



femida.us
ALEXANDRIA, VA | WASHINGTON | PARIS | MOSCOW



***“Станет ли конек-горбунок
unicorn-ом: создание,
защита и продажа IP”***

(SECR, October 23, 2015)

by Dmitri Dubograev

© 2015

Хочет ли айтишник стать богатым ...?

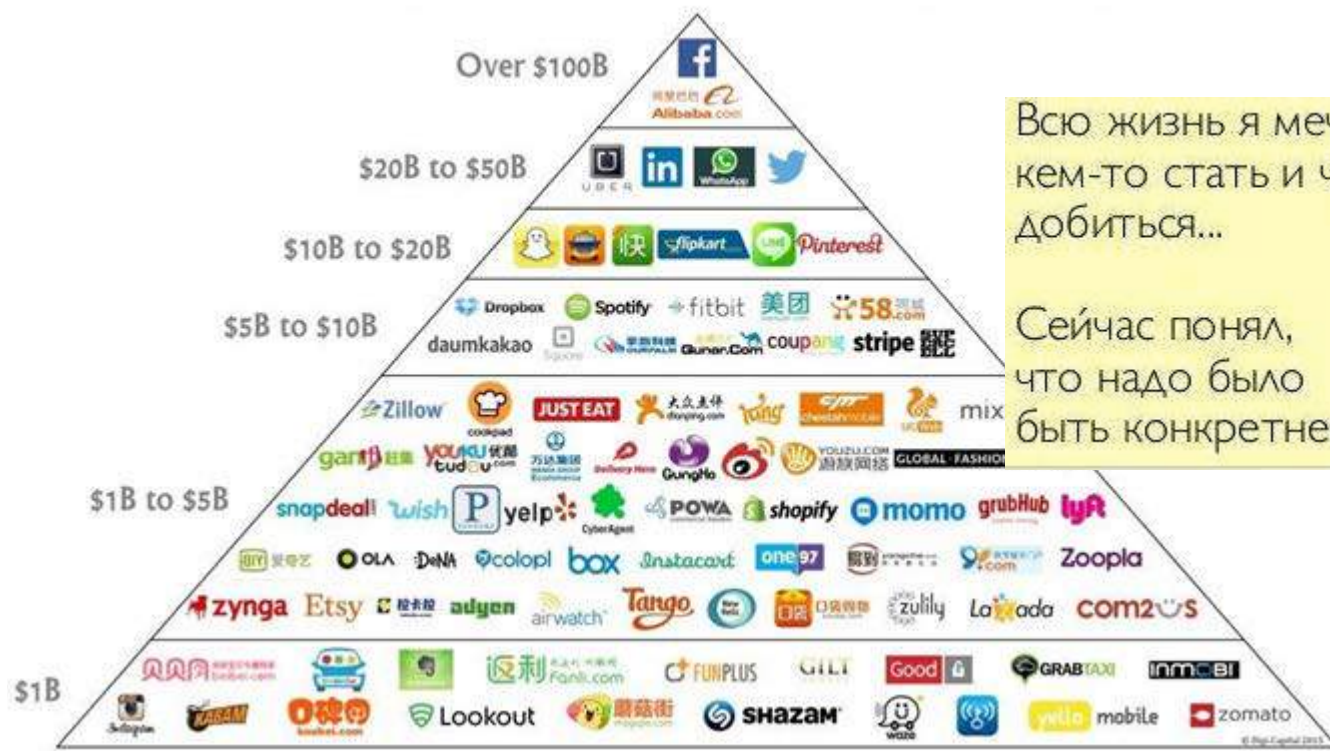
- Конек-горбунок или unicorn



Хочет ли русский IT-шник быть богатым?

-почему среди русских нет unicorns?

Digi-Capital™ Mobile Internet Unicorns Q2 2015



Всю жизнь я мечтал кем-то стать и чего-то добиться...

Сейчас понял, что надо было быть конкретнее.



Хочет ли **русский** IT-шник быть богатым?

-почему отстаем?



