



FICHA TÉCNICA DE LA ASIGNATURA

Datos de la asignatura	
Nombre completo	Transactions in the Tech Industry
Código	E000013124
Impartido en	M.U. en Acceso a la Abogacía y la Procura y Máster de Formación Permanente en Abogacía Internacional [Primer Curso] Máster en Formación Permanente en Abogacía Internacional [Primer Curso]
Créditos	2,0 ECTS
Carácter	Obligatoria
Departamento / Área	Área de Derecho Mercantil
Responsable	Pablo Berenguer, Lourdes Ayala y Joaquín Muñoz
Horario de tutorías	Upon request from students.

Datos del profesorado

DATOS ESPECÍFICOS DE LA ASIGNATURA

Contextualización de la asignatura

Aportación al perfil profesional de la titulación

The 'Transactions in the Tech Industry' course is a pivotal element of the Master de Formación Permanente en Abogacía Internacional. It equips students with specialized knowledge and skills essential for navigating complex tech transactions, highlighting global legal frameworks and compliance. The course fosters a deep understanding of tech industry dynamics, preparing graduates for innovative legal solutions in this rapidly evolving sector. By integrating legal theory with practical tech industry insights, it significantly enhances the professional competency and marketability of our graduates in the international legal arena.

Prerrequisitos

SPECIFIC DATA ON THE SUBJECT

Framework of the subject

Pre-requisites

General knowledge of civil, commercial and corporate law.

Contribution of the degree to the professional profile

The purpose of this course is to provide the student with a general understanding of how technology related transactions work, the main contractual issues as well as implication from a personal data protection perspective. The course will cover three main areas:

- Corporate, investment and M&A transactions in the tech sector.
- Commercial transactions in the tech sector (mainly outsourcing and software development and implementation projects).



- Privacy and data protection implications of both corporate and commercial transactions in the tech sector.

Competencias - Objetivos

Competencias

Competences – Goals

Competences to be developed

Generic Competences

Ability to communicate orally and in writing

Problem-solving skills

Decision-making skills

Team work skills

Ability to work in an international context

Awareness of the importance of ethical commitment

Ability to apply theoretical knowledge into practice

Negotiating skills

Specific Competences

Knowledge to legally structure, draft and negotiate contractual and related documents in the field of tech transactions.

Resultados de Aprendizaje

In this course, students will develop a comprehensive understanding of corporate transactions in the tech sector. They will master the intricacies of acquisitions, including NDAs, due diligence with a focus on main risks, and the complexities of Sale and Purchase Agreements, specifically representations and warranties. Additionally, students will learn about specific transaction documents such as IP/data escrow and the licensing or assignment of rights.

The course also covers financing rounds in the tech sector, including venture capital and corporate venture capital transactions. Students will become familiar with the roles of startups, founders, and investors, and will learn to draft and negotiate key documents like Term Sheets, Investment Agreements, and Shareholders' Agreements. The importance of founder permanence and MIP will also be addressed.

In the realm of commercial transactions, students will gain skills in drafting and negotiating IT Outsourcing and Software Development and Implementation Agreements.

Finally, the course provides an in-depth look at privacy and data protection implications in the tech sector. Students will explore GDPR as a global compliance standard, understand its definitions and principles, and learn about international data transfers, data protection due diligence, and data controller succession post-M&A.

BLOQUES TEMÁTICOS Y CONTENIDOS



Contenidos – Bloques Temáticos

COURSE SYLLABUS AND CONTENT

Content

AREA 1. Corporate transactions in the tech sector

1. Acquisitions in the tech sector:

- NDAs
- Due diligence: main risks to focus on
- Sale and Purchase Agreement: representations and warranties
- Other specific transaction documents/deliverables: IP/data escrow; license or assignment of rights

1. Financing rounds in the tech sector: venture capital and corporate venture capital transactions

- Main players: the start-up or fast growing company; the founders; the investors: venture capital and corporate venture capital
- Term sheet
- Investment agreement
- Shareholders' agreement
- Permanence of the founders
- MIP

AREA 2. Commercial transactions in the tech sector

1. IT Outsourcing projects: drafting and negotiation of outsourcing agreements

2. Software development and implementation projects: drafting and negotiation of outsourcing agreements

AREA 3. Privacy and data protection implications

1. GDPR as a Global compliance standard
2. GDPR definitions and principles
3. International Data Transfers in the context of commercial transactions
4. Data Protection Due Diligence
5. Data controller succession after a M&A process. Legal requirements

METODOLOGÍA DOCENTE

Aspectos metodológicos generales de la asignatura

TEACHING METHODOLOGY



General methodology of the subject

Contact hours methodology : Activities

In each class the professor will explain the main concepts and legal issues based on case studies and will discuss and ask active live participation from the students.

The last session will be dedicated to a final closed-book exam.

Attendance at class is compulsory.

Outside class methodology : Activities

Every student is required to attend the teaching sessions and to do the preparatory work. The professor will provide the students materials before each session. In order to follow the presentation, it is necessary to have examined beforehand such materials. [\[B&B\]](#)

RESUMEN HORAS DE TRABAJO DEL ALUMNO

SUMMARY OF STUDENT WORK HOURS

NUMBER OF CONTACT HOURS		
Master classes	Solving practical cases	Shortpapers
16	2	2
NUMBER OF INDEPENDENT WORK HOURS		
Study of masterclasses	Solving practical cases, shortpaper and guidework	
20	10	
ECTS CREDITS: 2 (50,00 hours)		

EVALUACIÓN Y CRITERIOS DE CALIFICACIÓN

GRADE EVALUATION AND CRITERIA

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Evaluation Activities	Indicators	Evaluation weighting
Attendance	Attendance to class	10%
Case studies and participation	Participation in class activities and discussions, practical cases, etc.	30 %
Evaluation: closed-book exam (final)	The exam is designed to prove that the student properly understands the questions, topics and materials analyzed and studied in the course.	60%

BIBLIOGRAFÍA Y RECURSOS

Bibliografía Básica

RESOURCES

Resources

Before each session, the professor will make available to the students the materials needed