Innovation & Entrepreneurship Clinic

Professor Thinh Nguyen
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Office Hours: Friday, 1 - 3 PM

MEETING TIME: Thursdays 3:30 - 5:30 PM
LOCATION: TBD

COURSE DESCRIPTION AND OBJECTIVES:

Welcome to the **Innovation & Entrepreneurship Clinic**, directed by Professor **Thinh Nguyen**. This course introduces students to the practice of technology law by representing inventors, researchers, entrepreneurs, start-ups, and technologists in matters related to intellectual property (IP), technology licensing, and artificial intelligence (AI). Students will represent pro bono clients under the supervision of the director and experienced attorneys in registering copyrights, trademarks, and patents, in drafting and negotiating technology agreements, in technology-related litigation, and in counseling clients on a wide variety of issues related to AI and IP. Students will also deepen their understanding of AI technology through experiential learning by using Python and open source AI libraries to build, test, and deploy their own AI and machine learning applications. Students will also learn from guest speakers about contemporary issues at the intersection of law and technology and have opportunities to practice technology transaction skills like drafting and negotiation in classroom simulations and live practice.

OBJECTIVES:
This class is designed to enable you to:
- 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 the key issues in bringing innovation to market by focusing on technology transactions like licensing, software agreements, cloud services agreements, and collaborative development;
- Practice drafting and negotiation skills and techniques in the context of technology transactions;
- Develop a deep and sophisticated understanding of AI through experiential learning through using Python and AI libraries to code, train, and test AI models
- Learn how to use and integrate law, business, and technology in practical, business-oriented representation of clients

STUDENT LEARNING OUTCOMES:

At the end of this course, students should be able to:
- Understand the role that IP protection plays in start-up growth and development
- Identify the key drivers and negotiation strategies in technology transactions and frame them within the context of research, development, and commercialization relationships in the technology environment;
- Understand how AI works by using Python and open source AI programming packages to develop, train, and test basic machine learning models
- Apply their understanding of AI and IP to representation of clients who are innovating in AI or otherwise engaged with issues arising from AI applications
- Further deepen their drafting, negotiation, and counseling skills within the context of client representation

Contact Information

Professor Nguyen can be reached by e-mail (nguyenthinh@ufl.edu) or by Teams chat or by calling his office number. E-mail is my preferred mode of contact. Please comply with the clinic's client confidentiality policy by using your clinic email address for privileged and confidential correspondence.

Professor Nguyen's office hours are Friday at 1 - 3 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 to you, please let me know, and I will be happy to find additional time out of class.

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.

  As required by the Board of Governors regulation 8.003, instructional materials for this course consist of only those materials specifically reviewed, selected, and assigned by the instructor. The instructor is only responsible for these instructional materials.

- **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. If meetings are scheduled with clients or clinic collaborators, you are expected to attend on time, unless you make other arrangements in advance. If you are unable to attend class, let me know ahead of time so that we can

record the class for you.

▪ **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 be studying basic Python in order to facilitate our hands-on experiences with AI and machine learning. No prior experience with Python or computer programming is assumed, but if you don't have a background in computer science, you should expect to spend significant additional time outside of class on Python tutorials. During the weeks when we study Python, I will hold additional office hours and Friday classes to offer additional practice to students who need it. For students needing additional help, I am happy to arrange tutorials outside of class hours in person or via Zoom.

▪ 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. Classroom coding exercises will be demonstrated using Jupyter notebooks, which are run inside of Colab (through a browser). 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.

▪ We will review coding homework exercises in class after they are assigned, so be prepared to show your code to the class and explain your code.

▪ **Assignments** - You will be given weekly assignments, which may include readings, instructional videos, problem sets, or tutorials, usually followed short exercises, quizzes, or written reflection submitted through Canvas. You are expected to complete these assignments prior to Wednesday at noon of the week following class, unless I indicated otherwise. During the course of the clinic, you will be assigned to work on client matters, for which client work product may be expected. You are expected to complete all client work-product in a professional and timely manner, under my supervision or that of a supervising attorney.

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.

