

THE UNIVERSITY OF MICHIGAN
REGENTS COMMUNICATION

ACTION REQUEST

Subject: Option Agreement between the University of Michigan and Mekanistic Therapeutics LLC

Action Requested: Approval of Option Agreement

Preamble:

A statutory conflict of interest situation was identified by the Office of Technology Transfer while reviewing the technology transfer agreement that then triggered a review by the Medical School Conflict of Interest Board. A plan for management of the possible risks associated with the conflict of interest was then developed and approved by this Board and agreed to by the parties involved in this plan.

This proposed option agreement (“Agreement”) falls under the State of Michigan Conflict of Interest Statute because Professor Judith S. Leopold and Dr. Christopher E. Whitehead and are both employees of the University of Michigan (“University”) and partial owners of Mekanistic Therapeutics LLC. The law permits such an Agreement provided it is disclosed to the Board of Regents (“Regents”) of the University of Michigan and approved in advance by a 2/3 vote.

Background:

Judith S. Leopold, PhD, a Research Associate Professor in the Department of Radiology, and Christopher E. Whitehead, PhD, a Chemist Staff Specialist in the Department of Radiology, are partial owners of a for-profit company called Mekanistic Therapeutics LLC (the “Company”). The Company was formed recently to commercialize dual inhibitors of lipid and receptor tyrosine kinases technology and desires to option from the University of Michigan the University’s rights associated with the following technology:

UM OTT File No. 6144, entitled: “Dual Inhibitors of Lipid and Receptor Tyrosine Kinases” (Inventors: Christopher E. Whitehead and Judith S. Leopold)

The Office of Technology Transfer selected the Company as a University partner and negotiated the terms of the proposed Agreement in accordance with University policy and its accepted licensing principles.

Parties to the Agreement:

The Regents of the University of Michigan and Mekanistic Therapeutics LLC

Agreement Terms Include:

Agreement terms include granting the Company an exclusive option to obtain an exclusive royalty-bearing license.

The University will retain ownership of the optioned technology and may continue to further develop it and use it internally. No use of University services or facilities, nor any assignment of University employees, is obligated or contemplated under the Agreement. Standard disclaimers of warranties and indemnification apply, and the Agreement 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.

Pecuniary Interest:

The pecuniary interests of Drs. Leopold and Whitehead arise from their ownership interests in Mekanistic Therapeutics LLC.

Net Effect:

The Office of Technology Transfer has negotiated and finalized the terms of a worldwide exclusive option agreement for patents related to UM OTT File No. 6144 for all fields of use. Mekanistic Therapeutics LLC will obtain use and evaluation rights to the above listed University technology.

Recommendations:

This matter has been reviewed and approved by the Medical School Conflict of Interest Board. In light of this disclosure and our finding that the Agreement was negotiated in conformance with standard University practices, I recommend that the Board of Regents approve the Agreement between the University and Mekanistic Therapeutics LLC.

Respectfully submitted,



S. Jack Hu
Vice President for Research

April 2016