
LIFE SCIENCES

Highlighted Recent Corporate Partnering Transactions

Wiggin and Dana counsels diverse clients with their collaborative research, discovery, development, licensing, manufacturing and marketing arrangements for products and technologies targeting a broad range of therapeutic and diagnostic areas. Wiggin and Dana also represents life sciences clients on mergers, acquisitions, and divestments of businesses, facilities, and product rights, both domestic and cross-border. Our strong and long-standing record of successfully negotiated agreements with biotechnology, pharmaceutical, medical device and diagnostics industry leaders has received national and international recognition.

Listed below are representative samples of corporate partnering transactions in which Wiggin and Dana has acted as counsel. Each transaction is described according to its status upon completion of the transaction.

- Represented **Rallybio IPF, LLC** (Rallybio), a subsidiary of Rallybio Corporation, a clinical-stage biotechnology company committed to identifying and accelerating the development of life-transforming therapies for patients with severe and rare disorders, in its Research and Development Collaboration Agreement with **AbCellera Biologics Inc.** (AbCellera) to discover, develop and commercialize antibody-based therapeutics for rare diseases using AbCellera's antibody discovery platform to identify product candidates. Under the terms of the agreement, AbCellera and Rallybio will co-develop up to five rare disease therapeutic targets, which will be chosen together by both companies. The collaboration will allow Rallybio to add product candidates to its existing pipeline and also provides the option for AbCellera to conduct process development and clinical manufacturing activities. The partnership's first program will focus on addressing the significant unmet therapeutic needs of patients with rare metabolic diseases. See additional details under "Discovery Technologies."
- Represented **BioInvent International AB** in its exclusive option and license agreement with **Exelixis, Inc.** to develop novel antibody-based immuno-oncology therapies. The collaboration is intended to expand Exelixis' portfolio of antibody-based therapies and will combine BioInvent's antibody and cancer immunology expertise with Exelixis' expertise and resources in antibody engineering and antibody-drug conjugate (ADC) technologies. See additional details under "Discovery Technologies."
- Represented **Rallybio Corporation** in its acquisition of worldwide exclusive rights to **Sanofi's** KY1066 (RLYB331 going forward), a preclinical potentially first-in-class antibody. RLYB331 has the potential to address a significant unmet need for patients with severe anemia with ineffective erythropoiesis and iron overload, such as beta thalassemia (BT) and a subset of myelodysplastic syndromes (MDS), amongst others. See additional details under "Products in Development and Approved Products."
- Represented **Affibody AB** in its license and collaboration agreements with **ACELYRIN, Inc.** and **Inmagene Biopharmaceuticals** to develop and commercialize Affibody's product, izokibep or ABY-035, a bispecific molecule targeting Interleukin-17A (IL-17), for multiple auto-immune diseases. See additional details under "Products in Development and Approved Products."
- Acted as United States counsel to **Swedencare AB**, a veterinary supplies company, in its \$447 million acquisition of **Naturvet**, a leading supplier of pet supplements, and its earlier acquisition of **Vetio Animal Health Group**.
- Represented **Revelar Biotherapeutics** in its launch as an independently-operated company and its exclusive license from **Twist Bioscience** to develop a lead antibody to treat SARS-CoV-2 (the coronavirus that causes COVID-19), with the ability to license additional antibodies up to five targets. See additional details under "Discovery Technologies."

