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# ADVANCED BUSINESS LAW SERIES 2019

A Boost for Your Sophisticated Business Practice

*4 Half-Day Seminars*

AUGUST 19 & 26, 2019
MINNESOTA CLE
CONFERENCE CENTER
MINNEAPOLIS

## IN-PERSON SEMINAR REGISTRATION & PRICING:

Please "✓" appropriate tuition rate and in-person seminar choice(s).

**IN-PERSON LIVE TUITION** (per seminar):

- ☐ $175 MSBA member
- ☐ $175 paralegal
- ☐ $195 standard rate
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**IN-PERSON REPLAY TUITION** (per seminar):

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- ☐ I have a MN CLE Season Pass.℠

**NEW LAWYER DISCOUNT!**

☐ I have been admitted to the bar for fewer than 3 years and am deducting 50% from the fee marked above.

1. **Antitrust Competency for Business Lawyers and In-House Counsel** [2928-20]
   ☐ **LIVE:** August 19, 2019 ☐ **MPLS REPLAY:** September 5, 2019
2. **Key Lessons from Complex Business Disputes** [2929-20]
   ☐ **LIVE:** August 19, 2019 ☐ **MPLS REPLAY:** September 5, 2019
3. **Financing and Growing a Business – How to Advise Your Clients** [2930-20]
   ☐ **LIVE:** August 26, 2019 ☐ **MPLS REPLAY:** September 17, 2019
4. **2019 Securities Law In-Depth Update & Review** [2931-20]
   ☐ **LIVE:** August 26, 2019 ☐ **MPLS REPLAY:** September 17, 2019

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Minnesota CLE maintains a scholarship program for those with a financial need. Most scholarships awarded are 50% off the seminar price. To obtain an application, contact Grant at **gdavies@minncle.org** or **651-254-2111**.

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**FOR BUSY BUSINESS LAWYERS!**

# ADVANCED BUSINESS LAW SERIES 2019

A Boost for Your Sophisticated Business Practice

4 NEW Half-Day Courses – Pick the Ones Most Relevant to Your Practice!

MONDAY, AUGUST 19, 2019

1. **Antitrust Competency for Business Lawyers and In-House Counsel**
   *How to Help Your Clients Stay In-Bounds of Antitrust Laws*
2. **Key Lessons from Complex Business Disputes**
   *For Business Lawyers, Business Litigators, and Business Owners*

MONDAY, AUGUST 26, 2019

3. **Financing and Growing a Business – How to Advise Your Clients**
   *Help Your Clients Achieve Their Goals*
4. **2019 Securities Law In-Depth Update & Review**
   *Understand These Complex Laws More Clearly*

**Attend in-person at Minnesota CLE Conference Center, Minneapolis**
*In-person replays also available.*

**Also available via live webcast August 19 & 26**

# 4 New Convenient Courses for Busy Business Lawyers

## 1 Antitrust Competency for Business Lawyers and In-House Counsel

*How to Help Your Clients Stay In-Bounds of Antitrust Laws*

IN-PERSON LIVE & LIVE WEBCAST:
**Monday, August 19, 2019**

IN-PERSON REPLAY:
**Minneapolis – September 5** (Registration 8:30; Replay 9:00)

8:30 – 8:55 a.m. CHECK-IN & CONTINENTAL BREAKFAST

8:55 – 9:00 a.m. WELCOME & INTRODUCTION

9:00 – 10:00 a.m.

### Antitrust Update and Issues to Watch

Throughout 2018 and early 2019, there were several major developments in antitrust law, including a decision from the Supreme Court evaluating the antitrust implications of platform markets and the rule of reason, changes in agency practice, and much more. This session will offer business generalists, antitrust practitioners, and in-house counsel a practical look at recent developments that could affect their clients in 2019 and beyond.

– *Annamarie A. Daley; Jones Day; Minneapolis*

10:00 – 11:00 a.m.

### Antitrust Case Study & Lessons Learned: Issue-spotting, Addressing, and Avoiding Problems

Using a litigated case (or two) as a roadmap, this session will explore and answer key antitrust questions facing lawyers who advise business people, such as (1) What kinds of actions are "red flags" for government enforcers and/or antitrust plaintiffs' attorneys?, (2) What kind of documents and contracts should worry me?; (3) How do I do a basic analysis of a situation to determine whether there might be an antitrust problem? (4) When do mergers or acquisitions create an antitrust problem? and (5) Are there things my client is doing right now that are potential antitrust problems?

