**USC Gould School of Law**

**LAW-827**

**Counseling the Startup Company**

**Units: 2**

**Spring 2022**

**Tuesdays, 6:00 pm – 7:50 pm**

**Course Syllabus as of January 11, 2022**

**Instructor: Mohan Nadig**

**Office Hours:** 8-9 pm after class as requested.

**Course Description**

This two-unit course will explore the legal issues and business challenges that lawyers face when counseling startup companies. Topics covered will include entity formation, funding, employment and compensation, negotiation of commercial contracts, intellectual property, litigation, and privacy and data security. Additional topics may be covered, and the syllabus may be revised depending on student interest and current events. This course will utilize real-life examples from startup companies in California and is intended to provide a realistic view into the day-to-day practice of lawyers in this field.

In addition to lectures and assigned reading material, the class will involve discussions with the lecturer and among students—student participation is highly encouraged, as it is an important component of the course grade.

Depending on our pace, the syllabus may be revised from time to time. In the event of any changes, the syllabus will be revised and uploaded to BlackBoard.

**Learning Objectives**

Students will learn the basics about company formation and how to counsel a company regarding issues such as funding, IP protection, employee relations, basic contractual negotiation, privacy matters, litigation, and product considerations. Classes will include role-play exercises and review of actual scenarios faced by attorneys and executives at startup companies.

**Course Notes**

Students may elect to take this course for numerical credit or CR/D/F.

Class information will be posted on Blackboard.

**Required Readings and Supplementary Materials**

Any required reading materials and all class PowerPoint slides will be posted to the course BlackBoard page.

**Description and Assessment of Assignments**

Grades are based on:

* **20%**: Class attendance and participation
* **30%**: Mid-Term examination
* **50%**: Final examination.

**Examination Policy**

* Mid-Term exam: online exam. Format TBD.
* Final exam: online exam. Students will complete the exam and upload responses using the University-provided exam software.

**Additional Policies**

* Unexcused absences will affect the Class Participation portion of a student’s grade.

**Internet/Smartphone Policy**

* Active participation in the class is important. As such, students are requested to refrain from using the internet during class for non-class-related purposes and to refrain from emailing, texting, tweeting or transmitting messages while class is in session.

**[Note: ORDER of Classes subject to change**

**based on availability of Guest Speakers]**

**Class 1**

* *Introductions; What is a Startup Company?*

**Class 2**

* *Entity Formation and State of Incorporation*

**Class 3**

* *Equity and Debt Funding*

**Class 4**

* *All About the Money: Valuation and VCs*

*Guest Speaker: Munish Dayal, CEO, Adrenalads*

**Class 5**

* *Protecting Intellectual Property: The Basics*

**Class 6**

* *Employee Relations: Common Issues*

*Guest Speaker: TBD*

**Class 7**

* *Review of Course Materials and Mid-Term Exam*

**Class 8**

* *Privacy & Data Security*

**Class 9**

* *Contracts I*

**Class 10**

* *Contracts II*

**Class 11**

* *Policy and Regulatory Considerations*

**Class 12**

* *Disputes: Litigation, Arbitration, Settlements*
  + *Guest Speaker: TBD*

**Class 13**

* *Employee Compensation: The Basics*

**Class 14**

* *End Game: Different forms of Startup Exits*

**FINAL EXAM (Date TBD)**