponsors in a strategic sourcing initiative to establish an independent operating company as part of the \$500+ million acquisition. Seyfarth attorneys negotiated and documented 50 new contracts with major vendors such as ADP and SAP, and an additional 150 contracts during the 90 day transition period after the closing.
- Represented a publicly-traded personal lines insurer, as licensee, in a large technology outsourcing license and development transaction for enterprise-wide help desk functions.

- Represented a *Fortune* 500 global computer security software company in the large-scale, complex outsourcing of its facilities management services around the globe. The project covered more than 50 countries and included almost all of our client's facilities. The project scope addressed \$100+ million in annual spend.
- Represented a leading fashion retailer in the negotiation and implementation of an all-encompassing, mission-critical IT solution as it converged from multiple vendors to a single-source provider for the entire suite of IT services (hardware, support, data storage, telephony, etc.). Negotiation was successfully handled on a short time frame and in the midst of an ownership transfer.
- Serve as outside general counsel for an integrated management solutions company engaged in consulting and licensing its proprietary software solutions to its clients.
- Represented a large food products manufacturer in connection with the outsourcing of all of its enterprise-wide hardware and software needs. The project involved the acquisition of hardware, the licensing of additional necessary software, and the performance of long-term services related to the ongoing operation of the company's information technology. Seyfarth was also involved in the selection of the vendor as part of a request for proposal process, and the negotiation of all related agreements.
- Represented one of the largest publicly-traded personal lines property and casualty insurers in the US in connection with the negotiation and implementation of a new enterprise cloud-based, outsourced solution related to the marketing and sale of insurance products by insurance agents nationally. The outsourced information technology and related services are provided on a multinational basis.
- Represented a national insurance claims data processor in the development of its contracts with customers concerning the licensing of its software products, the development of customized software solutions, and the provision of long-term outsourced data processing services. Our lawyers also worked collaboratively with personnel from IBM to develop a technology implementation and compliance plan in order to bring the company's systems into compliance with HIPAA.
- Represented a software and services vendor in the global outsourcing of the human resources operations of a multinational corporation that is one of the world's leading kitchen and home appliance manufacturers.
- Represented a public relations firm in the negotiation of an outsourced email cloud services and IT support services arrangement with Symantec and an India-based provider.
- Represented the engineered materials division of one of the largest privately held companies in the US in the outsourcing of its facilities and inventory management operations.
- Represented one of the largest orthopedic specialty groups in the country in a substantial outsourcing transaction to manage medical data and maintain a data center. Our attorneys assisted the client in selling its medical data assets to a third party and entering into agreements with the third party to provide all data management services and host a new data center.
- Represented a telecommunications company in its acquisition of cable systems in Texas which serve more than 18,700 primary service units on a combined basis.
- Represented a leading sports apparel manufacturer in servicing a high volume of IT procurement transactions.

Industry Breadth

Our Technology Transactions team has experience spanning a range of technologies and industries, providing clients with practical advice, market knowledge, and innovative solutions. We offer unique and valuable guidance that supports our clients' objectives across the following industries:

- Advertising
- Automotive
- BioTech & Pharmaceutical
- Cable
- Clothing & Apparel
- Financial
- Food
- Insurance Services
- Manufacturing
- Retail
- Software & Hardware
- Telecommunications
- Transportation (Intermodal, Railcar, Trucking)