



Mark J. Cooper

Principal

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Industry Experience

Vice President and Assistant General Counsel

Business Transactions

Research & Development

Pfizer Inc.

Associate

Debevoise & Plimpton LLP

Legal Assistant

Fried, Frank, Harris, Shriver & Jacobson LLP

Mark is an accomplished and versatile corporate and transactional attorney with over 30 years' legal experience focused mostly on advising clients in the life sciences industry. Mark regularly represents companies in structuring, drafting and negotiating strategic transactions at all stages of the product lifecycle - from research and development through commercialization - frequently involving cutting-edge technologies, including RNAi, cell therapy, gene therapy, multi-specifics antibodies and CRISPR, as well as devices, device-drug combinations and diagnostics.

Mark understands that every deal is different, often posing bespoke challenges that reflect an evolving scientific, intellectual property, regulatory and business landscape. His knowledge combined with broad transactional experience, including in-house within large pharma, finance and M&A, enables him to translate complex scientific and IP concepts into practical business solutions for his clients.

Mark began his career as an attorney at a top tier international law firm in New York focusing on M&A, securities law and structured finance transactions. He then spent over 17 years in-house at Pfizer, where he handled several high profile business transactions; advised C-suite executives and senior leadership teams for Pfizer's R&D organization; and led a team of attorneys focused on sophisticated and complex life sciences transactions for over a decade.

Mark teaches the contracting section for the Business Development course at BIO's annual international convention and is a frequent panelist at other industry meetings and seminars.

Bar Admissions

- Connecticut
- New York

Education

- NYU School of Law, J.D.
- Cornell University, B.S.



RECENT CLIENT REPRESENTATIONS

- ONK Therapeutics' license and collaboration with Intellia to advance allogeneic CRISPR-Edited NK cell therapies, with milestones up to \$920M plus royalties
- Ipsen collaboration with Exicure for discovery of spherical nucleic acids in two rare diseases, with a \$20M upfront payment and up to \$1B in option exercise fees and milestones, plus royalty payments
- Scipher Medicine's collaboration with Tara Biosystems to identify novel drug targets, with an exclusive option for Tara to progress identified targets into drug discovery, clinical development and commercialization in exchange for milestone and royalty payments
- A US-Based, Series A-funding company in exclusive license for world-wide rights to an IND-ready treatment from a Japan-based pharma for Tourette's syndrome
- Ipsen in partnership with Queen's University of Belfast (QUB) to secure rights to a preclinical stage first-in-class FLIP inhibitor program
- Six separate transactions in 2021 on behalf of drug development companies with platform technology companies to discover and/or create multispecific or conjugated antibodies against designated drug targets
- Ipsen Biosciences on a Research and Option Agreement under which Université de Montréal would conduct lead optimization activities on a high-value oncology program, with rights for Ipsen to enter into an exclusive license
- ReveraGen BioPharma in restructuring its agreements with Idorsia Pharmaceuticals and Santhera Pharmaceuticals related to Santhera's option to license Vamorolone, ReveraGen's treatment for DMD in Phase III
- Investor syndicate led by 5AM Venture Management in Kinaset Therapeutic's negotiation with Vectura Group plc of an Exclusive License Agreement for a respiratory drug candidate and a Development and Manufacturing Services Agreement for clinical supply of drug product
- Ipsen Biosciences on an Exclusive License Agreement with Blueprint Medicines to for worldwide rights to BLU-782, in exchange for up to \$535M in upfront and milestone payments, plus royalties
- SonALAsense on Collaboration and License Agreement with Insightec Ltd. to develop and commercialize aminolevulinic acid/sonodynamic therapy for GBM patients using Insightec's proprietary ultrasound device
- Mid-sized pharmaceutical company on an Option Agreement for a European biotech to conduct lead identification and optimization activities on a high-value oncology program under a separate Research Agreement. Upon exercise of the option at the end of the research term, the client would acquire an exclusive license for worldwide rights to the program
- Start-up drug discovery company for an exclusive license to CAR-T intellectual property from a US institution
- SonALAsense on a strategic clinical collaboration with The Ivy Brain Tumor Center at the Barrow Neurological Institute and Insightec to develop and test a new, non-invasive drug-device combination, sonodynamic therapy (SDT), for recurrent glioblastoma through a Phase 0/2 clinical trial, using a third party device



