

THE UNIVERSITY OF MICHIGAN
REGENTS COMMUNICATION

ACTION REQUEST

Subject: License Agreement between the University of Michigan and MedSyn Biopharma, LLC

Action Requested: Approval of License 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 Medical School Conflict of Interest Board. A plan for management of the possible risks associated with the conflict of interest was then developed and approved by this Board and agreed to by the parties involved in this plan.

This proposed license agreement (“Agreement”) falls under the State of Michigan Conflict of Interest Statute because Professors Shaomeng Wang and Arul Chinnaiyan are employees of the University of Michigan (“University”) and partial owners of MedSyn Biopharma, LLC. 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:

Shaomeng Wang, PhD, a Professor in the Department of Internal Medicine – Hematology/Oncology, and Arul Chinnaiyan, MD, PhD, a Professor in the Department of Pathology, are partial owners of a for-profit company called MedSyn Biopharma, LLC (the “Company”). The Company was formed to develop and commercialize small molecules for the treatment of cancer and other diseases and desires to license from the University of Michigan the University’s rights associated with the following technology:

UM OTT File No. 2018-302, entitled: “Small-Molecule Inhibitors of Menin” (Inventors: Shaomeng Wang, Angelo Aguilar, Liyue Huang, Shillin Xu, Tianfeng Xu)

UM OTT File No. 2018-305, entitled: “Covalent Small-Molecule Inhibitors of Menin” (Inventors: Shaomeng Wang, Angelo Aguilar, Liyue Huang, Shillin Xu, Jeanne Stuckey)

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 MedSyn Biopharma, LLC

Agreement Terms Include:

Agreement terms includes granting the Company an exclusive license with the right to grant sublicenses. The Company will pay a royalty on sales and reimburse patent costs. The University may receive additional equity in the Company, along with the right to purchase more equity.

The University will retain ownership of the licensed 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 Drs. Wang and Chinnaiyan arise from their ownership interests in MedSyn Biopharma, LLC.

Net Effect:

The Office of Technology Transfer has negotiated the terms of a worldwide exclusive license agreement for patents related to UM OTT File Nos. 2018-302 and 2018-305 for the fields of use of treating and diagnosing human diseases. MedSyn Biopharma, LLC will obtain use and commercialization rights to the above listed University technology.

Recommendations:

This matter has been reviewed and approved by the Medical School Conflict of Interest Board. 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 Agreements between the University and MedSyn Biopharma, LLC.

Respectfully submitted,



S. Jack Hu
Vice President for Research

March 2018