



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

**LGST 8130 Course Syllabus
COMPETITIVE LEGAL STRATEGY FOR ENTREPRENEURS
otherwise known as
LEGAL AND TRANSACTIONAL ASPECTS OF ENTREPRENEURSHIP**

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Office Hours: After class and by appointment

**PLEASE VIEW THIS THREE MINUTE ANIMATED COURSE DESCRIPTION
FOR THE BEST INSIGHT INTO WHAT THIS COURSE COVERS AND ITS APPROACH
TO THE SUBJECT MATTER.**

CLICK ON THE SLIDE OR THE WEB ADDRESS TO LINK TO THE ANIMATION.



Link to Animation: <https://bcove.video/3gzs08S>

Narrative 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 RULES

By registering for this course you agree to the following Course Rules:

1. **Class Attendance.** Attendance is mandatory for all class sessions.
2. **Class Seating.** Seating will be assigned based on a class seating chart and tent cards must be used in all class sessions.
3. **Technology.** No technology is permitted in the classroom except for flat tablets for taking notes.
4. **Class Preparation and Participation.** You must be prepared to discuss course readings that are assigned for each class session and must participate in class discussions.
5. **Recording of Class Sessions.** If you are unable to attend a class session, please advise me in advance by email. After class, you may request access to the class video using the video request function on Canvas. You will be responsible for all materials covered in class regardless of attendance or review of the video. The recording of class sessions by students is not permitted.
6. **Class Assignments and Exams.** You must complete all assignments and exams on your own, without collaboration, input or assistance from (i) other students or third parties, (ii) reference to prior semesters' assignments or exams, or (iii) use of any generative AI technology such as ChatGPT.
7. **Office Hours.** I will be available after class to discuss any questions you may have. You may also send me an online invite for a 15 minute meeting at any reasonable hour during the day. If I can meet with you at that time I will accept. If not, I will schedule another mutually convenient time.
8. **Exams.** All exams will be administered in-person and will be closed-book, closed-note. On exams you will be required to attest to the fact that you have not (i) consulted with other students or third parties in the completion of the exam, (ii) reviewed any prior semesters' assignments or exams, (iii) used any generative AI technology such as ChatGPT, or (iv) made copies of the exam by any means or in any medium.
9. **Academic Integrity.** Your participation in this course is governed by these Course Rules and the University Code of Conduct. Please conduct yourself accordingly.

We reserve the right to add, modify or delete these Course Rules at any time and from time to time in our sole discretion.

Course Materials: Readings posted on the Course box.com site in Canvas.

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

Examination Dates:

Midterm Exam: Date posted on Canvas course home page.

Final Exam: Date posted on Canvas course home page.

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

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| 001 | The US Legal System, Litigation and Fraud |
| | Readings: The US Legal System, Litigation and Fraud Course Readings. |
| 002 | Legal and Tactical Issues in Leaving Your Employer to Strike Out on Your Own or Move to a Another Company |
| | Readings: Duties to Your Former Employer Course Readings. |
| 003 | Structuring the Start-up Venture: Legal, Financial and Business Issues in Structuring Sole Proprietorships, General Partnerships and Limited Partnerships |
| | Readings: Sole Proprietorships and Partnerships Course Readings. |
| 004 | Structuring the Start-up Venture: Legal, Financial and Business Issues in Structuring Corporations and Limited Liability Companies |
| | Readings: Corporations and Limited Liability Companies Course Readings. |
| 005 | Tax Strategies for Startups, Founders and Employees |
| | Readings: Tax Strategies for Startups, Founders and Employees Course Readings. |
| 006 | Venture Capital and its Impact on Choice of Business Form, and Structuring Equity Incentives for Startups and Employees |
| | Readings: Venture Capital and its Impact on Choice of Business Form and Structuring Equity Incentives Course Readings. |
| 007 | Startup Company Financing Strategies: Structuring Bootstrapping, Angel and Venture Capital Financing |
| | Readings: Financing Strategies for the Startup – Structuring Bootstrapping, Angel and Venture Capital Financing Readings. |
| 008 | Acquisition Strategies: Finding and Structuring Entrepreneurial Acquisitions |
| | Readings: Finding and Structuring Entrepreneurial Acquisitions Course Readings. |
| 009 | Employment Issues for Startups and Employees |
| | Readings: Employment Issues for Startups and Employees Course Readings. |

010 Creating and Protecting Intellectual Property

Readings: Creating and Protecting Intellectual Property Course Readings.

011 Closing Course Themes