

THE UNIVERSITY OF MICHIGAN
REGENTS COMMUNICATION

ACTION REQUEST

Subject: Technology Transfer Agreements with the University of Michigan

Action Requested: Approval of Technology Transfer Agreements

Preamble:

Statutory conflicts of interest situations were identified by the Office of Technology Transfer (“OTT”) while reviewing technology transfer agreements that then triggered a review by the Medical School Conflict of Interest Board and/or the UMOR Conflict of Interest Review Committee. Plans for management of the possible risks associated with the conflicts of interest will be developed and approved by the Board and/or Committee and may require agreement by the parties involved.

These proposed technology transfer agreements (“Agreements”) fall under the State of Michigan Conflict of Interest Statute because employees of the University of Michigan (“University”) have outside activities, relationships, or interests in the companies described in Attachment A. The law permits such Agreements provided they are disclosed to the Board of Regents (“Regents”) of the University and approved in advance by a 2/3 vote.

Background:

These companies were formed to commercialize University technologies and desire to option, license, or reassign the University’s rights associated with them. OTT selected these companies as University partners and negotiated the terms of the proposed agreements in accordance with University policy and its accepted licensing principles.

Agreement Terms Include:

The University will retain ownership of the optioned, licensed, or reassigned technologies and may continue to further develop and use them internally. No use of University services or facilities, nor any assignment of University employees, is obligated or contemplated under the Agreements. Standard disclaimers of warranties and indemnification apply, and the Agreements 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. Terms specific to each Agreement are described in Attachment A.

Net Effect:

OTT has negotiated and finalized the terms of the option, license, or reassignment agreements for patents, technology, or content related to University OTT files for particular fields of use. The companies will obtain the right to evaluate, use, and/or commercialize the University technologies. The net effects specific to each Agreement are described in Attachment A.

Recommendations:

These matters have been reviewed and approved by the Medical School Conflict of Interest Board and/or the UMOR Conflict of Interest Review Committee. In light of this disclosure and our finding that the Agreements were negotiated in conformance with standard University practices, I recommend that the Board of Regents approve the Agreements between the University and the companies outlined in Attachment A.

Respectfully submitted,



Rebecca Cunningham
Vice President for Research

February 2021

Agreement #1

License Agreement between the University and Dvant Pharma, Inc. Reviewed by Medical School Conflict of Interest Board and UMOR Conflict of Interest Review Committee		
<u>Office of Technology Transfer Intellectual Property File Information</u>		
Number	Title	Inventors
7368	EGFR Dimer Disruptors for Tyrosine Kinase and Cetuximab-Resistant Cancer Treatment	Mukesh Nyati, Theodore S Lawrence, Jason C. Rech, Brennan T Watch, Christopher E. Whitehead
2020-061	A Method of Treating Cancer Characterized by Expression of a KRas Mutation or an EGFR Mutation and Altering the Level of cMet in a Cell Characterized by Expression of a KRas Mutation or an EGFR Mutation	Mukesh Nyati
2020-338	Composition of Matter to Cancer	Mukesh Nyati, Jason Rech, Brennan T Watch, Alexander J. Bridges
2020-343	Method to Treat Solid Tumors	Mukesh Nyati, Theodore S Lawrence, Jason C. Rech, Brennan T Watch, Alexander J. Bridges, Christopher E. Whitehead
2020-488	Method to Treat Cancer, Neurological Disorders, Reverse Lung or Liver Fibrosis, and Restore Heart-Functions	Mukesh Nyati, Jason Rech, Bruce Auerbach, Alexander J. Bridges
2020-489	Method to Treat Coronavirus including SARS-CoV-2 Infection	Mukesh Nyati
2021-068	Method and Process Development to Synthesize Deuterated [2-((3-(4-Bromophenyl)-8-(Methyl-d3)-1,4,8-Triazaspiro[4.5]Deca-1,3-dien-2-yl)Thio)-N-(Quinolin-3-yl)Acetamide] and Freebase 2-((3-(4-Bromophenyl)-8-Methyl-1,4,8-Triazaspiro[4.5]Deca-1,3-Dien-2	Mukesh Nyati, Jason Rech, Lei Zhang, Julian Henschke, Fan Fang
<u>Background</u>		
Dvant Pharma, Inc. was formed to commercialize EGFR disruptor technologies and desires to license the University's rights associated with the technologies listed above.		
<u>Net Effects</u>		<u>Agreement Terms</u>
<ul style="list-style-type: none"> ● Worldwide exclusive license ● Patents ● All fields of use ● Right to Commercialize 		Dvant Pharma, Inc. will: <ul style="list-style-type: none"> ● Obtain the right to grant sublicenses ● Pay a royalty in sales ● Reimburse patent costs The University will: <ul style="list-style-type: none"> ● Receive equity in Dvant Pharma, Inc. ● Retain the right to purchase more equity in Dvant Pharma, Inc.
<u>University Employee; University Title; Relationship with Dvant Pharma, Inc.</u>		
<ul style="list-style-type: none"> ● Mukesh Nyati; Associate Professor, Radiation Oncology; Partial Owner ● Bruce Auerbach; New Product Planning Manager, Office of Technology Transfer; Partial Owner 		

