



UNIVERSITY OF PENNSYLVANIA
THE WHARTON SCHOOL
LEGAL STUDIES AND BUSINESS ETHICS DEPARTMENT

LGST 813 Course Syllabus
COMPETITIVE LEGAL STRATEGY FOR ENTREPRENEURS
otherwise known as
LEGAL AND TRANSACTIONAL ASPECTS OF ENTREPRENEURSHIP

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Wharton Office Hours: After class and by appointment

Course Description: Competitive Legal Strategy for Entrepreneurs 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 REQUIREMENTS

1. **Class Attendance.** Attendance is mandatory for all class sessions.
2. **Class Seating.** For classes held in-person, seating will be assigned based on a class seating chart and tent cards must be used in all in-person class sessions.
3. **Technology.** For classes held in-person, the use of technology is permitted with the understanding that it be used only for class purposes and without disturbing others in the class.
4. **Class Preparation and Participation.** Students are expected to be prepared to discuss course materials in each class session.
5. **Recording of Class Sessions.** For classes held remotely, classes will be recorded. For classes held in-person, the recording of class sessions by students is not permitted.

Course Materials: Readings posted on the Course box.com site in Canvas and readings from *The Entrepreneur's Guide to Business Law* by Bagley and Dauchy (the "Entrepreneur's Guide").

Examinations: There will be one mid-term examination, and one cumulative final examination. Each examination will be equally weighted.

Examination Dates:

Midterm Exam: To be determined based on progress in the course.

Final Exam: TBD. **The final exam date is set by the registrar and will not be changed under any circumstances.**

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.

COURSE ASSIGNMENTS

- 001 Course Themes and The U.S. Legal System:
Key Legal Issues for Entrepreneurs and Employees**
- Readings: The U.S. Legal System Course Readings
- 002 Leaving Your Employer to Start Your Own Company or Move to Another Job:
Duties You Own to Your Former Employer**
- Readings: Duties to Your Former Employer Course Readings.
- 003 Sole Proprietorships, General Partnerships and Limited Partnerships
Basic Forms of Business Entity**
- Readings: Sole Proprietorships and Partnerships Course Readings.
- 004 Corporations and Limited Liability Companies:
More Sophisticated Forms of Business Entity**
- Readings: Corporations and Limited Liability Company Course Readings.
- 005 Tax Strategies for Startups, Founders and Employees**
- Readings: Tax Strategies Course Readings.
- 006 Final Thoughts on Business Formation and Equity Incentive Structures for Startups and
Their Employees**
- Readings: Final Thoughts on Business Formation and Equity Incentive Structures
Course Readings.
- 007 Financing Strategies for Your Startup: Structuring Bootstrapping, Angel and Venture
Capital Financing**
- Readings: Financing Strategies for Your Startup Course Readings.
- 008 Finding and Structuring Entrepreneurial Acquisitions**
- Readings: Finding and Structuring Entrepreneurial Acquisition Course Readings.

009 Employment Issues for Startups and Their Employees

Readings: Employment Issues for Startups and Their Employees Course Readings.

010 Creating and Protecting Intellectual Property

Readings: Creating and Protecting Intellectual Property Course Readings.

011 Top Crimes Committed by Sophisticated Business People

Readings: Top Crimes Course Readings.

012 Closing Themes