

Jeff C. Dodd



Partner

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INDUSTRIES

Banking/Financial Services
Finance
Internet/E-Commerce
Manufacturing and Sales
Private Equity
Restaurant
Software/Electrical Technology
Technology and Emerging Companies
Venture Capital

PRACTICES

Banking/Financial Services
Corporate
Corporate Compliance, Investigations and Defense
Economic Recovery and Government Opportunities
Governance
Intellectual Property Counseling and Litigation
Private Equity
Technology and Emerging Companies

EDUCATION

JD, 1979, *summa cum laude*, University of Houston Law Center
BA, 1976, *magna cum laude*, University of Houston

ADMISSIONS

Texas 1979

Corporate, Securities and Corporate Finance: experience in diverse domestic and international corporate transactions, including representing issuers and underwriters (and investment bankers) in connection with public and private securities offerings (including IPOs and secondary offerings); representing venture capital and other investment groups or funds, as well as portfolio companies, in private debt and equity financing transactions; representing various participants (buyers, sellers, financing sources) in merger and acquisition and change of control transactions, public and private; counseling as to Securities Exchange Act of 1934 compliance and disclosure; advising regulated companies (including broker/dealers and investment advisers) as to regulatory and compliance matters; advising clients as to Investment Company Act of 1940 issues; structuring financing arrangements and vehicles (including structuring various hedge, private equity and other investment funds); representing borrowers and lenders in lending transactions (including financing transactions relating to acquisitions); and structuring and documenting joint venture, corporate partnering and similar arrangements.

Intellectual Property, Technology, Electronic Commerce and Communications: extensive experience in a variety of domestic and international intellectual property and information transactions; representing various parties in the planning, design and implementation of electronic commerce strategies and arrangements, domestic and international (including those relating to business-to-business exchanges, co-branding, hosting, development and other similar activities), electronic data interchange arrangements, and electronic trading transactions and activities; structuring, negotiating, documenting and unwinding strategic ventures and alliances where intellectual property is the core asset; counseling as to intellectual property commercialization and exploitation strategies; structuring, negotiating and documenting technology acquisition, transfer and commercialization transactions; general representation of various parties in registering, enforcing and licensing intellectual property rights with respect to diverse technologies; performing infringement and similar analyses; advising domestic and international clients on data protection, security and privacy laws and devising compliance strategies; representing software developers, as well as distributors and end-users, in structuring, negotiating and documenting computer hardware and software ownership, acquisition and distribution agreements; representing companies acquiring software and other technology companies; representation of various communications companies and service providers.

PUBLICATIONS

- SEC Offers Additional JOBS Act Guidance (May 16, 2012)
- SEC's Division of Corporation Finance Issues JOBS Act Guidance (April 18, 2012)

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- Congress Passes the JOBS Act to Ease IPO Process for “Emerging Growth Companies” and Enhance Capital Formation (March 28, 2012)
- A Sharply Divided En Banc Federal Circuit Decision Limits Intervening Rights To Claims Textually Modified in Reexamination (March 21, 2012)
- Patent-Eligible Subject Matter in Business Method Patents (March 19, 2012)
- ISS Publishes Guidance on New Methodology for Evaluating Pay-for-Performance Alignment and Updates to its Governance Risk Indicators (January 10, 2012)
- ISS Publishes 2012 Updates to Benchmark U.S. Proxy Voting Guidelines (December 1, 2011)
- Three Large States Revise Their Security Breach Notification Laws and Texas Applies Its Law to Residents of Some Other States to Boot *IP and Technology Developments - October 2011* (October 25, 2011)
- Recent Ruling Allows a Shareholder Lawsuit to Proceed After a Negative Say-on-Pay Vote: Quirk or Harbinger? (October 6, 2011)
- *The Economic Observer*, Texas Report (October 2011)
- DC Circuit’s Proxy Access Decision to Stand, but SEC to Allow “Private Ordering” of Proxy Access (September 20, 2011)
- Oil and Gas Companies Should Expect Increased SEC Scrutiny of Operations and Reserves (September 6, 2011)
- PCAOB Floats Possibility of Mandatory Audit Firm Rotation *Financial Fraud Report (January 2012)* (August 31, 2011)
- Hitting Non-Practicing Entities Where It Hurts (August 16, 2011)
- DC Circuit Panel Vacates Proxy Access Rule (July 28, 2011)
- Recent Cases Should Make Software Licensors Review Their Distribution Methods and License Terms (and They May Even Make Us Look at Open Source Licenses in a Different Way) *IP and Technology Developments - July 2011* (July 21, 2011)
- *Therasense Inc. v. Becton, Dickinson and Company*—The Federal Circuit tightens the standards necessary to establish the inequitable conduct defense by requiring a “but-for” showing of materiality (May 27, 2011)
- SEC Proposes Rules for Compensation Committees and Compensation Advisers (April 21, 2011)
- Administration Unveils Over-The-Counter Derivatives Reform (August 28, 2009)
- "Obama Administration Announces Financial Regulatory Overhaul" (June 24, 2009)
- "E-Commerce: A Sticky Legal Arena" (December 31, 2001)
- "Time and Assent in the Formation of Information Contracts: An Essay on the Mischief of Applying Article 2 Inspired Contract Law to Information Contracts" *Houston Law Review* (1999)
- "Article 2B Offers Jurisprudence for All Forms" *National Law Journal* (September 21, 1998)
- "Contracting in Cyberspace" *SMU Computer Law Journal* (Summer 1998)
- "Licensing Law Update" *Journal of Proprietary Rights* (1995)
- "Rights in Information: Conversion and Misappropriation Causes of Action in Intellectual Property Cases" *Houston Law Review* (1995)

