

## Philip R. Zender

**Senior Partner**

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### About Philip

Philip R. Zender is the US practice group leader of the firm's technology transactions Group within its Intellectual Property & Technology Practice. He advises technology and life sciences companies on complex technology commercialization and strategic partnership transactions, including software-as-a-service (SaaS) and cloud platform agreements, technology licensing, joint development and collaboration arrangements, data licensing and other transactions involving advanced technologies such as artificial intelligence (AI) and machine learning (ML). He also advises on the intellectual property and technology aspects of mergers and acquisitions, and other strategic corporate transactions.

Philip has more than 30 years of experience structuring, negotiating and documenting complex commercial agreements involving proprietary technology, data and intellectual property. His practice focuses on helping companies develop, commercialize and deploy technology through licensing arrangements, SaaS and platform agreements, strategic alliances, research and development collaborations and other strategic technology transactions. Clients rely on him to structure and negotiate technology-driven partnerships that support product development, platform integration and the global commercialization of innovative technologies.

Philip represents companies across a broad range of technology sectors, including enterprise software and internet services, AI and ML, semiconductor and hardware technologies, and life sciences. He regularly represents technology companies, semiconductor companies, medical device companies and pharmaceutical and biotechnology companies in complex licensing, collaboration and commercialization transactions involving the development, manufacture and distribution of advanced technologies and therapeutics.

### Experience

**SaaS, Cloud and Enterprise Technology Transactions**

- Assisting a healthcare case management company in a bespoke AI-enabled software development and long-term services arrangement for a next-generation case management platform, including ownership and licensing splits for client-specific developments and the developer's proprietary AI agent and other background technology, third-party LLM access and replacement rights, source code escrow and buyout mechanics, field-of-use restrictions, support and maintenance, transition services, as well as interoperability with the client's existing systems.
- Led representation of a US financial institution in negotiating a long-term strategic fintech platform transformation and managed services agreement with Fidelity National Information Services (FIS), supporting the bank's migration from legacy on-premises infrastructure to FIS' hybrid cloud and SaaS banking platform. The transaction included deployment and integration of core banking systems, digital banking and payments platforms (including Zelle, ACH and debit card processing), fraud detection and anti-money laundering (AML) compliance solutions, enterprise data and analytics and content management tools, and hosted infrastructure and application services, together with outsourcing arrangements for call center operations and other technology and banking operations as part of the bank's enterprise-wide technology modernization and digital banking transformation.
- Represented a US financial institution in negotiating a long-term enterprise software licensing, hosting and services agreement with Automated Financial Systems, Inc. (AFS) for implementation and operation of a commercial lending and credit risk management platform, including system conversion and implementation services, hosted data processing, disaster recovery and business continuity arrangements, regulatory compliance and audit rights, data security and privacy protections, source-code escrow, service levels and termination assistance and deconversion services.
- Advised a fintech company operating a digital banking platform and Banking-as-a-Service (BaaS) business in connection with a strategic digital banking infrastructure agreement with a leading digital banking platform provider for hosted platform services, addressing enterprise service levels and uptime commitments, operational resilience and incident response frameworks, data ownership and portability, third-party and subcontractor risk management, as well as transition and exit support.
- Advised a global beverage company in negotiating a multiyear enterprise cloud services agreement with SAP for deployment of SAP S/4HANA private cloud and related enterprise applications, including global usage rights for affiliated bottlers, flexible cloud consumption structures and transition from legacy on-premises enterprise resource planning (ERP) systems.
- Represented enterprise customers and SaaS providers in negotiating master services agreements for AI-enabled and enterprise software platforms, including provisions addressing customer data ownership and usage rights, AI model training restrictions, cross-border data processing and privacy compliance, service levels and liability allocation.
- Advised a technology company on the development and licensing of proprietary research software supporting AI/ML-driven computational biology research, including structuring a global software licensing framework governing research use, derivative works, distribution through GitHub, license-back rights and commercialization pathways for downstream technologies.
- Assisted virtual advertising technology client with the drafting and negotiation of a multi-year technology operations and services agreement supporting virtual advertising deployment across more than 25 professional sports arenas in the US and Canada, including intellectual property licensing, service level frameworks, data security and commercial risk allocation.

- Represented a multinational enterprise in negotiating a managed IT services agreement with a global technology services provider covering enterprise infrastructure operations and end-user support services, including service level frameworks, uptime and incident response metrics and governance structures.

### **Semiconductor and Advanced Hardware Technologies**

- Represented a multinational semiconductor test equipment company in negotiating a foundry manufacturing services agreement for production of custom integrated circuits, including ProdataKey (PDK) access, wafer fabrication and testing services, non-recurring engineering (NRE) development fees, intellectual property allocation and second-source manufacturing rights.
- Advised a multinational semiconductor test equipment company on the global licensing of integrated circuit design intellectual property for incorporation into custom chip designs, including sublicensing rights to foundries, manufacturing partners and worldwide commercialization of resulting semiconductor products.
- Represented a semiconductor test equipment company in negotiating a strategic technology collaboration and joint development agreement with a semiconductor analytics company to integrate advanced manufacturing analytics software with automated test equipment platforms.
- Represented a semiconductor test equipment company in negotiating semiconductor intellectual property licenses and technology integration agreements for use of protocol controller cores and related technologies in FPGA-based storage testing systems.
- Represented a semiconductor test equipment company in negotiating development and laboratory evaluation agreements with technology developers to test and integrate advanced imaging and semiconductor technologies into automated test equipment platforms.