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- Amplio Biotechnology on a License Agreement with University of Tokyo to obtain exclusive worldwide rights for use of AAV-DOK7, a specific gene target for use in gene therapy
- An early-stage drug development company on a License Agreement to obtain exclusive worldwide rights to use a proprietary AAV vector with a specific gene target for treatment in pain-related disorders
- Two separate drug development companies on funded discovery collaborations to use Adimab's proprietary platform to discover antibodies against designated drug targets
- A drug development company on a, Option Agreement and License Agreement, together with a Sponsored Research Agreement, to discover and develop small molecules against a rare bone disease target
- SpringWorks Therapeutics following its spin-out from Pfizer on academic, foundation and NGO collaborations, master services agreements with CROs and CMOs, and company standard forms and templates
- Alnylam on an industry consortium to perform genetic sequencing of 500,000 biological samples from the UK BioBank and related research projects
- Served as a neutral arbitrator in a JAMS arbitration in a dispute between two biopharmaceutical companies over non-payment of royalties under an exclusive license agreement

IN-HOUSE COUNSEL EXPERIENCE

Pfizer

Vice President and Assistant General Counsel

A representative list of Mark's transactional matters at Pfizer include:

- Spin-out from Pfizer of SpringWorks LLC
- Exclusive License of worldwide rights to PF-00547659, a Phase II antibody to MadCAM from Pfizer to Shire Pharmaceutical
- Research, Option and License Agreement between Pfizer and WaVe Therapeutics to develop and commercialize oligonucleotide therapeutics
- Exclusive License Agreement with Spark Therapeutics for worldwide rights to gene therapy candidate SPK-9001 for hemophilia B
- Worldwide Co-Promotion Agreement with Boehringer Ingelheim for Spiriva® (tiotropium)
- Worldwide Collaboration and License with Heptares Therapeutics to develop GPCR compounds, together with a \$30m investment in Sosei, Heptares' parent company
- Pfizer Venture Investments Series B venture capital investment in Ixchelsis as a follow-on investment to an entity Pfizer had spun out in 2013
- Exclusive License and Option Agreement with MedGenesis Therapeutix for worldwide rights to a targeted GDNF therapy using a convection enhanced delivery system for treatment of Parkinson's and other neurological diseases
- Development Funding Collaborations with SFJ for several Pfizer Oncology assets



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- Exclusive License Agreement with Gliknik Inc. to develop and commercialize recombinant IVIG therapies to treat auto-immune diseases
- Zoetis Inc. spin-out from Pfizer -- Research Agreement for Zoetis discovery, and mutual Exclusive License Agreements to IP
- Non-Exclusive License with Harbor Antibodies for Pfizer to use Harbour's transgenic mouse technology
- Exclusive License Agreement with Repligen Inc for RG-3039, a pre-clinical candidate for the treatment of SMA
- Exclusive License from Pfizer to Sequella of worldwide rights to sutezolid, a Phase II compound in clinical development for the treatment of tuberculosis
- Exclusive License with KU Leuven (Belgium) for worldwide rights to Leuven's LEDGF-integrase inhibitors in development for treatment of HIV
- Acquisition by Pfizer of Wyeth, led integration project for existing business development transactions
- Termination Agreement, together with a royalty-bearing reversion license with Nicox SA for latanoprostene bunod (now marketed by Bausch & Lomb as VYZULTA™)
- License, Collaboration and Royalty Agreement with pSivida Limited (and its US subsidiary, pSivida, Inc.) to provide Pfizer with exclusive access to an intravitreal drug delivery device, together with an equity investment and security agreement
- Collaborative Research and License Agreement with PTC to generate compounds for frailty and to screen compounds against other targets using PTC's GEMS assay
- Installment purchase of a Swedish company to acquire rights to a second-generation device for a marketed Pfizer product
- Collaboration with Monogram Biosciences to supply a CLIA certified companion diagnostic assay to determine HIV phenotypes for maraviroc (now marketed by ViiV as Selzentry®)
- Exclusive License Agreement with Schering AG for ADP Receptor Antagonist Program
- Expansion of worldwide Collaboration Agreement with Altana AG for Daxas® (roflumolast)
- Acquisition by Pfizer of Esperion Pharmaceuticals Inc. for \$1.3 billion
- Distribution Agreement with Andrx Corporation for Cardura XL
- Loan of \$250 million from Pfizer Treasury Division to an Irish subsidiary of a major insurance company
- License Agreement with Daiichi Pharmaceuticals for exclusive worldwide rights to DK-507, a pre-clinical anti-infective
- License and Collaboration Agreement with Neurocrine Biosciences Inc. for indiplon, a Phase III candidate for insomnia
- Acquisition of Warner-Lambert Company (drafting input on acquisition agreements, due diligence, integration, tax restructuring and FTC-mandated divestitures of products)