– *Mark Jacobson; Cozen O'Connor; Minneapolis*

11:00 – 11:15 a.m. BREAK

11:15 a.m. – 12:15 p.m.

### How to Interact with Antitrust Regulators

This session will address how and when to engage with antitrust regulators – using contextual case studies to draw out lessons in reactive vs. proactive interactions; how to navigate when multiple regulators (e.g. state and federal) may be involved in a review; the types of questions regulators may ask, what they are looking to evaluate in responses, and overall best practices for achieving your clients desired outcomes.

– *Richard A. Duncan; Faegre Baker Daniels LLP; Minneapolis*
– *Anna E. Sallstrom; Faegre Baker Daniels LLP; Minneapolis*

## 2 Key Lessons from Complex Business Disputes

*For Business Owners, Business Lawyers, and Business Litigators*

IN-PERSON LIVE & LIVE WEBCAST:
**Monday, August 19, 2019**

IN-PERSON REPLAY:
**Minneapolis – September 5** (Registration 12:30; Replay 1:00)

12:30 – 12:55 p.m. CHECK-IN

12:55 – 1:00 p.m. WELCOME & INTRODUCTION

1:00 – 2:00 p.m.

### How to Avoid (or Mitigate) Shareholder Litigation: Lessons Learned from the Lunds Case

This session will provide "from the trenches" learnings surrounding this high-profile shareholder litigation. The history leading to the litigation, the litigation itself, and the courts' decisions in the case offer many important lessons for all private company business owners, business lawyers, and business litigators.

– *Shannon M. Awsumb; Anthony Ostlund Baer & Louwagie P.A.; Minneapolis*
– *Janel M. Dressen; Anthony Ostlund Baer & Louwagie P.A.; Minneapolis*

2:00 – 3:00 p.m.

### Complex Commercial Disputes: Lessons in Strategic Risk Assessment and Mitigation

This session will review case examples to cull out possible risk mitigation and avoidance strategies and tips that businesses can undertake as proactive efforts; for example, conducting product liability risk assessments; drafting clear and comprehensive warnings and product instructions; drafting appropriate and enforceable warranties and commercial terms and conditions; and more.

– *Vinita Banthia; Blackwell Burke P.A.; Minneapolis*

3:00 – 3:15 p.m. BREAK

3:15 – 4:15 p.m.

### Protecting Trade Secrets: Best Practices for Countering Corporate Espionage

Trade secrets are valuable assets that help companies maintain a competitive advantage in the marketplace. The identification and protection of trade secrets remains a critical component of preventing misappropriation and enforcing trade secret rights. This session will review recent trade secret cases, including Defendant Trade Secret Act claims, and discuss their impact on best practices for trade secret protection and enforcement.

– *Kerry L. Bundy; Faegre Baker Daniels LLP; Minneapolis*
– *Molly Wright, Managing Counsel; Wells Fargo; Minneapolis*

## 3 Financing and Growing a Business – How to Advise Your Clients

*Help Your Clients Achieve Their Goals*

IN-PERSON LIVE & LIVE WEBCAST:
**Monday, August 26, 2019**

IN-PERSON REPLAY:
**Minneapolis – September 17** (Registration 8:30; Replay 9:00)

8:30 – 8:55 a.m. CHECK-IN & CONTINENTAL BREAKFAST

8:55 – 9:00 a.m. WELCOME & INTRODUCTION

9:00 – 9:45 a.m.

### Update on the Current Capital Market and Trends

This session will look at the 2018 capital markets in review, and then forward to trends and what's in progress for 2019. Other aspects covered will include: Who's investing now – the status of Angel Investors, Venture Capital, Family Offices, Private Equity Funds, Qualified Offering Funds, and Public Offerings; along with hot industries, hot topics, and the exit landscape.

– *April Hamlin; Ballard Spahr LLP; Minneapolis*

9:45 – 10:30 a.m.

### Understanding What Matters in Venture Capital Deals

Venture capital deals can be complex transactions involving several interrelated aspects and documents. This session will take a practical look at the nuances of such a deal, review important considerations, and help alert you to potential red flags to identify for your clients.

– *TBA*

10:30 – 10:45 a.m. BREAK

10:45 – 11:30 a.m.