Treatise

- Modern Licensing Law (with R. Nimmer, a treatise covering all aspects of information and intellectual property licensing). For more information concerning this treatise, contact Jeff or visit <http://west.thomson.com/product/40276510/product.asp>.

PROFESSIONAL RECOGNITION

- Named a "2012 BTI Client Service All-Star" by BTI Consulting Group
- *The Best Lawyers in America*, Corporate Law (1999-2012)

Jeff C. Dodd

- Profiled as one of the leading Technology (2005-2009) and Intellectual Property lawyers in Texas (2010-2012), *Chambers USA: America's Leading Business Lawyers*
- Texas Super Lawyer, *Texas Monthly* (2003-2005, 2011)

BRIEFINGS, SEMINARS & SPEECHES

- "Current Issues in IP Licensing," (October 29, 2012)
- University of Texas CLE - 25th Annual Technology Law Conference (May 24, 2012)
- New Issues in Today's Licensing Transactions Conference (August 29, 2011)
- Licensing Transactions: New Case Law, Trends and Business Models (August 26, 2010)
- 2010 Trends in Annual Disclosures (January 13, 2010)

Speaker

- "Trends in Electronic Contracting 2011," CLE Presentation (October 2011)
- "IP Commercialization Strategies," CLE Presentation (September 2011)
- "What Recent Licensing Cases Tell Us" and "Anatomy of a Complex License," IP Licensing, Seattle (August 2011)
- "Licensing Law Update" and "Anatomy of a Complex License," 9th Annual Rocky Mountain Intellectual Property & Technology Institute, Denver (June 2011)
- "Theories and Practices of Technology Licensing," Renmin University Law School—Intellectual Property Institute, Beijing, China (April 2011)
- "International IP Protection Under Conditions of Economic Globalization," Beijing Normal University—Law School, Beijing, China (April 2011)
- "Copyright Law Update," HIPLA 26th Annual Institute on Intellectual Property Law (October 2010)
- "Analysis of Trends in Licensing Law" 8th Annual Rocky Mountain Intellectual Property & Technology Institute (June 2010)
- "What Recent Licensing Cases Tell Us" and "Anatomy of a Complex License," IP Licensing, Seattle (August 2009)
- "What Business Lawyers Need to Know about Licensing," Professional Education Broadcast Network Teleseminars (August 2009)
- "Licensing Law Update" and "Anatomy of a Complex License," 7th Annual Rocky Mountain Intellectual Property & Technology Institute, Denver (June 2009)
- "Trademark Licensing—Developments in the Law" IP Licensing (March 2009)
- "Current Themes in Complex Licensing and What Recent Cases Tell Us" and "Anatomy of a Complex License: Updating your Skills for Efficient and Effective Negotiating and Drafting," IP Licensing in 2008, Seattle (August 2008)
- "Licensing Intellectual Property," Rice Alliance for Technology and Entrepreneurship (July 2008)
- "Licensing Law Update" and "Anatomy of a Complex License," 6th Annual Rocky Mountain Intellectual Property & Technology Institute, Denver (June 2008)
- "Electronic Sales Contracts," 2008 ABA Section of Business Law Spring Meeting (April 2008)
- "What the Recent Cases Teach Us" and "Anatomy of a Complex License," Modern IP Licensing, Phoenix (March 2008)
- "Electronic Sales of Goods Contracts," 2007 UCC 2/Sales Update," Professional Education Broadcast Network (December 2007)
- "Modern Licensing for Transactional Attorneys," Professional Education Broadcast Network, Webcast (September 2007)
- "What the Recent Cases Teach Us" and "Anatomy of a Complex License," Current Issues in Complex IP Licensing, Seattle (August 2007)