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- Represented **Alligator Bioscience AB** in its research collaboration and license agreement with **Orion Corporation**. Under the research collaboration, Alligator will employ its proprietary phage display libraries and RUBY™ bispecific platform to develop immune-oncology product candidates, following which Orion will have the option to develop and commercialize product candidates. See additional details under “Discovery Technologies.”
- Represented its client **Affibody AB** (Affibody) in its collaboration and license agreement with **Chiesi Farmaceutici S.p.A** (Chiesi Group) to discover, develop and commercialize innovative treatments for respiratory diseases based on Affibody® molecules against undisclosed targets for respiratory diseases. Under the terms of the agreement, Affibody is eligible to receive upfront, development, regulatory, and commercial milestone payments up to USD 214 million plus royalties on sales for the first program. Additionally, the agreement may be expanded to a total of three programs, in which case Affibody is eligible to receive upfront, development, regulatory, and commercial milestone payments up to USD 637 million plus royalties on sales. Affibody retained the option to co-promote in the Nordic region.
- Represented **Xspray Pharma AB** in its Commercialization Agreement with **EVERSANA Life Science Services, LLC** for the launch and commercialization of Xspray’s innovative cancer therapy, Dasynoc, for the treatment of chronic myeloid leukemia and acute lymphatic leukemia.
- Represented **Pathos AI, Inc.** (Pathos) in its license from **Forma Therapeutics, Inc.**, a subsidiary of Novo Nordisk, of all rights, title and interest in Forma’s CBP/p300 inhibitor known as FT-7051 for the treatment of metastatic castration-resistant prostate cancer and other diseases.
- and antibody discovery and characterization activities using BioInvent’s proprietary n-CoDeR® antibody library and F.I.R.S.T™ screening platform, which rapidly screens samples from patients with cancer to identify antibodies and targets with promising therapeutic potential. Exelixis will pay BioInvent an upfront fee of \$25 million in exchange for rights to select three targets. Once Exelixis exercises its option, it will pay BioInvent an option exercise fee and will assume responsibility for all future development and commercialization activities for the associated candidates, including potential ADC and bispecific antibody engineering activities. Additionally, BioInvent will be eligible for success-based development and commercialization milestones, as well as tiered royalties on the net sales of any products that are successfully commercialized.
- Represented **Revelar Biotherapeutics** in its launch as an independently-operated company and its exclusive license from **Twist Bioscience** to develop a lead antibody to treat SARS-CoV-2 (the coronavirus that causes COVID-19), with the ability to license additional antibodies up to five targets. Twist Bioscience is entitled to milestone payments of more than \$100M and eligible for mid-single-digit royalty payments on net product sales in the future. Twist agreed to invest up to \$10M of seed funding in Revelar, depending on the advancement of the lead antibody and the licensing of other antibody therapies and also obtained substantial minority ownership in Revelar in return for the antibody, backup compounds and funding.
- Represented **Alligator Bioscience AB** in its research collaboration and license agreement with **Orion Corporation**. Under the research collaboration, Alligator will employ its proprietary phage display libraries and RUBY™ bispecific platform to develop immune-oncology product candidates, following which Orion will have the option to develop and commercialize product candidates. Alligator will receive an upfront payment, research support payments, and is eligible to receive development and commercialization milestones up to €469 million plus royalties.
- Represented **Rallybio, LLC** in its collaboration with artificial intelligence (AI) drug discovery company **Exscientia** to form a joint venture—called RE Ventures—that will use AI to accelerate discovery of small molecule drug candidates for undisclosed rare disease indications.

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DISCOVERY TECHNOLOGIES

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- Represented **Affibody AB** in its strategic collaboration with **GE Healthcare** to develop and commercialize Affibody®-based PET imaging tracers, with initial focus on the targets HER2 and PD-L1. ABY-025, a HER2-detecting Affibody®-based PET imaging tracer, is currently in clinical development and provides a novel non-invasive and cost-effective approach to diagnose global HER2 expression in metastatic breast cancer patients using PET imaging. The PD-L1-binding Affibody® molecule is being developed as a diagnostic tool to improve selection and monitoring of patients with immuno-oncology treatments.
- Represented **Biolnvent International AB** in its collaboration with **Transgene S.A.** to co-develop next generation oncolytic virus candidates encoding a CTLA-4 antibody sequence—potentially with additional transgenes—capable of treating multiple types of solid tumors. Under the terms of the agreement, Transgene will contribute its virus design and engineering expertise and Biolnvent will provide its cancer biology and antibody expertise as well as anti-CTLA-4 monoclonal antibody coding sequences. The collaboration’s research and development costs, and revenues and royalties from candidates generated by the collaboration, will be shared 50:50.
- Represented **Biolnvent International AB** in its collaboration and license agreement with **Pfizer Inc.** to undertake a research collaboration to discover and develop novel immuno-regulatory antibodies to treat cancer. Biolnvent will apply its unbiased translational drug discovery platform (“F.I.R.S.T.”) to identify novel oncology targets and therapeutic antibodies targeting tumor-associated myeloid cells. Biolnvent received approximately \$10 million in early payments, including an upfront payment, early research funding and an equity investment, and was eligible for potential future development milestone payments of more than \$0.5 billion through the term of the deal, as well as double digit royalties on sales of products that result from the collaboration.
- Represented **Immunova LLC** in its joint venture with **SalvaRx Limited** focused on the use of nanolipogel technology invented at Yale University. The joint venture agreement creates a new company called **Saugatuck Therapeutics Ltd** which has acquired an exclusive license from Yale University through Immunova for the use of the nanolipogel platform for delivering DNA aptamers and certain aptamer-based combination products.
- Represented **Nuevolution A/S** (later acquired by Amgen) in its multiple complex collaborations and license agreements including those with **Janssen Biotech, Inc., Novartis Pharma AG, Cancer Research Technology Ltd., Merck Sharp & Dohme Corp., and Amgen, Inc.** to develop and commercialize novel therapeutics in the areas of oncology, neuroscience, infectious and inflammatory diseases.
- Represented **Lipigon Pharmaceuticals AB** in its agreement with **AstraZeneca PLC** to identify drug candidates that promote the stabilization of lipoprotein lipase (LPL) and may have utility in the treatment of lipid disorders and cardiovascular disease. AstraZeneca is responsible for clinical development and will have worldwide marketing and commercialization rights to any resulting products. Lipigon is eligible to receive up to \$110 million in development and sales milestone payments.
- Represented **Alligator Bioscience AB** in its license agreement with **Biotheus Inc.** granting rights to Biotheus in Greater China to an antibody from ALLIGATOR-GOLD® for the creation of up to three bispecific molecules, with an option to expand the license to global rights. The agreement includes an upfront payment to Alligator of \$1 million, and Alligator is also eligible to receive upfront, milestones and option fees of up to a total of approximately \$142 million, plus royalties on future sales and share of sublicense revenue.
- Represented **Affibody AB** in its agreements with **Amylin Pharmaceuticals** (later acquired by **MedImmune/AstraZeneca**), **Biotest AG, Daiichi Sankyo Company Limited, Daewoong Pharmaceutical Co., Ltd. and AbClon, Inc.** for the use of Affibody’s proprietary Albumod™ platform, which is designed to enhance the efficacy of biopharmaceuticals by extending their circulatory half-life, with undisclosed molecules from the partners’ pipelines of proprietary protein therapeutics. Affibody will receive up-front and milestone payments as well as royalties on sales for licensing of the platform technology.