### **Technology Commercialization and Strategic Licensing**

- Advised a global pharmaceutical company in negotiating an exclusive worldwide license to a portfolio of small-molecule TRPC6 inhibitor compounds and related know-how from a Japanese pharmaceutical company, including broad sublicensing rights, technology transfer, development diligence obligations and economics comprising a US\$30 million upfront payment, up to US\$200 million in development and regulatory milestones, up to US\$140 million in sales milestones and tiered royalties on worldwide net sales.
- Represented a biotechnology company in negotiating an exclusive worldwide license from a global pharmaceutical company for intellectual property and data relating to a CDK4/6 inhibitor oncology program, including transfer of an Food and Drug Administration (FDA) Investigational New Drug (IND), equity consideration, milestone payments, sublicensing rights and an option to acquire the underlying patent portfolio.
- Represented a biotechnology company in negotiating a patent dispute settlement and global cross-license with a genomics technology company relating to CRISPR-based nucleic acid depletion technologies, including mutual non-exclusive licenses to worldwide patent portfolios, running royalties on product sales, sublicense revenue sharing and covenants not to challenge licensed patents.
- Represented a biotechnology company in negotiating an exclusive worldwide license from a major research university for patent rights, know-how and preclinical data relating to psychedelic-assisted neurorehabilitation therapies, including sublicense rights, clinical development milestones, royalties and milestone economics and Bayh-Dole compliance.

- Represented a strategic automotive stakeholder in negotiating a multiparty technology license arrangement for lithium-ion battery pre-treatment technology in Europe, including field-of-use scope and exclusivity, sublicense rights, governance through a joint license committee, royalty and audit mechanics and allocation of background and improvement intellectual property rights.
- Represented a medical device company in an exclusive global licensing and commercialization agreement with Bausch & Lomb covering intraocular lens material technology, related patents and manufacturing know-how, cross-licenses for product improvements, technology transfer, regulatory coordination and milestone and royalty payments.
- Represented technology companies in negotiating Cooperative Research and Development Agreements (CRADAs) and related technology licensing arrangements with U.S. national laboratories including Sandia National Laboratories, National Renewable Energy Laboratory (NREL), Lawrence Berkeley National Laboratory and Lawrence Livermore National Laboratory, addressing intellectual property ownership, government-use rights, publication review procedures and commercialization licensing frameworks.

### **Life Sciences Collaboration, Manufacturing and Supply**

- Represented a Japanese pharmaceutical company in negotiating a global license and collaboration agreement with a US biopharmaceutical company for development and commercialization of an orexin-2 receptor agonist therapy, including joint governance, clinical development coordination, technology transfer and supply arrangements and economics including a US\$50 million upfront payment and up to US\$1 billion in potential regulatory and commercial milestones.
- Represented a global pharmaceutical company in negotiating an exclusive Japan license and related clinical and commercial supply arrangements for a rare-disease therapy, including joint governance, technology transfer, regulatory strategy support and tiered royalty economics.
- Represented a biotechnology company in negotiating a technology transfer, validation and commercial Good Manufacturing Practice (GMP) fill/finish manufacturing agreement with a contract development and manufacturing organization for a biologic drug product, including dedicated manufacturing capacity, regulatory inspection rights, batch acceptance and recall allocation and intellectual property ownership for improvements.
- Represented a global pharmaceutical company in negotiating a cross-border supply and patent/know-how license agreement for hydrophobic medical device materials used in ophthalmic products, including territory restrictions, tiered royalties, quality and regulatory compliance obligations and post-market complaint and recall frameworks.
- Represented a pharmaceutical company in negotiating a commercial outsourcing and third-party logistics agreement for drug product warehousing, distribution and commercialization support services, including FDA/DEA compliance, PDMA sample distribution requirements, recall allocation and inventory management.

### **Strategic Development and Industrial Technology Projects**

- Advised a global industrial technology company in a strategic development and commercialization alliance with a clean-iron process developer relating to the joint development, validation and scale-up of a proprietary electrochemical iron production technology.
- Represented an energy storage technology developer in negotiating a turnkey engineering, procurement and construction agreement with a US electric utility for development of a grid-scale battery energy storage project, including fixed-price delivery structure, milestone payments, completion milestones and risk allocation provisions.

- Represented an energy and minerals project developer in negotiating engineering and technology services agreements supporting geothermal project development, including work order structures, intellectual property protections, professional standards and dispute resolution mechanisms, intellectual property protections, professional standards and dispute resolution mechanisms.

## Credentials

### Education

- University of California, Hastings, J.D., staff, *Hastings Communications and Entertainment Law Journal*, note editor, *Hastings International and Comparative Law Review*, 1988
- Pomona College, B.A., 1981

### Admissions

- California, 1988

## Recognitions

- Recommended in *World Trademark Review's* WTR 1000 2025 and 2026
- Recognized as "Highly Recommended" in USA Trademarks Rankings by *World Intellectual Property Review (WIPR)* 2024-2025
- Named as a Leader by *World Intellectual Property Review (WIPR)* 2022-2025
- Ranked as a notable practitioner in the *World Trademark Review's* WTR1000 in 2017 and 2018
- Ranked as a leading Intellectual Property professional in *World Intellectual Property Review's* 2018 Leaders directory

## Expertise

### Services

- Intellectual Property & Technology
- Data Privacy, Cybersecurity & Digital Assets

### Industries

- Advertising, Media & Brands
- Life Sciences

## About our firm

One of the world's strongest integrated law firms, providing insight at the point where law, business and government meet. We deliver commercially focused business solutions by combining our legal, lobbying and political capabilities and invaluable connections on the ground to a diverse mix of clients, from long-established leading corporations to emerging businesses, startup visionaries and sovereign nations. More than 1,500 lawyers in over 40 offices across four continents provide unrivaled access to expertise.