

ACTION REQUEST

Subject: Option Agreement between the University of Michigan and HealthTrek Solutions L.L.C.

Action Requested: Approval of Option Agreement

Preamble:

A statutory conflict of interest situation was identified by the Office of Technology Transfer while reviewing the technology transfer agreement that then triggered a review by the UMOR Conflict of Interest Review Committee. A plan for management of the possible risks associated with the conflict of interest was then developed and approved by this Committee and agreed to by the parties involved in this plan.

This proposed option agreement (“Agreement”) falls under the State of Michigan Conflict of Interest Statute because Professor Alexandre Dasilva and Mr. Eric Maslowski are both employees of the University of Michigan (“University”) and partial owners of HealthTrek Solutions L.L.C. The law permits such an Agreement provided it is disclosed to the Board of Regents (“Regents”) of the University of Michigan and approved in advance by a 2/3 vote.

Background:

Dr. Dasilva, an Assistant Professor of Prosthodontics, Biologic and Materials Sciences in the School of Dentistry, and Mr. Maslowski, Manager of the Michigan Library 3D Lab, are partial owners of a for-profit company called HealthTrek Solutions L.L.C. (the “Company”). The Company was formed recently to commercialize mobile apps for the tracking, identification, reporting, and management of migraine and facial pain in effected patients and desires to obtain an option from the University of Michigan for the University’s rights associated with the following technology:

UM OTT File No. 5575, entitled: “Pain Tracking and Analysis Tool for Mobile Platforms” (Inventors: Alexandre Dasilva, Eric C. Maslowski, Sean Petty and Sean Sheehan)

The Office of Technology Transfer selected the Company as a University partner and negotiated the terms of the proposed Agreement in accordance with University policy and its accepted licensing principles.

Parties to the Agreement:

The Regents of the University of Michigan and HealthTrek Solutions L.L.C.

Agreement Terms Include:

Agreement terms include granting the Company an exclusive option to obtain a royalty bearing exclusive license. The Company will pay an option fee and perform certain evaluations during the option period.

The University will retain ownership of the optioned technology and may continue to further develop it and use it internally. No use of University services or facilities, nor any assignment of University employees, is obligated or contemplated under the Agreement. Standard disclaimers of warranties and indemnification apply, and the Agreement may be amended by consent of the parties, such as adding related technology. University procedures for approval of these changes will be followed and additional conflict of interest review will be done as appropriate.

Pecuniary Interest:

The pecuniary interests of Dr. Dasilva and Mr. Maslowski arise from their ownership interest in HealthTrek Solutions L.L.C.

Net Effect:

The Office of Technology Transfer has negotiated and finalized the terms of a worldwide exclusive option agreement for intellectual property related to UM OTT File No. 5575 for all fields of use. HealthTrek Solutions L.L.C. will obtain use and evaluation rights to the above listed University technology.

Recommendations:

This matter has been reviewed and approved by the UMOR Conflict of Interest Review Committee. In light of this disclosure and our finding that the Agreement was negotiated in conformance with standard University practices, I recommend that the Board of Regents approve the Agreement between the University and HealthTrek Solutions L.L.C.

Respectfully submitted,



S. Jack Hu
Interim Vice President for Research

February 2015