### Growth Through Licensing, Subscription and Distribution: Managing Key Contracts Risks

This session will cover licensing, subscriptions to or distribution of software, technology or other commercialized IP. With respect to software, specific topics will include SaaS, PaaS, and reseller structures, addressing the following legal issues: reps./warranties and indemnification; ownership; exclusivity; data use and protection; services and consulting (as an add-on to licensing, subscription, distribution, etc.); approval/acceptance testing; payment terms; third party materials and rights; termination rights and obligations; and service levels (uptime and issue response, resolution, and remediation).

– *Shauro Bagchi; Maslon LLP; Minneapolis*

11:30 a.m. – 12:15 p.m.

### Doing Business In Emerging Markets – Maximizing the Opportunities

This session will cover key considerations with respect to doing business in emerging markets, including important legal aspects as well as successful approaches in identifying opportunities, risk management and leveraging local expertise in such markets.

– *Debra Hovland, Assistant General Counsel & Assistant Corporate Secretary; H.B. Fuller Company; Saint Paul*
– *Poonam Kumar; DLA Piper LLP (US); Minneapolis*

## 4 2019 Securities Law In-Depth Update & Review

*Understand These Complex Laws More Clearly*

IN-PERSON LIVE & LIVE WEBCAST:
**Monday, August 26, 2019**

IN-PERSON REPLAY:
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12:30 – 12:55 p.m. CHECK-IN

12:55 – 1:00 p.m. WELCOME & INTRODUCTION

1:00 – 2:00 p.m.

### Securities Compliance Issues for Start-ups and Small Businesses

This session will address closely held business compliance with applicable federal and state securities laws, including registration requirements and transfer limitations. Discussion will include both intrastate and interstate offerings.

– *J. Patrick Plunkett; Larkin Hoffman; Minneapolis*

2:00 – 3:00 p.m.

### What the Private Company Must Consider When Offering Securities as Executive Compensation

This session will consider how the Federal and state securities laws, and exemptions thereto, apply to the issuance of securities to employees. It will also consider when it is appropriate to use equity compensation for employees and key provisions to consider, including to ensure compliance with securities laws.

– *Bryan J. Pitko; Stinson LLP; Minneapolis*
– *Stephen M. Quinlivan; Stinson LLP; Minneapolis*

3:00 – 3:15 p.m. BREAK

3:15 – 4:15 p.m.

### Liability Under Federal and State Securities Laws – For the Company and for You, the Attorney

What kinds of liability exist for violations of federal and state securities laws? Learn about the exposure of the company and its officers to substantial civil and criminal penalties, disgorgement, other monetary and criminal sanctions, including imprisonment. Learn about the powers that federal and state regulators, like the SEC, have over issuers, their officers and directors and their lawyers for violations of the Securities Act, the Exchange Act, Sarbanes Oxley and various state laws. What are the lawyer's responsibilities and potential liabilities in this highly regulated area?

– *Joseph W. Anthony; Anthony Ostlund Baer & Louwagie P.A.; Minneapolis*

## COURSE INFORMATION

### SEMINAR LOCATIONS

- **In-Person Live Seminars**
  Minnesota CLE Conference Center
  600 Nicollet Mall, Suite 370, Minneapolis
- **Live Webcasts**
  Webcasts are viewed online at www.minncle.org.
- **In-Person Replays**
  Minnesota CLE Conference Center
  600 Nicollet Mall, Suite 370, Minneapolis
  Please register for replays at least one week in advance to secure your copy of the materials on the day of the seminar.

### CREDITS

Minnesota CLE has applied to the Minnesota State Board of CLE for **3.0 standard CLE credits for each course.**

### ACCOMMODATION

If you have a disability and need an accommodation in order to attend, please contact Minnesota CLE as soon as possible at 2550 University Avenue West, Suite 160-S, Saint Paul, MN 55114 or call us at 651-227-8266 or 800-759-8840.

### CANCELLATION / NO-SHOW POLICY

Paid registrants who cancel before the seminar will receive a full credit on their account, or refund upon request. Paid registrants who do not cancel and are unable to attend will retain access to the seminar written materials and PowerPoint presentations through their website account. Passholders may purchase the materials at 50% of the full retail price.

### SCHOLARSHIPS AVAILABLE

Minnesota CLE maintains a scholarship program for individuals with a finanical need. Most scholarships awarded are 50% off the seminar price. To obtain an application, contact Grant at **gdavies@minncle.org** or **651-254-2111.**

### QUESTIONS?

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