Course Description: Legal and Transactional Aspects of Entrepreneurship is a practical and intensive course that examines the critical legal and transactional issues confronting start-up and emerging growth companies. The course provides perspective on how to use the law strategically to manage risk, deploy resources and maximize shareholder value. Topics include the enforceability of confidentiality, non-competition and other restrictive covenants in employment agreements, choice of business form including the legal, financial and tax advantages and disadvantages of general partnerships, limited partnerships, corporations and limited liability companies, tax and securities law aspects of raising capital, structuring venture capital and private equity transactions, mergers, acquisitions and other entrepreneurial deal structures, employment law, and intellectual property law including trade secrets, copyrights, patents and trademarks.

Course Materials:

Required Materials: Readings available on course webcafe.

Recommended Materials: Start-up & Emerging Companies: Planning, Financing, and Operating the Successful Business by G. Smith (Law Journal Seminars Press), and The Entrepreneur’s Guide to Business Law by Bagley and Dauchy (West) available at the Bookstore.

A Note on the Course: This course is designed to be practical and intensive. Extensive readings are the core of the course. Please do not register for the course unless you intend to be prepared for and actively involved (voluntarily or involuntarily) in each class.

Grading Policy: There will be one mid-term examination, and one final examination. Each examination will be equally weighted and each will be a closed-book, closed-note examination.

TOPICAL ASSIGNMENTS

Class 1  Background on the U.S. Legal System
Lawyers, Litigation and Alternative Dispute Resolution

Readings: Background on the U.S. Legal System Materials, and Lawyers and Litigation Materials on webcafe.
### Class 2  
**Duties to Your Former Employer: Common Law Duties and Restrictive Covenants**  
Readings: Duties to Your Former Employer Materials on webcafe.

### Class 3  
**Choice of Business Form I: Sole Proprietorships, General Partnerships and Limited Partnerships**  
Smith Text, Chapter 1.

### Class 4  
**Choice of Business Form II: Corporations and Limited Liability Companies**  
Smith Text, Chapter 2, §2.01-2.07.

### Class 5  
**Tax Considerations for Start-ups: IRC Section 351- Tax-Free Organization, IRC Section 83 - The Service Provider Problem, and IRC Section 385 - The Reclassification of Debt as Equity**  
Readings: Taxation I and II Materials on webcafe.  
Smith Text, Chapter 2, §2.08; Chapter 12.

### Class 6  
**MID-TERM EXAMINATION (NO EXCEPTIONS) – DATE TO BE DETERMINED**

### Class 7  
**Creditors’ Rights and Duties**  
**Federal and State Securities Law**  
Readings: Creditors’ Rights Materials and Securities Law Materials on webcafe.  
Smith Text Chapter 4

### Class 8  
**Venture Capital and Private Equity Financing Structures**  
Smith Text Chapter 4 and Chapter 8.

### Class 9  
**Mergers, Acquisitions and Entrepreneurial Deal Structures**  
Readings: Mergers and Acquisitions Materials on webcafe.

### Class 10  
**Employment Law I: Independent Contractors v. Employees, and “At Will” v. Contract Employment**
Readings: Employment Law Materials on webcafe.

Class 11  
Employment Law II: Wrongful Termination and Discrimination

Readings: Employment Law Materials on webcafe.

Class 12  
Intellectual Property Law

Readings: Patents and Trade Secrets, and Copyrights and Trademark Materials on webcafe.

Smith Text, Chapter 15.

FINAL EXAMINATION: TIME AND LOCATION DETERMINED BY REGISTRAR. (NO EXCEPTIONS)