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- "Licensing Law Update" and "Licenses in the Courtroom," 5th Annual Rocky Mountain Intellectual Property & Technology Institute, Denver (May 2007)
- "Trends in Licensing: Lessons from Recent Cases," Advanced Intellectual Property Law Seminar Program, Association of Corporate Counsel, Houston Chapter (September 2006)
- "Licensing Update," 21st Annual Intellectual Assets and Technology Law Institute, Dallas (October 2006)
- "Modern Licensing Law: Recent Cases and Trends" and "Anatomy of a Complex License," Modern Licensing Law Conference Austin, Minneapolis, San Francisco, Vancouver (Summer 2006)
- "IP Roundtable—Current IP Issues," Dallas (June 2006)
- "Trade Secret Licenses," 4th Annual Rocky Mountain Intellectual Property & Technology Institute, Denver (June 2006)
- "Mergers & Acquisitions Trends and Developments in Public Transactions," SEC Hot Topics Institute (May 2006)
- "Negotiating and Structuring the Sale of Private Businesses: Non-Tax Considerations," Professional Education Broadcast Network (December 2005)
- "Licensing Law Update- 2004-2005," 20th Annual Computer and Information Law Institute, Dallas (October 2005)
- "Fundamentals Of Licensing And Transferring Technology," Professional Education Broadcast Network (June 2005)
- "Article 2 Revisions Proposed by ALI-NCCUSL What the Revisions Would Mean to Practitioners," Professional Education Broadcast Network (February 2005)
- "Legal Issues in Effective Crisis Management," College Station (January 2005)
- "Licensing Law Update- 2003-2004" 19th Annual Computer and Information Law Institute, Dallas (2004)
- "Licensing Law Update- 2002-2003" 18th Annual Computer and Information Law Institute, Dallas (2003)
- "Attack Web Sites" Fifth Annual Doing Business Online Conference, Seattle (2003)
- "Licensing Law Update 2001-2002" and "New Developments Affecting E-Commerce" 17th Annual Computer Information Law Institute, Dallas (2003)
- "E-Commerce: Alive and Kicking," Business Section, State Bar of Texas, Houston (2003)
- "Attack Web Sites: Offense and Defense," Practicing Law Institute (April 2002)
- "Strategies and Structures for Commercializing Internally Developed Technologies," Fourth Annual Doing Business Online Conference, Seattle (2002)
- "Overview of Intellectual Property for the Business Lawyer," Houston (2002)
- "Licensing Law Update 2001-2002," 16th Annual Computer and Information Law Institute, Dallas (2002)
- "New Developments Affecting Doing Business Online," 16th Annual Computer and Information Law Institute, Dallas (2002)
- "E-Procurement and E-Contracting in Government Contracts: The Impact of Electronic Contracting Legislation," eGovernment Conference, San Diego (2002)
- "The Impact of the PATRIOT Act on Electronic Transactions, Surveillance, and Privacy," Practicing Law Institute, New York and San Francisco (2002)
- "Default Rules in Information Transactions and Commentary on UCITA," 39th Annual Institute on Intellectual Property Law, Southwestern Legal Foundation, Dallas (November 2001)
- "Electronic Contracting and Intellectual Property and Dissecting Electronic Commerce Websites," Third Annual Conference on Doing Business Online, Seattle (October 2001)
- "Licensing Law Update and Selected Current Issues in Intellectual Property and Information Transactions," 15th Annual Computer and Information Law Institute, Dallas (September 2001)
- "International Joint Ventures and Transactions," FEI, Austin (2001)
- "International Perspectives on Electronic Commerce Legislation," Cyber Law Conference, Fundao Luso-Americana, Lisbon, Portugal (June 2001)