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 diligent and professional while attending class and while participating in assignments outside class (for example, in interactions with clients or supervising attorneys). 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. 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. It is particularly important to notify me as soon as possible if you do not expect to be able to deliver client work on time or to attend a client meeting. Some client matters may have tight deadlines, and it is essential that you give me sufficient notice to ensure your work is covered.
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- 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](#)
  - [U Matter, We Care](#) – contact at <umatter@ufl.edu> or 352.392.1575 (24 hours)
  - [Counseling and Wellness Center](#) – <UFLawCares@law.ufl.edu> or 352.392.1575
  - [Student Health Care Center](#) – 352.392.1161 (24 hours)
  - [University of Florida 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 – It is expected that you will spend a minimum of six hours a week outside of class on clinic work. However, this may fluctuate weekly depending on the cases you are handling. Overall, expect to spend around

approximately 130 hours during the semester on work outside of class. You will be expected to attend to active clinic matters on which you are working on a daily basis, including checking and responding to messages, emails, and giving status updates. You will also be asked to maintain a journal reflecting upon your work each week and keeping track of the time you spend on each matter. Please make sure to keep your journal up-to-date.

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 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.

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.

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.

Please only use the AI chatbot made available by the university through Navigator. These large language models (LLMs) are hosted internally by the University. That means that your queries are kept confidential and not revealed to the companies that make the AI chatbots. Do not use external AI services, like Co-Pilot, Gemini, ChatGPT, or any other AI chatbot or model that is not hosted by Navigator in conjunction with any clinic work, as doing so may violate client confidentiality and/or privacy. However, it's OK to use these external models when you're just working on learning how to code and no client data is used.

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 use chatbots to generate any client work product, unless you first obtain my express permission.

Using AI for research purposes only (e.g., to double-check the thoroughness of your research or to suggest additional research leads) is permissible as long as you personally verify the information by reading the primary or secondary source cited. For example, if you use an AI model to get a citation for a case or statute, you must read that case or statute for yourself from a primary source. It is not sufficient to verify that such a case or statute exists, but you must confirm that the AI summarized the source accurately and that the summary supports the assertions being made. This applies generally to any information you obtain from an AI model.

• **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](#).

Grading

This course is graded satisfactory (S) / unsatisfactory (U) based on attendance, participation in classroom exercises, completion of weekly assignments, and work on clinic matters, including timely completion of reflection journals. This grading policy is to encourage you to take academic risks by exploring areas that may be new or intellectually challenging for you, but you should strive to do your best and seek help from me and your assigned mentors when needed.

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 needs during the semester.

Date	Topics

16 Jan	Overview of class.
	
	Introduction to Technology Law Practice:
	  - innovation ecosystem: start-ups, venture capital, IPOs, mergers & acquisitions, and public companies.
	  - role of IP in the innovation ecosystem and company valuation.
	  - Main IP types: copyright, patent, trademark, trade secrets.

23 Jan	Continue overview of IP protection strategies.

30 Jan	Wrap up IP introduction.
	
	Introduction to artificial intelligence:
	  - History of AI and machine learning
	  - Types of AI
	  - The triumph of neural networks

6 Feb	Neural Networks:
	  - Linear networks, regression, and classification
	  - vectors, matrices, weights and biases
	  - demonstration of the Perceptron / MNIST dataset

13 Feb	Introduction to Python:
	  - data structures
	  - control structures (branching and looping)
	  - functions
	  - classes / object-oriented programming

14 Feb	Python Workshop

20 Feb	Introduction to Python (continued):
	  - use of Python libraries
	  - Numpy
	  - Pandas
	  - Keras
	  - Scikit-Learn

21 Feb	Python Workshop

27 Feb	Training neural networks:
	  - backpropagation and gradient descent
	  - measures of accuracy
	  - demonstration of training a convolutional network on the Fashion MNIST dataset

28 Feb	Python Workshop

6 Mar	Advanced Neural Networks:
	  - convolutional networks
	  - autoencoders
	  - recurrent networks
	  - transformers / LLMs

7 Mar	Python Workshop

13 Mar	Introduction to IP licensing and technology transactions:
	  - the R&D pipeline and go-to-market strategies
	  - Licensing core innovation (software, patent, trademark licensing; NDAs)

20 Mar	Spring Break

27 Mar	License Agreements (continued)
	
	Licensing software:
	  - software and related services
	  - cloud-based software & services

3 April	Open Source / Open Access:
	  - introduction to open source licenses (copyright and copyleft, OSI definition, GPL, permissive licensing)
	  - open access in science and culture

10 April	Drafting and Negotiation Exercise: Negotiating a patent license agreement
17 April	Continue Negotiation Exercise Wrap-up / Summary of course