**Innovation & Entrepreneurship Seminar**

Professor Nguyen

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Office Hours: Mondays, 2 - 4 PM

MEETING TIME: Thursdays 3:30 - 5:30

LOCATION: BGH 220D

COURSE DESCRIPTION AND OBJECTIVES:

Welcome to the Technology Law Seminar! This course will introduce you to core competencies for technology law practice, focusing on intellectual property (IP) and technology transactions, against a backdrop of disruptive change due to advances in artificial intelligence (AI). It will introduce you to AI innovations with hands-on experiences with machine learning and data science. It will survey how innovation is protected through various forms of IP, including patents, copyright, trademark, and trade secrets. You will study how these forms of IP play critical roles in bringing products and services to market through technology transactions like licensing, joint ventures, outsourcing, initial public offerings, and mergers and acquisitions. You will develop transactional skills through practice drafting and negotiating technology agreements. You will also work on white papers, litigation, client counseling, and other projects that demonstrate your ability to solve complex legal or policy challenges by combining acumen with law, business, and technology.

OBJECTIVES:

This class is designed to enable you to:

* become familiar with the history, theory, and context for recent advances in artificial intelligence, machine learning, and data science;
* Understand strategies for protecting intellectual property, including patents, copyright, trademarks, and trade secrets, and how they affect startup company valuation, growth, and liquidity events like initial public offerings and mergers and acquisitions;
* Understand how the negotiation strategies of parties to a transaction differ depending on their role, size, stage, industry, and market position;
* Practice drafting and negotiation skills and techniques

STUDENT LEARNING OUTCOMES:

At the end of this course, students should be able to:

* Understand how neural networks work, how they are trained, and how they are employed in regression, classification, and generative tasks;
* Reason effectively about the impact of AI developments on legal practice, including intellectual property, technology transactions, and privacy, and on the economy, culture, and society;
* Frame technology transactions within the stages of research, development, and commercialization of innovation and define the essential commercial relationships that drive technology transactions;
* Identify the rationales behind core provisions and clauses of a technology agreement and how key issues like licenses, IP ownership, risk, compliance, and data protection are drafted and negotiated from different perspectives

**Contact Information**

Professor Nguyen can be reached by e-mail (nguyenthinh@ufl.edu) or by Teams chat or by calling his office number. The best way to reach me is via email or chat; I infrequently check voice mail.

Professor Nguyen's office hours are Monday at 2 - 4 PM. Office hours are a good time for you to get extra help or tutoring on topics discussed in class or to get feedback on your client projects. If additional office hours are needed or would be useful, let me know and I can arrange them upon request.

I am also available by appointment, in real space or via Zoom, to discuss tech law, the tech industry, career questions, client work, AI, or anything else of interest to you.

**Logistics**

* **Readings** – Readings for this course will be assigned on a weekly basis to reinforce lessons, provide you with additional context, or to prepare you for material in a subsequent class. There is no textbook required for this class, and all readings will be made available online no later than Friday (for class the following week). Please check the Canvas website at the end of each class for the assigned readings for the next class.
* **Course Meeting Times** – The class will meet live on Thursdays, from 3:30 – 5:30 PM. If you would like me to record a class via Zoom and make it available on Canvas, please send me an e-mail, preferably at least 24 hours in advance of the class. In addition, there will be unscheduled assignments, group activities, asynchronous video lectures, work on client matters, etc. You are responsible for completing these course components by the deadlines indicated.
* **Communication** - I will communicate with the class via the course Canvas site. Please monitor the course Canvas site regularly for readings, assignments, and updates.
* **Coding Exercises -** For some portions of the class, we will study examples of code in Python. No prior experience with Python or computer programming is assumed. Please bring your laptop to class. You do not need to install any special software on your computer. All coding will be done in Google Colab, which works through a browser. To use Google Colab, please make sure you have a Google account. At the start of the class, I will share with you the link to a Google Colab Notebook containing code examples and demonstrations. You can import these notebooks into your own account for future reference. I encourage you to spend some time after each class going through the notebook and studying the examples discussed in class. You are encouraged to tinker with the code in the notebook or use the code to implement your own examples.
* **Assignments** - You will be given weekly assignments, which may include problem sets, tutorials, or short written responses to the topics covered in class. In addition, you will work on a client memo, white paper, practice guide, or other project during the class that demonstrates your ability to translate legal and technical concepts from the class into practical application. I will work with you individually or in groups to select and define your project and expected work product. Client projects may be time-sensitive, so you may be required to agree to specific deadlines and deliverables if you choose to take such a project.

During the course, we may have the opportunity to work on client matters related to the subject of the course. If you wish to change your project to a client project, you may do so with my approval. The sequence of the syllabus may change during the course; so please check the Canvas course site regularly for updates.

