

THE UNIVERSITY OF MICHIGAN  
REGENTS COMMUNICATION

ACTION REQUEST

Subject: License Agreement between the University of Michigan and Diapin Therapeutics, LLC

Action Requested: Approval of License 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 license agreement (“Agreement”) falls under the State of Michigan Conflict of Interest Statute because Professor Yuqing (Eugene) Chen is both an employee of the University of Michigan (“University”) and a partial owner of Diapin 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:

Yuqing (Eugene) Chen, MD, PhD, a Professor in Departments of Internal Medicine – Cardiology and Cardiovascular Medicine, is the partial owner of a for-profit company called Diapin Therapeutics, LLC (the “Company”). The Company was formed to commercialize peptide-based therapies for the treatment of type 2 diabetes and has entered into a prior license agreement with the University. The Company now desires to license from the University of Michigan the University’s rights associated with the following technologies:

UM OTT File No. 5574, entitled: “Mixed Disulfide Conjugates of Thienopyridines as Antiplatelet Agents” (Inventors: Paul F. Hollenberg, Haoming Zhang)

UM OTT File No. 6647, entitled: “Novel Thienopyridinyl Conjugates to Prevent Thrombosis” (Inventor: Haoming Zhang)

UM OTT File No. 7773, entitled: “Stereo-Selective Synthesis of Mixed Disulfide Conjugate of Thienopyridine Compounds” (Inventor: Haoming Zhang)

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 Diapin Therapeutics, LLC

Agreement Terms Include:

Agreement terms include granting the Company an exclusive license with the right to grant sublicenses. The Company will pay a royalty on sales and reimburse patent costs.

The University will retain ownership of the licensed 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 Dr. Chen arise from his ownership interest in Diapin Therapeutics, LLC.

Net Effect:

The Office of Technology Transfer has negotiated and finalized the terms of a worldwide exclusive license agreement for patents related to UM OTT File Nos. 5574, 6647 and 7773 for all fields of use. Diapin Therapeutics, LLC will obtain use and commercialization rights to the above listed University technologies.

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 Diapin Therapeutics, LLC.

Respectfully submitted,



S. Jack Hu  
Vice President for Research

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