

THE UNIVERSITY OF MICHIGAN  
REGENTS COMMUNICATION

ACTION REQUEST

Subject: Option Agreement between the University of Michigan and  
Therapeutic Systems Research Laboratories, Inc.

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 the Committee and agreed to by the parties involved.

This proposed option agreement (“Agreement”) falls under the State of Michigan Conflict of Interest Statute because Professor Gordon Amidon is an employee of the University of Michigan (“University”) and a partial owner of Therapeutic Systems Research Laboratories, Inc. (“TSRL”), and because Professor Gregory Amidon is an employee of the University and a paid member of the Board of Directors of TSRL. 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. Gordon Amidon, a Professor in the Department of Pharmaceutical Sciences, is the partial owner of a for-profit company called TSRL, and Dr. Gregory Amidon, a Research Professor in the Department of Pharmaceutical Sciences, is a paid member of the Board of Directors of TSRL (the “Company”). The Company was formed to advance therapeutics for treating severe and multi-drug resistant infections and desires to option from the University of Michigan the University’s rights associated with the following technology:

UM OTT File No. 2018-354, entitled: “Sulfonyl Prodrugs of Cidofovir and Foscarnet” (Inventors: Andrew White, Xinmin Gan, Kim Hutchings, Elke Lipka, Eric Simon)

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 TSRL

Agreement Terms Include:

Agreement terms include granting the Company an exclusive option. The Company will bear patent costs.

The University will retain joint 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. Gordon Amidon arise from his ownership interest in TSRL. The pecuniary interests of Dr. Gregory Amidon arise from his board membership in TSRL.

Net Effect:

The Office of Technology Transfer has negotiated and finalized the terms of an exclusive option agreement for patents related to UM OTT File No. 2018-354 for all fields of use.

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 Therapeutic Systems Research Laboratories, Inc.

Respectfully submitted,



Rebecca Cunningham  
Vice President for Research

May 2020