**Policies**

**Class Attendance Policy:**

Attendance in class is required by both the ABA and the Law School. Attendance will be taken at each class meeting. Students are allowed 3 absences during the course of the semester. Students are responsible for ensuring that they are not recorded as absent if they come in late. A student who fails to meet the attendance requirement will be dropped from the course. The law school’s policy on attendance can be found [here](https://www.law.ufl.edu/uf-law-student-handbook-and-academic-policies).

**Observance Of Religious Holidays:**

UF Law respects students’ observance of religious holidays. Students, upon prior notification to their instructors, shall be excused from class or other scheduled academic activity to observe a religious holy day of their faith. Students shall be permitted a reasonable amount of time to make up the material or activities covered in their absence. Students shall not be penalized due to absence from class or other scheduled academic activity because of religious observances.

**Professionalism** - Please be professional while attending class and while participating in assignments outside class (for example, blog discussions and e-mail exchanges). Please remember anything you post, including in chat rooms or internal message boards, is public information and may affect your professional reputation. Treat other students, faculty, and clients courteously, be prepared for class, ensure that you do not distract other students, and engage the material as best you are able. If you sign up to work on a client matter, be diligent, give it your best effort, and deliver on time. You're welcome to use your laptops in class to follow along with code demonstrations, but please avoid outside distractions.

* **Special Circumstances** - If you face special circumstances that could affect your participation in class or your ability to prepare adequately (such as a life event, a disability or illness, or other emergency), please contact me. There are resources at the College of Law and beyond that we can enlist to assist you. There are a lot of resources here to assist you. In particular, I would like you to be aware of:  
  + [Wellness at UF Law](https://www.law.ufl.edu/wellness-at-uf-law)
  + [U Matter, We Care](https://umatter.ufl.edu/) – contact at <umatter@ufl.edu> or 352.392.1575 (24 hours)
  + [Counseling and Wellness Center](https://counseling.ufl.edu/) – <UFLawCares@law.ufl.edu> or 352.392.1575
  + [Student Health Care Center](https://shcc.ufl.edu/) – 352.392.1161 (24 hours)
  + [University of Florida Shands Emergency Room / Trauma Center](https://ufhealth.org/locations/uf-health-shands-emergency-room-trauma-center) – 352.733.0111; the ER is at 1515 SW Archer Road, Gainesville, FL 32608.

**Statement Related To Accommodations For Students With Disabilities**

Students requesting accommodations for disabilities must first register with the Disability Resource Center (https://disability.ufl.edu/). Once registered, students will receive an accommodation letter, which must be presented to the Assistant Dean for Student Affairs (Assistant Dean Brian Mitchell). Students with disabilities should follow this procedure as early as possible in the semester. It is important for students to share their accommodation letter with their instructor and discuss their access needs as early as possible in the semester. Students may access information about various resources on the UF Law Student Resources Canvas page, available at <https://ufl.instructure.com/courses/427635>.

**Out-of-Class Requirements –** ABA Standard 310 requires that students devote 120 minutes to out-of-class preparation for every “classroom hour” of in-class instruction. Each weekly class is approximately 2 hours in length, requiring at least 4 hours of preparation outside of class including reading the assigned materials, working on problem sets, and working on your final paper. You may be required to spend additional time outside of the classroom beyond the above requirements if you take up work for clinic clients.

**Feedback:** At several points during the course, I will ask you for feedback in writing / electronically about how the course is progressing and how it can be improved. This feedback is anonymous, and it is extremely important to me to gauge how well the class as a whole is following along.

In addition, students are expected to provide professional and respectful feedback on the quality of instruction in this course by completing course evaluations online via GatorEvals. Click [here](https://gatorevals.aa.ufl.edu/students/) for guidance on how to give feedback in a professional and respectful manner. Students will be notified when the evaluation period opens and may complete evaluations through the email they receive from GatorEvals, in their Canvas course menu under GatorEvals, or via https://ufl.bluera.com/ufl/. Summaries of course evaluation results are available to students [here](https://gatorevals.aa.ufl.edu/public-results/).

**Compliance With Uf Honor Code**:

Academic honesty and integrity are fundamental values of the University community. Students should be sure that they understand the UF Law Honor Code located [here](https://www.law.ufl.edu/life-at-uf-law/office-of-student-affairs/additional-information/honor-code-and-committee/honor-code).

**Use of Artificial Intelligence Resources**

Using AI chatbots like ChatGPT, Claude, or Gemini is a great way to learn technical subjects and is encouraged in this course. For example, during the parts of this course when we are working with AI or Python, asking a chatbot to explain how a piece of Python code works is a great way to learn to code.

Chatbots work best when you ask very specific, technical questions. However, they often make mistakes, and they are not a substitute for your own independent thinking. Their output can also infringe copyright or other third party rights. Therefore, you may NOT incorporate any content produced by a chatbot in any client work product or public-facing document (e.g., memo for a client, white paper, or practice guide) without my express prior approval. This includes your class project, even if not for a specific client, because I anticipate that you may want to share or publish your class project in the future.