1. Partners/Company formations

1

➤ Founders of the projects

- Не давайте слишком много информации до Term Sheet/NDA/shareholder agreement
- Аккуратно относительно потенциальных инвесторов и партнеров – украдут (или «поступят как имеют право»)
- Если не подписывают NDA – измените поведение, не давайте слишком много информации
- **Chain of title** - цепочка создания и владения

1. Partners/Company formations

1

➤ формируйте компанию там, где права уважаются и защищаются (там где клиенты?):

- Готова структура/логистика для жизнедеятельности IP
- Даже если пропустили - по умолчанию некоторые положения закона вас «спасут»
- Fungible (~осязаемость собственности) - это абсолютное условие роста и ценности (цены?)
- Только так можно масштабировать, продать и финансировать (можно продать – не значит должен)

1. Partners/Company formations

1

- key provision in Shareholder Agreement re IP:
 - Sale of company? Sale of IP? Big Licenses? Who decides?
 - CEO (duty to company)
 - Board (have duties of loyalty and duty of care)
 - Shareholders (51%? 74%? 90%)
 - Exclusive license = almost sale
 - Acquisition of IP (work for hire or assignment)
 - “buy back” upon failure of company?
 - Reverse-vesting и options по IP (выполнил – получил)
 - Non-compete, non-circumvention, confidentiality

2. IP/Trade secrets



Trade Secrets:

- основа = то, что другие не знают, но что имеет коммерческое значение:
 - «почти» патенты или изобретения, срок патентования которых закончился
 - код, методы, списки клиентов
 - нет регистрации и нет публичного доступа (открыто под NDA – все равно trade secret)
- Можно «копировать», «клонить», делать reverse engineering - но нельзя использовать незаконные методы получения торговых секретов (воровать)

2. IP/Trade secrets



Методы защиты Торговых Секретов :

2. IP - Copyrights



Copyrights (original – fixed – minimum level of creativity):

- Copyright registration ©
 - Easy to match/prove ownership
 - MUCH easier to take down/DMCA/cease & desist letters
 - Easier to get damages (statutory - \$150K per violation)
 - Get back attorney fees
 - Can file a law suit in federal court
- copyright not registered
 - hard to prove, hard to match, disgruntled employees

2. IP - TM and ®



Trademarks

- registration – ®
 - Priority - first to use/first to register
 - Exclusive use on territory
 - Take down with AppStore, GooglePlay
 - Easier to get damages, treble damages
 - Real threat, can get worldwide (Madrid protocol)
 - Get back attorney fees

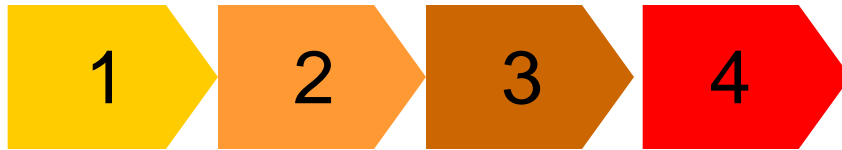
2. IP – Trademark problems



Trademarks (mistakes and failures)

- Late filing – cyber-squatters, competitors file for ®
- Descriptive or generic TM are bad for business and legal rights:
 - “Best B2B Cloud Super Backup App” “good CRM”
- Must be:
 - fanciful (Alawar, Luxand, Pintrest)
 - Arbitrary (BlueTooth, Gaijin, Oxygen)
 - Suggestive (InvisibleCRM, Pinxter, WhoHub, 36.6, Nero)
 - Best: fanciful w/ suggestive element (Timera, Playrix)
 - Read more at: IT Grabli: how to choose the name for your product:
www.facebook.com/femidaUS

4. IP - Patents



➤ Patents (for inventions):

- Patent whenever you can
- Shield and sword
- Can prevent others from using technology (publishing, import)
- Damages
- Important in M&A transactions/valuations
- Практически – до отмены вашего патента на вас практически невозможно подать в суд

4. IP/Patents

1

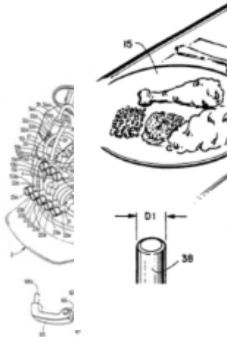
2

3

4

United States Patent [19] Geddie

[54] **PORTABLE BAR**
 [76] Inventor: **John D. Geddie**, 832 Walnut St., Charlotte, Mich. 48813
 [21] Appl. No.: **857,264**
 [22] Filed: **Apr. 30, 1986**
 [51] Int. Cl.³ **B67D 1**
 [52] U.S. Cl. **222/144.5, 222/175, 248/146, 248/181, D2/222/132, 129.1; 224/148, 181, 137/906, 1 D2/248, 246; D7/70, 71, 301, 305, 2/**
 [58] **Field of Search** **222/175, 144.5, 222/132, 129.1; 224/148, 181, 137/906, 1 D2/248, 246; D7/70, 71, 301, 305, 2/**
 [56] **References Cited**
U.S. PATENT DOCUMENTS
 D. 283,208 4/1986 **Rabikie et al.** 224/71
 494,061 3/1993 **Day** 222/74
 1,879,269 9/1992 **Hatchinson** 222
 2,120,845 4/1998 **Kleman** 222/74