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PRODUCTS IN DEVELOPMENT AND APPROVED PRODUCTS

■ Represented **Rallybio Corporation** in its acquisition of worldwide exclusive rights to **Sanofi's** KY1066 (RLYB331 going forward), a preclinical potentially first-in-class antibody. RLYB331 has the potential to address a significant unmet need for patients with severe anemia with ineffective erythropoiesis and iron overload, such as beta thalassemia (BT) and a subset of myelodysplastic syndromes (MDS), amongst others.

■ Represented **Affibody AB** in its license and collaboration agreements with **ACELYRIN, Inc.** and **Inmagene Biopharmaceuticals** to develop and commercialize Affibody's product, izokibep or ABY-035, a bispecific molecule targeting Interleukin-17A (IL-17), for multiple auto-immune diseases. Under the terms of the ACELYRIN agreement, Affibody received a \$25 million upfront payment and is eligible to receive up to \$280 million in additional regulatory and sales milestones, plus royalties on sales in the markets covered by the agreement. Under the terms of the Inmagene agreement, Affibody received a \$10 million upfront payment and is eligible to receive up to \$215.5 million in additional regulatory and sales milestones, plus royalties on sales in several major Asian markets.

■ Represented **Notable Labs, Inc.** in the acquisition of development and commercialization rights in Volasertib from **Oncoheroes Biosciences Inc.** for uses that include leukemias and lymphomas, including acute myeloid leukemia (AML). Volasertib is a Polo-like kinase 1 (PLK-1) inhibitor with demonstrated activity in AML and other tumor types with significant unmet medical needs. Notable intends to leverage its proprietary predictive precision medicines platform to accelerate clinical trial timelines and maximize patient outcomes.

■ Represented **CoRISMA MCS Systems Inc.**, a medical device company focused on implantable circulation systems for patients with heart conditions, in its transaction with **China Grand Pharmaceutical and Healthcare Holdings Limited** pursuant to which CoRISMA granted certain development and commercialization rights to China Grand Pharma in Greater China and various regions throughout Asia for undisclosed financial terms and which was accompanied by a \$27 million Series A financing round led by China Grand Pharma.

■ Represented **Swedish Orphan Biovitrum AB (Sobi)** in its original and expanded Donation Collaboration Agreement with **Sanofi** and the **World Federation of Hemophilia** to bring an unprecedented 1 billion IUs of hemophilia product to patients in need around the world. In addition to donations of product, the companies will continue to provide financial support for initiatives such as treatment, access and education programs.

■ Represented **Notable Labs, Inc.** in its co-development and profit-sharing agreement with **CicloMed** to use its precision oncology diagnostic test in the research and development of CicloMed's CicloProx Prodrug in the treatment of AML.

■ Represented **Photocure ASA** in its agreement with **Ipsen Pharma SAS** for the return of Hexvix® sales, marketing and distribution rights in Europe and other markets that had been controlled by Ipsen. Hexvix is Photocure's optical molecular imaging agent for the diagnosis of bladder cancer. Starting in 2011, Ipsen served as a strategic partner and has built a solid position for the brand in select key European markets. Photocure has now regained the global commercialization of Hexvix.

