

# MARKET REPORT



## Global Asset Purchase Partnering Terms and Agreements in Pharma, Biotech and Diagnostics 2010 to 2016

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# Global Asset Purchase Partnering Terms and Agreements in Pharma, Biotech and Diagnostics 2010 to 2016

The Global Asset Purchase Deals in Pharma, Biotech and Diagnostics 2010-2017 report provides a detailed understanding and analysis of how and why companies enter business, product, technology and royalty assets.

The report provides a detailed understanding and analysis of how and why companies enter business, product, technology and royalty assets.

The focus of the report is on partnerships for business, product, technology and royalty assets where partners have entered an agreement to dispose of or acquire said assets.

Companies may seek to dispose of an asset simply because it is surplus to requirements. Or it may seek to dispose of assets in order to raise funds to invest in others parts of its business. Or it may be due to a regulatory requirement to dispose of certain business or product assets as a result of a pending business merger in order to meet competition regulations.

The report provides access to asset purchase deal payment terms as announced between the parties. This data provides useful insight into the payment and other deal terms.

The report focuses on four primary types of asset available for purchase:

**Business assets** - the most common asset exchanging hands. Business assets are in the form of a business unit or subsidiary of a parent company. Common assets include territorial businesses or non-core businesses such as an OTC or diagnostics business, separate from the core business operations

**Product assets** - in the form of marketed product, clinical phase development compound, or drug delivery-compound combination. These assets are commonly available as a result of a merger or change in direction of the selling company. The buyer acquires the asset for global or territorial exploitation. It is often the case that the acquiring company is normally a competitor to the seller, but in this situation the trade is of mutual benefit

**Royalty assets** - where a specialist investment company acquires the rights to future royalty payments in return for payment of a lump sum payment to the licensor for the product

**Technology asset** - where a buyer is acquiring a technology platform, research program, patent portfolio or other intellectual property asset. The acquisition is often due to the technology being surplus to a sellers interests, but may also be as a consequence of a sale of assets in advance of the seller entering liquidation

Understanding the flexibility of a prospective partner's negotiated deals terms provides critical insight into the negotiation process in terms of what you can expect to achieve during the negotiation of terms. Whilst many smaller companies will be seeking details of the payments clauses, the devil is in the detail in terms of how payments are triggered and rights transferred - contract documents provide this insight where press releases and databases do not.

This report contains a comprehensive listing of over 1,000 asset purchase deals announced since 2010 as recorded in the Current Agreements deals and alliances database, including financial terms where available, plus links to online copies of actual asset purchase contract documents as submitted to the Securities Exchange Commission by companies and their partners.

Contract documents provide the answers to numerous questions about a prospective partner's flexibility on a wide range of important issues, many of which will have a significant impact on each party's ability to derive value from the deal.

The initial chapters of this report provide an orientation of Asset Purchase dealmaking and business activities. Chapter 1 provides an introduction to the report, whilst chapter 2 provides an overview and analysis of the trends in Asset Purchase as well as a discussion on the merits of the type of deal.

Chapter 3 provides an overview of the structure of Asset Purchase deals. The chapter includes numerous case studies to enable understanding of both pure Asset Purchase deals and multicomponent deals where Asset Purchase forms a part.

Chapter 4 provides a review of the leading Asset Purchase deals since 2010. Deals are listed by headline value. Where the deal has an agreement contract published at the SEC a link provides online access to the contract via the Current Agreements deals and alliances database.

Chapter 5 provides a comprehensive listing of the top 50 most active Asset Purchase dealmaker companies. Each deal title links via Current Agreements deals and alliances database to an online version of the full deal record, and where available, the actual contract document, providing easy access to each deal record on demand.

Chapter 6 provides a comprehensive and detailed review of Asset Purchase deals organized by company A-Z, therapy, technology and industry type signed and announced since 2010 where a contract document is available. Contract documents provide an indepth insight into the actual deal terms agreed between the parties with respect to the Asset Purchase deal.

The appendices to the report includes a comprehensive listing of all Asset Purchase deals announced since 2010. Each listing is organized as an appendix by company A-Z, stage of development at signing, therapeutic area and industry type. Each deal title links via hyperlink to an online version of the deal record including, where available, the actual contract document.

The report includes deals announced by hundreds of life science companies including big pharma such as Abbott, Abbvie, Actavis, Amgen, Astellas, AstraZeneca, Baxter, Bayer, Biogen Idec, BMS, Celgene, Eisai, Eli Lilly, Gilead, GSK, J&J, Kyowa Hakko, Merck, Mitsubishi, Mylan, Novartis, Pfizer, Roche, Sanofi, Shire, Takeda, Teva, and Valeant, amongst many others.

The report also includes numerous table and figures that illustrate the trends and activities in Asset Purchase dealmaking since 2010.

In conclusion, this report provides everything a prospective dealmaker needs to know about Asset Purchase alliances.

## Key benefits

Global Asset Purchase Deals in Pharma, Biotech and Diagnostics 2010-2017 provides the reader with the following key benefits:

In-depth understanding of asset purchase deal trends since 2010

Analysis of the structure of asset purchase agreements with numerous real life case studies

Comprehensive access to over 1,000 actual asset purchase deals entered into by the world's biopharma companies

Detailed access to actual asset purchase deals entered into by leading biopharma companies

Insight into the terms included in a asset purchase agreement, together with real world clause examples

Understand the key deal terms companies have agreed in previous deals

Undertake due diligence to assess suitability of your proposed deal terms for partner companies

## Report scope

Global Asset Purchase Deals in Pharma, Biotech and Diagnostics 2010-2017 is intended to provide the reader with an in-depth understanding of the asset purchase trends and structure of deals entered into by leading biopharma companies worldwide.

Global Asset Purchase Deals in Pharma, Biotech and Diagnostics 2010-2017 includes:

Trends in asset purchase dealmaking in the biopharma industry since 2010

Analysis of asset purchase deal structure

Case studies of real-life asset purchase deals

Access to over 1,000 asset purchase deal records

The leading asset purchase deals by value since 2010

Most active asset purchase dealmakers since 2010

The leading asset purchase partnering resources

In Global Asset Purchase Deals in Pharma, Biotech and Diagnostics 2010-2017, the available deals are listed by:

Company A-Z

Headline value

Stage of development at signing

Therapeutic area

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## Technology type

Each deal title links via Weblink to an online version of the actual deal record, providing easy access to each contract document where available.

The Global Global Asset Purchase Deals in Pharma, Biotech and Diagnostics 2010-2017 report provides comprehensive access to available records for over 1,000 asset purchase deals, including contract documents where available. Analyzing actual contract agreements allows assessment of the following:

What are the precise rights granted or optioned?

What is actually granted by the agreement to the partner company?

What exclusivity is granted?

What is the payment structure for the deal?

How are sales and payments audited?

What is the deal term?

How are the key terms of the agreement defined?

How are IPRs handled and owned?

Who is responsible for commercialization?

Who is responsible for development, supply, and manufacture?

How is confidentiality and publication managed?

How are disputes to be resolved?

Under what conditions can the deal be terminated?

What happens when there is a change of ownership?

What sublicensing and subcontracting provisions have been agreed?

Which boilerplate clauses does the company insist upon?

Which boilerplate clauses appear to differ from partner to partner or deal type to deal type?

Which jurisdiction does the company insist upon for agreement law?

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