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- "New Electronic Commerce Legislation: E-SIGN, UETA, UCITA and the European E-Signature Directive," various venues (2001)
- "Understanding Electronic Contracts—Certain Default Rules in Information Transactions," PLI (2001)
- "Intellectual Property Law 2001 Course, Copyright Update," State Bar of Texas (2001)
- "E-Commerce Models and Legal Developments," various venues (2001 and 2002)
- "Building a Cathedral Over the Bazaar: A Preliminary View of Certain Licensing Practices in the Open Source and Free Software Communities," Second Annual National Conference on Doing Business Online (October 2000)
- "Licensing Law and UCITA Overview," 14th Annual Computer and Information Law Institute (September 2000)
- "Certain Default Rules in UCITA: Common Contractual Principles in Information Transactions," PLI (April and May 2000)
- "E-Commerce Models," ARMA Spring Conference (April 2000)
- "Problems with Electronic Records: Evidence, Abuse and Privacy," ARMA Spring Conference (April 2000)
- "A Preliminary Analysis of Certain Default Rules in the Uniform Information Transactions Act," Georgetown (February 2000)
- "New Hazards for the Business Lawyer: Hidden Intellectual Property Claims," Business Law Survival Course, Texas State Bar Continuing Legal Education Seminar (1999)
- "Licensing in the Mass Market, Software and Database Licensing: Current Trends and Proposed New Laws," PLI (April and May 1999)
- "Article 2B: Commercial Lawyers Invade the Land of Intellectual Property Redux," 11th Annual Computer Law Conference (July 1998; also Federal Bar Association Annual Meeting, October 1998, and American Corporate Counsel Association Annual Meeting, November 1998)
- "Article 2B: Commercial Lawyers Invade the Land of Intellectual Property," Intellectual Property Law Institute (1998)
- "Responding to Inquiries from Regulatory Authorities," Rice Graduate School of Business, Houston, Texas (1998)
- "Licensing Law 1995/1999," 13th, 12th, 11th, 10th, and 9th Annual Computer & Information Law Institutes (1995-1999)
- "Contracting in Cyberspace," Cyberspace Law: A US and European Perspective (1997)
- "Software Development Agreements and Software License Agreements," Counseling High Tech Clients (1996)
- "The Securities and Exchange Commission's 1996 Amendments to the Rules Under Section 16 of the Securities Exchange Act of 1934," Houston Chapter of the American Society of Corporate Secretaries, Houston, Texas (1996)
- "Secured Financing for High Technology Companies," Commercial Lending Institute, Southern Methodist University, Dallas, Texas (1996)
- "Power Struggles in Privately Held Companies," The University of Texas School of Law 18th Annual Securities Regulation and Business Law Problems, Austin, Texas (1996)
- "Law in the Information Age: Constructing the Information Highway," 1995 Computer & Telecommunications Law Update, Washington, DC (1995)
- "System Integration Contracts," Eighth Annual Computer & Information Technology Law Institute (1994)
- "Rights In Information: Conversion as a New Cause of Action In Intellectual Property Cases," 10th Annual Institute on Intellectual Property Law (1994)
- "System Development Contracts," Seventh Annual Computer & Information Technology Law Institute (1993)
- "Merger and Acquisition Transactions in the United States," Euromoney Institute, Mexico City (1992)
- "New Developments in Corporate Compliance" (1992)
- "Software Licensing: Comparison of Model Acts v. Model Agreements," American Bar Association Annual Meeting (1992)
- "Acquiring Troubled Companies," Advanced Corporate and Securities Law Institute (1991, 1992, 1993)

Jeff C. Dodd

- "Guaranty and Suretyship," 20th Annual Institute on the Uniform Commercial Code (1986)

Teaching

- Visiting Professor of Law, Beijing Normal University Law School (2011-2013)
- Intellectual Property and Information Law Program, Licensing Law, Teaching: Adjunct Professor of Law, University of Houston Law Center (1999, 2000, 2001)
- American Constitutional Law Course, University of Houston, Political Science Department (1994, 1995)
- Adjunct Professor of Law, South Texas College of Law, Business Planning (1989 and 1990)

AFFILIATIONS

Member

- Houston Bar Association
 - Life Fellow
- State Bar of Texas
 - Electronic Commerce Sub-Committee
 - Business Law Section
- American Bar Association
 - Section on Business Law
 - Section on Intellectual Property Law
 - Forum Committee on Franchising
- Licensing Executives Society
- American Intellectual Property Law Association

Board Member - Board of Directors of the University of Houston Law Foundation

Advisory Board Member - Honors College of the University of Houston

Fellow - Texas Bar Foundation, Houston Bar Foundation

IN THE NEWS

Jeff was quoted in the *Financier Worldwide* article "Treatment of Intellectual Property in M&A" (February 2010)

PRESS RELEASES

- Two Andrews Kurth Partners Named 2012 BTI Client Service All-Stars (February 7, 2012)
- 54 Andrews Kurth Lawyers Named Best Lawyers in America 2012 (September 22, 2011)
- 35 Andrews Kurth Lawyers Named in Texas Super Lawyers 2011 (September 12, 2011)
- Andrews Kurth Announces 2011-2012 Policy Committee Election (August 2, 2011)
- Andrews Kurth Recognized Twice for Deal of the Year in M&A Atlas Awards (March 22, 2011)
- Andrews Kurth Represents GM in "Deal of the Year" (March 15, 2011)
- 49 Andrews Kurth Lawyers Named Best Lawyers in America 2011 (August 16, 2010)
- Andrews Kurth Announces 2010-2011 Policy Committee Election (August 10, 2010)
- Andrews Kurth Announces 2009-2010 Policy Committee Election (August 31, 2009)
- 46 Andrews Kurth Lawyers Named Best Lawyers in America 2010 (August 10, 2009)

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- Andrews Kurth Announces 2008-2009 Policy Committee Election (August 28, 2008)
- Andrews Kurth Receives High Rankings in Chambers USA Guide (June 25, 2007)
- Andrews Kurth Announces 2007-2008 Policy Committee Election (August 16, 2007)
- Andrews Kurth Adds to its 2005 Chambers USA Ranking (June 16, 2005)