For non-client class assignments, such as weekly assignments, you may use AI to assist you in exploring or understanding the topic, provided that you specifically attribute any content derived from AI. Regardless of whether you use AI, you have full responsibility for the quality and accuracy of the content.

* **College of Law Policies -** Information about other College of Law policies, including on Attendance, Computer Requirement, Add / Drop Policies, and ADA Accommodations, can be found at this link: [UF Law Student Handbook and Academic Policies » Levin College of Law](https://www.law.ufl.edu/uf-law-student-handbook-and-academic-policies).

**Grading**

This course is graded satisfactory (S) / unsatisfactory (U) based on attendance, participation in classroom exercises, completion of weekly assignments, and the final paper or class project. This is to encourage you to take on challenging projects and take risks with learning material that may be unfamiliar to you. There will be no exam.

**Recordings Of Class**

Students are allowed to record video or audio of class lectures. However, the purposes for which these recordings may be used are strictly controlled. The only allowable purposes are (1) for personal educational use, (2) in connection with a complaint to the university, or (3) as evidence in, or in preparation for, a criminal or civil proceeding. All other purposes are prohibited. Specifically, students may not publish recorded lectures without the written consent of the instructor. A “class lecture” is an educational presentation intended to inform or teach enrolled students about a particular subject, including any instructor-led discussions that form part of the presentation, and delivered by any instructor hired or appointed by the University, or by a guest instructor, as part of a University of Florida course. A class lecture does not include lab sessions, student presentations, clinical presentations such as patient history, academic exercises involving solely student participation, assessments (quizzes, tests, exams), field trips, private conversations between students in the class or between a student and the faculty or guest lecturer during a class session. Publication without permission of the instructor is prohibited. To “publish” means to share, transmit, circulate, distribute, or provide access to a recording, regardless of format or medium, to another person (or persons), including but not limited to another student within the same class section. Additionally, a recording, or transcript of a recording, is considered published if it is posted on or uploaded to, in whole or in part, any media platform, including but not limited to social media, book, magazine, newspaper, leaflet, or third-party note/tutoring services. A student who publishes a recording without written consent may be subject to a civil cause of action instituted by a person injured by the publication and/or discipline under UF Regulation 4.040 Student Honor and Student Conduct Code.

**Syllabus**

I intend to cover all of the materials below during the class, and this schedule is tentative. I may change the order of certain topics or adjust the pacing based on student feedback or client matters.

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| **Date** | **Module and Topics** |
|  | **Artificial Intelligence (AI)** |
| 22 Aug | Introduction to artificial intelligence: History of AI research, definitions and approaches to AI, theory of neural networks, linear networks, vectors and matrices |
| 29 Aug | Introduction to Python: data structures, functions, object oriented programming, libraries: Numpy, Pandas, Keras, Matplotlib and Tensorflow |
| 5 Sep | Neural networks I: regression, classification and the Perceptron |
| 12 Sep | Training neural networks with backpropagation and gradient descent, confusion matrix, accuracy, bias and variance, and regularization |
| 19 Sep | Neural networks II: multi-layer networks, convolutional networks, autoencoders, and recurrent neural networks |
| 26 Sep | Neural networks III: Transformers, attention mechanism, NLP, LLMs, and multi-modal applications, pipelines, tokenization, embedding, fine-tuning models, and using Huggingface models |
|  | **Intellectual Property (IP)** |
| 3 Oct | Protecting and managing patents, trademarks, copyright, and trade secrets for technology start-ups, cost-effective IP strategies dealing with patent trolls, managing open source |
| 10 Oct | IP asset valuation models, IP due diligence in mergers and acquisitions and initial public offerings (IPO) |
|  | **Technology Transactions (TT)** |
| 17 Oct | Overview of technology agreements and transactions, IP licensing strategies (inbound vs outbound licensing) |
| 24 Oct | IP licensing and ownership in TT, IP warranties and indemnification, cross-licensing and patent pools, technology standards (FRAND licensing), manufacturing rights, derivative works in software, works for hire and outsourcing issues |
| 31 Oct | Risk management in TT: general warranties and indemnities, limitations of liability, insurance, trade sanctions, export controls, antitrust, FCPA, international transactions |
| 7 Nov | Data management in TT: dealing with trade secrets, confidentiality, privacy, and data security |
| 14 Nov | Drafting and negotiation of TT agreements: drafting styles, negotiation tactics, client communication and counseling during negotiations, impasses and creative solutions |
| 21 Nov | Negotiation training and classroom practice |
| 29 Nov | **Thanksgiving Holiday** |
| Dec 6 | **Reading Days (Final paper due)** |