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- Represented **Photocure ASA** in its agreements with **Asieris Meditech Co., Ltd** for exclusive rights to register and commercialize Hexvix in Mainland China and Taiwan, and world-wide license rights to develop and commercialize Photocure's product, Cevira®. Cevira is a fully integrated drug delivery and light device, for the treatment of HPV-induced cervical precancerous lesions and has the potential to be developed into the standard of care for the treatment of HPV infections and precancerous lesions.
- Represented **Swedish Orphan Biovitrum AB (Sobi)** in its expanded agreement with **Sanofi** for the development and commercialization of BIVV001, an investigational extended half-life factor VIII therapy with the potential to provide once-weekly dosing for people with hemophilia A. In connection with Sobi's rights, Sobi made a \$50 million commitment to Sanofi and became a development partner in the program. Upon approval in the EU, Sobi will pay the balance of its share of development costs incurred for BIVV001 and royalties on sales in the Sobi territory (Europe, North Africa, certain countries in the Middle East, and Russia) and will receive royalties from Sanofi on sales in North America and other markets.
- Represented **Rallybio IPA, LLC** in its acquisition of two orphan drug programs, NAITgam and a follow-on therapy, from **Prophylis AS**. NAITgam is an antibody in early clinical development for the treatment of fetal and neonatal alloimmune thrombocytopenia (FNAIT), a potentially disabling or life-threatening disorder in fetuses and newborns, and has received Orphan Drug Designation from the FDA and EMA for prevention of FNAIT. [Under the terms of the agreement, Prophylis received an upfront payment, and is eligible for development milestones, a percentage of a Priority Review Voucher (if granted), and single to low double-digit tiered royalties on sales of NAITgam and the follow-on therapy.]
- Represented **Affibody AB** in its collaboration and license agreement with **Alexion Pharmaceuticals, Inc.** to co-develop ABY-039 for rare Immunoglobulin G (IgG)-mediated autoimmune diseases. Under the terms of the agreement, Affibody was eligible to receive up to \$650 million in upfront payments, and development and sales milestones, and tiered low double-digit royalties.
- Represented **Swedish Orphan Biovitrum AB (Sobi)** in its exclusive license and acquisition of global rights for emapalumab from **Novimmune SA**. Emapalumab is an orphan drug that addresses a high unmet medical need in primary haemophagocytic lymphohistiocytosis, a rare and life-threatening syndrome of extreme immune activation. Under the terms of the agreement, Sobi will make an upfront payment of 50 million Swiss francs and additional milestone payments of 400 million Swiss francs.
- Represented **Boehringer Ingelheim** in its support of a new multi-year collaborative initiative with the **American Heart Association** and the **American Diabetes Association** to raise awareness among consumers, patients and health care providers about the dangerous link between type 2 diabetes and cardiovascular disease, and to provide quality improvement measures for clinics, practices and hospitals treating patients with type 2 diabetes. Novo Nordisk and Eli Lilly and Company will also be providing support for the new initiative.
- Represented **Egetis Therapeutics AB (f/k/a PledPharma AB)** in its original and expanded license agreements with **Solasia Pharma K.K.** for exclusive development and commercialization in several major Asian markets of Egetis's product PledOx® for prevention of chemotherapy-induced peripheral neuropathy in expanded indications, in addition to the initial indication, colorectal cancer.
- Represented **Alligator Bioscience AB** in its strategic partnership with **Aptevo Therapeutics Inc.** to co-develop a novel immunotherapy bispecific antibody, ALG.APV-527, based on Alligator's first generation bispecific antibody, ATOR-1016. Under the terms of the agreement, the parties will jointly own and share equally in the development costs through the end of Phase 2. At that time, the parties may opt to out-license the candidate or continue further development separately or in partnership. The agreement also provides an option for the companies to develop a second bispecific antibody candidate.
- Represented **Xspray Pharma AB** in its Commercialization Agreement with **EVERSANA Life Science Services, LLC** for the launch and commercialization of Xspray's innovative cancer therapy, Dasynoc, for the treatment of chronic myeloid leukemia and acute lymphatic leukemia.
- Represented **Pathos AI, Inc.** (Pathos) in its license from **Forma Therapeutics, Inc.**, a subsidiary of Novo Nordisk, of all rights, title and interest in Forma's CBP/p300 inhibitor known as FT-7051 for the treatment of metastatic castration-resistant prostate cancer and other diseases.