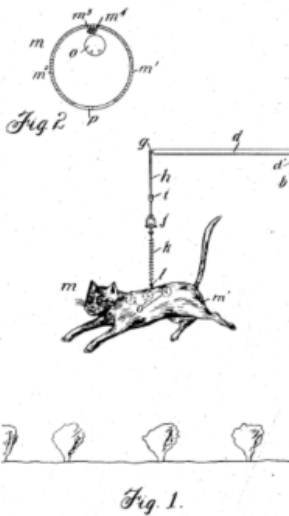
United States Patent Underwood

[54] **FLY DETERRENT APPARATUS**
 [76] Inventor: **James T. Underwood**, San Diego, Cal.
 [21] Appl. No.: **461,231**
 [22] Filed: **Jan. 5, 1990**
 [51] Int. Cl.³ _____
 [52] U.S. Cl. _____
 [58] **Field of Search** _____
 [56] **References Cited**
U.S. PATENT DOCUMENTS
 2,737,751 3/1956 **Bisler** _____
 3,120,079 2/1964 **Burshart** _____
 4,438,593 3/1984 **Stanton** _____
FOREIGN PATENT DOCUMENTS
 1039263 10/1953 **France** _____
 Primary Examiner—**Kurt Rowan**
 Assistant Examiner—**James Meier**

United States Patent Rhee

[54] **PROTECTIVE DEVICE FOR BUTTOCKS AND HIPS OF USE IN SKATEBOARDING**
 [76] Inventor: **Jhoon G. Rhee**, Arlington, Va.
 [21] Appl. No.: **885,631**
 [22] Filed: **Mar. 9, 1978**
 [51] Int. Cl.³ _____
 [52] U.S. Cl. _____
 [58] **Field of Search** _____
 [56] **References Cited**
U.S. PATENT DOCUMENTS
 1,239,980 9/1917 **Stewart** _____
 2,266,886 12/1941 **McCoy** _____
 2,514,598 7/1950 **Selkirk** _____
 2,821,327 12/1952 **Amstrong** _____
 2,805,418 9/1957 **Sowle** _____
 3,945,041 3/1976 **Rhee** _____

1,167,502.



H. HUFFMAN & E. J. PECK, SCARBOROUGH, APPLICANTS FILED JULY, 1978.

United States Patent Vandenberg

[54] **REWARD CANDY DISPENSER FOR PERSONAL COMPUTERS**
 [76] Inventor: **Anthony Peter Vandenberg**, C-201 Nagatama Mansio 3423-1 Tak, Kinokuni, Japan
 [21] Appl. No.: **798,645**
 [22] Filed: **Feb. 16, 1987**
 [51] Int. Cl.³ _____
 [52] U.S. Cl. **221/2, 221/13, 221/155, 221/196, 221/199, 221/205, 221/205, 364/476.02, 364/476.13**
 [58] **Field of Search** **364/476.02, 476.13, 221-2, 8, 9, 13, 155, 196, 199, 205, 205**
 [56] **References Cited**
U.S. PATENT DOCUMENTS
 3,800,037 1/1974 **Pispa** 221/205
 4,430,097 12/1980 **Goldan** 221/205
 4,803,061 2/1990 **Nagatama** 221/205
 5,084,966 4/1991 **Takai** 364/476.02
 5,176,396 1/1993 **Schwarz** 221/205
 5,375,020 8/1994 **Cheng** 364/476.13
FOREIGN PATENT DOCUMENTS
 2902299 6/1987 **France** 221/205