Agreement #2

Option Agreement between the University and EVOQ Therapeutics, LLC Reviewed by the UMOR Conflict of Interest Review Committee

Office of Technology Transfer Intellectual Property File Information

Number	Title	Inventors
2018-426	Compositions and Methods for Delivery of STING Agonists	Xiaoqi Sun, James Moon
2021-122	Novel STING Agonist Formulations for Immune Activation	Xiaoqi Sun, Xuehui Huang, Charles Park, James Moon

Background

EVOQ Therapeutics, LLC was formed to commercialize STING Agonist technology and desires to option the University's rights associated with the technology listed above.

Net Effects

- Worldwide exclusive option
- Technology
- All fields of use
- Evaluation rights

Agreement Terms

EVOQ Therapeutics, LLC will:

- Reimburse portion of ongoing patent costs
- Perform technical diligence
- Provide a business plan that describes their intention and ability to develop and commercialize the technology

The University will:

- Retain ownership of the optioned technology
- Retain equity in EVOQ Therapeutics, LLC

University Employee; University Title; Relationship with EVOQ Therapeutics, LLC

- James Moon; Associate Professor, Pharmaceutical Sciences; Partial Owner
- Anna Schwendeman; Professor, Pharmacy; Partial Owner

Agreement #3

License Agreement between the University and Growing Forward Together Reviewed by the UMOR Conflict of Interest Review Committee

Office of Technology Transfer Intellectual Property File Information

Number	Title	Inventors
5870	Survivor Mom's Companion	Julia Seng, Mickey Sperlich

Background

Growing Forward Together was formed to commercialize and distribute Survivor Mom's Companion trauma informed care curriculum and desires to license the University's rights associated with technology listed above.

Net Effects

- Worldwide exclusive license
- Copyrights
- All fields of use
- Right to commercialize

Agreement Terms

Growing Forward Together will:

- Obtain a worldwide exclusive license with the right to grant sublicenses
- Pay a royalty on sales

The University will:

- Receive equity in Growing Forward Together

University Employee; University Title; Relationship with Growing Forward Together

- Julia Seng; Professor, Nursing; Partial Owner
- Lisa Kane Low; Professor, Nursing; Board of Directors Member

Agreement #4

**Option Agreement between the University and Healthmetryx, Inc.
Reviewed by the UMOR Conflict of Interest Review Committee**

Office of Technology Transfer Intellectual Property File Information

Number	Title	Inventors
5230	A Composite Fabry-Perot Cavity Sensor	Xudong Fan, Karthik Reddy, Yunbo Guo

Background

Healthmetryx, Inc. was formed to develop wearable air monitoring technology to detect and monitor an individual's exposure to airborne hazards and desires to option the University's rights associated with technology listed above.

Net Effects

- Worldwide exclusive option
- Patents
- All fields of use
- Evaluation rights

Agreement Terms

Healthmetryx, Inc. will:

- Pay an upfront fee

University Employee; University Title; Relationship with Healthmetryx, Inc.

- Xudong Fan; Professor, Biomedical Engineering; Partial Owner