

**THE UNIVERSITY OF MICHIGAN
REGENTS COMMUNICATION**

ACTION REQUEST

Subject: Commercialization Agreements with the University of Michigan

Action Requested: Approval of Commercialization Agreements

Preamble:

Statutory conflicts of interest situations were identified by Innovation Partnerships while reviewing commercialization 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 commercialization 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. Innovation Partnerships 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:

Innovation Partnerships has negotiated and finalized the terms of the option, license, or reassignment agreements for patents, technology, or content related to University technologies 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

May 2022

Attachment A

Agreement #1

**License Agreement between the University and Anatomy of Sound LLC
Reviewed by the Medical School Conflict of Interest Board and the UMOR Conflict of Interest Review Committee**

Innovation Partnerships Intellectual Property File Information

Number	Title	Inventors
2022-010	Anatomy of Sound VoiceBox 3-D	Amy Porter, David Zopf

Background

Anatomy of Sound LLC was formed to commercialize technology about teaching the anatomical basis of breathing and sound production in order to help musicians and doctors involved in rehabilitating persons with speaking/breathing disorders and desires to license the University's rights associated with the technology listed above.

Net Effects

- Worldwide exclusive
- Patents, copyrights, and trademark
- All fields of use
- Right to commercialize

Agreement Terms

Anatomy of Sound LLC will:

- Obtain the right to grant sublicenses
- Pay a royalty on sales
- Reimburse patent costs

The University will:

- Receive equity in Anatomy of Sound LLC
- Retain the right to purchase more equity in Anatomy of Sound LLC

University Employee; University Title; Relationship with Anatomy of Sound LLC

- Amy Porter; Professor, Music; Partial Owner
- David Zopf; Assistant Professor, Otolaryngology; Board of Directors Member

Agreement #2

**Option Agreement between the University and NOxygen Therapeutics LLC
Reviewed by the Medical School Conflict of Interest Board and the UMOR Conflict of Interest Review Committee**

Innovation Partnerships Intellectual Property File Information

Number	Title	Inventors
6315	S-Nitrosothiol Based Flush Solutions or Aerosol Sprays for Treatment and Prevention of Rhinosinusitis	Mark E Meyerhoff, Gergely Lautner, Mark Ali Zacharek, Marc B Hershenson, Umadeyi Sajjan, Anant Balijepalli

Background

NOxygen Therapeutics LLC was formed to commercialize nitric oxide (NO) releasing technologies and desires to option the University's rights associated with the technology listed above.

Net Effects

- Worldwide exclusive
- Patents
- All fields of use
- Evaluation only

Agreement Terms

NOxygen Therapeutics LLC will:

- Reimburse patent costs
- Pay ongoing patent costs during option period

The University will:

- Receive equity in NOxygen Therapeutics LLC

University Employee; University Title; Relationship with NOxygen Therapeutics LLC

- Mark Meyerhoff; Professor, Chemistry; Partial Owner
- Mark Zacharek; Clinical Professor, Otolaryngology; Partial Owner
- Marc Hershenson; Professor, Pediatrics and Communicable Diseases; Partial Owner

Agreement #3

**License Agreement between the University and Saros Therapeutics, Inc.
Reviewed by the UMOR Conflict of Interest Review Committee**

Innovation Partnerships Intellectual Property File Information

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

Background

Saros Therapeutics, Inc. was formed to commercialize stimulator of interferon genes (STING) agonist technology and desires to exercise its option to license the University's rights associated with the technology listed above.

Net Effects

- Worldwide exclusive
- Patents
- All fields of use
- Right to commercialize

Agreement Terms

Saros Therapeutics, Inc. will:

- Obtain the right to grant sublicenses
- Pay a royalty on sales
- Reimburse patent costs

The University will:

- Receive equity in Saros Therapeutics, Inc.
- Retain the right to purchase more equity in Saros Therapeutics, Inc.

University Employee; University Title; Relationship with Saros Therapeutics, Inc.

- James Moon; Professor, Pharmaceutical Sciences; Partial Owner

Agreement #4

**License Agreement between the University and Vortex Hydro Power LLC
Reviewed by the UMOR Conflict of Interest Review Committee**

Innovation Partnerships Intellectual Property File Information

Number	Title	Inventors
2973	Converter of Current/Tide/Wave Energy	Michael Bernitsas, Kamaldev Raghavan
3737	Enhancement of Vortex Induced Forces and Motion	Michael Bernitsas, Kamaldev Raghavan
3757	Reduction of Vortex Induced Forces and Motion	Michael Bernitsas, Kamaldev Raghavan
2018-319	Contact-Less Magnetic Supports for Marine Hydrokinetic Energy Harvesting Using Flow Induced Oscillation	Michael Bernitsas, Nikolas Xiros
2022-054	Marine Hydrokinetic Energy Harvesting Using Flow Induced Oscillations and Waves	Michael Bernitsas, Stergios Liapis
2022-268	Marine Hydrokinetic Energy Harvester with Multiple VIVACE Oscillators inSyner	Michael Bernitsas, Christopher Bernitsas, Hai Sun

Background

Vortex Hydro Power LLC was formed to commercialize technology for extracting energy from waves and currents and desires to license the University's rights associated with the technology listed above.

Net Effects

- Worldwide exclusive
- Patents
- All fields of use
- Right to commercialize

Agreement Terms

Vortex Hydro Power LLC will:

- Obtain the right to grant sublicenses
- Pay a royalty on sales
- Reimburse patent costs

The University will:

- Receive equity in Vortex Hydro Power LLC
- Retain the right to purchase more equity in Vortex Hydro Power LLC

University Employee; University Title; Relationship with Vortex Hydro Energy, Inc.

- Michael Bernitsas; Professor, Naval Architecture and Marine Engineering; Partial Owner