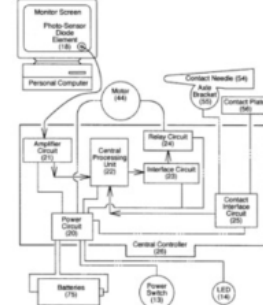
U.S. PATENT DOCUMENTS

[11] Patent Number: **5,823,386**
 [45] Date of Patent: **Oct. 20, 1998**

Primary Examiner—**H. Grant Stagg**
 [57] **ABSTRACT**

A personal computer peripheral, battery powered reward candy dispenser which immediately prevents students with a single candy for each problem completed correctly while using educational application software. The reward candy dispenser comprises a transparent plastic upper supply compartment with a transparent plastic detachable cap and a transparent plastic lower component compartment housing a reaction cup, monitor screen attachable photo-sensor device for detecting a designated personal computer generated light intensity emission signal, a central controller for receiving, confirming, and converting the activation signal into a dispense motor activation command, a motor and a transparent plastic gear device for rotating a gravity-fed, multi-chambered, transparent plastic dispense drum under a transparent plastic chute casing and above a transparent plastic chute for controlled dispense; integral dispense drum agitator rods for agitating several candies and preventing the formation of bridging, cavities, a pivoting, deep contact displacement device for detecting the dispense of a single candy and signaling central controller to terminate power to the motor, and a transparent plastic dispense port for the reception of the reward candies.

1 Claim, 11 Drawing Sheets



ATTORNEY

5. IP/Customer info and PII

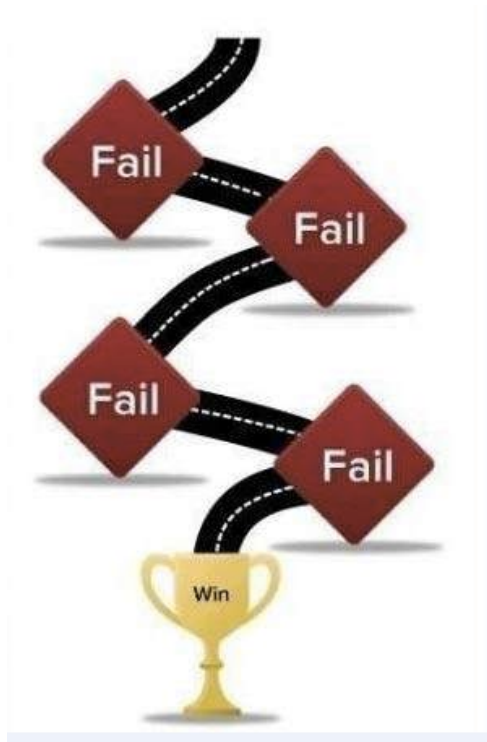


➤ Customers/Users

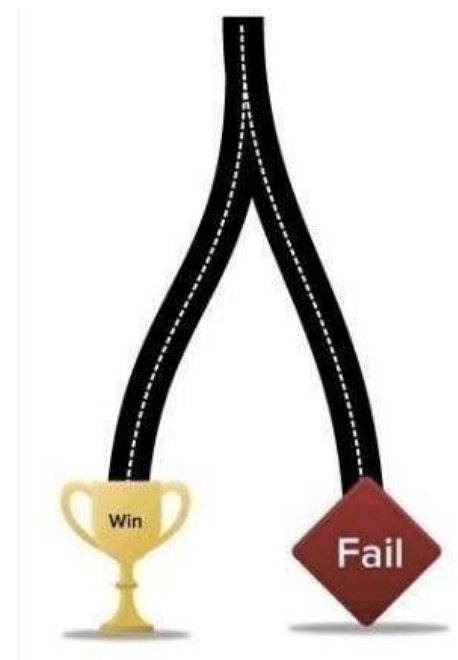
- PRIVACY: true disclosure re use and accounts
- Make sure you actually “own” the customer
 - Be careful with personally identifiable information - PII (evolving area in law and business)
 - Can you “spam”/sell/share/license/use/contact users
 - Can you sell the customers with the sale of company?
 - EU directives re privacy – BIG problem for all
 - Data mining – customer/ social networks do not like it

Pivot v. Крутой поворот

- \$\$ - Успешнее проекты



«русские стартапы»



6. IP – monetizing



- **KEEP YOUR IP** when you can (do not assign)
- Licensing/Terms of Use/Term so Service, SAAS (still Licensing), OEM, Rebrand/Co-brand
- White Label/Revenue Share:
 - make sure exclusivity = time+market+performance
 - set duties, KPIs, performance, milestones,
 - terminate for non-performance,
 - address RISKS not just the “wants” (OK to negotiate!)
- **SELL THE WHOLE THING AT ONCE:**
 - as an asset or as a company/stock sale

Русская халява и самоделкины



THE ESSENCE OF M&A: BEFORE v. AFTER



Contact information

Need your feedback!

email: dd@femida.us

blog: facebook.com/femidaUS

skype: [ddFemida](https://skype.com/ddFemida)

ph: 1.703.739.9111

