

# DISRUPTIVE TECH COUNSEL



GLOBAL CAPITAL

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WORKING WITH SCALEUPS

You're an Entrepreneur.

Do you *really* need a law or strategy firm with ornate offices?

Or one that does more, costs less and has worked with scaleups for decades?



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- 1 OUR CLIENTS
- 2 WHAT WE DO
- 3 HOW SCALEUPS USE US
- 4 WHAT SCALEUPS SAY
- 5 WHAT WE COST
- 6 THE CORE TEAM
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# 1 OUR CLIENTS

Global Capital provides legal & strategic counsel to clients who develop, commercialize, finance or use

Disruptive Tech

and . . .



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. . . and companies that advise this value chain

other law firms

accounting firms

consulting firms

investment funds and investment banks

headhunters

accelerators



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## 2 WHAT WE DO



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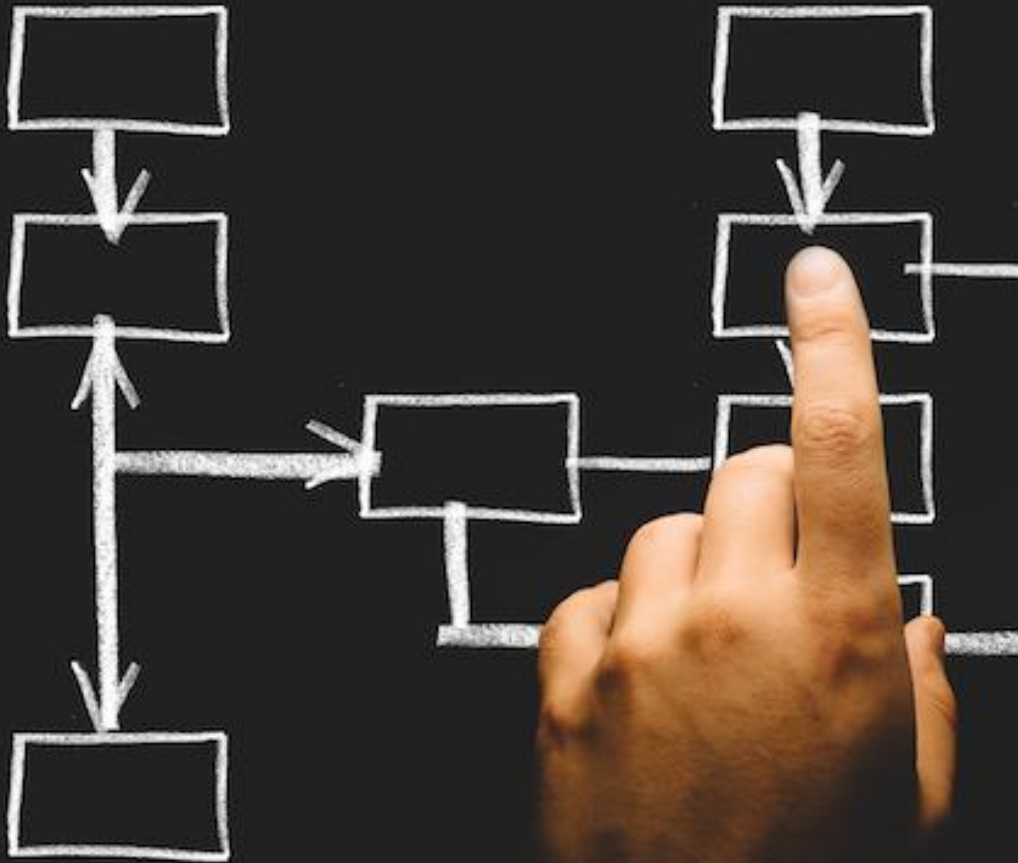
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Global Capital provides  
legal  
&  
strategic counsel



Artificial Intelligence

Virtual/Augmented/MX/XR Reality

Business Analytics/Big Data

SaaS/PaaS/XaaS & platforms

Telemedicine/digital medicine

Digital LBE

Social Media

Apps

Media & entertainment

Venture/private equity/finance

Technology and rights in art & culture

Blockchain (DLT) . . . and others



We bring our expertise in  
Disruptive Tech



International transactions—transborder strategic alliances,  
XaaS distribution/tech dev, M&A, GDPR

Core team of lawyers & strategists in California,  
Colorado and Italy

Global network of law, consulting and accounting firms  
in key jurisdictions (e.g., Italian lawyers do Italian legal  
work) in many EU countries, North America, the Middle  
East and Asia

Clients in Italy, Switzerland, EU, US (e.g., Silicon  
Valley), Canada, Singapore, Australia, Indonesia,  
Uruguay



And our international expertise



## LEGAL COUNSEL

Draft & negotiate, e.g.

- **tech dev** & commercialization agreements (e.g., vendor agreements)
- inbound & outbound **license** agreements

Form **strategic** alliances & advise on international expansion

Represent buyers/sellers in private-side **M&A**

Serve as interim **general counsel**

Conduct **legal** due diligence

Advise on and coordinate tech **transfer**

Advise on IP rights of **artworks** (digital & otherwise, e.g., VR/XR, museums/archives)

Do the quotidian work



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## STRATEGIC COUNSEL

Find strategic **partners** (for tech dev, distribution, transnational expansion)

Develop short and mid-term **strategic** plans

Implement strategic **actions**

Perform tech & business **due diligence**

Coordinate **platform** integration

Develop and help implement inbound investment strategies

Conduct technology assessment & **training**

*... and other deliverables*



## SOME DISRUPTIVE TECH PROJECTS

international AI startup | blockchain & AI integration | petcare telemedicine PaaS | transnational M&A transaction | contact center platform | VR platform startup | event planning platform | B2B platform | venture fund formation for blockchain | international alliance program | tech agreements for AI startup

More at [globalcaplaw.com/engagements](https://globalcaplaw.com/engagements)



# 3 HOW SCALEUPS USE GLOBAL CAPITAL



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# GLOBAL CAPITAL LEGAL COUNSEL ACROSS GROWTH STAGES

Pre-seed	Seed & Angel	Series A	Series B+
Focus team on POC, Lean Startup analytics	Advise on commercialization	To accelerate scaling, obtain strategic partners and advise on appropriate expansion	Expand strategic & international presence for increased penetration & sales
Help with Pitch Decks	Help recruit team	Serve as interim CXOs	Serve in specialized roles
Mentor founders	Prepare founders for growth phase	Help develop internal structure & procedures for growth phase (e.g., HR, S&M, analytics, financials, options)	Monitor internal development and provide specialized assistance
Advise on seeking investors	Advise on investment terms	Prepare for Series B phase	Enhance value for exit
Serve as interim General Counsel for corporate & team formation	General Counsel primarily for “external” needs—alliances, sales, growth	General Counsel (focus on agreements; coordinate specialized counsel)	Serve as specialized corporate counsel reporting to in-house counsel

# “PACKAGED SERVICES”

We tailor a package of legal services according to the needs and growth phase of the client, including, e.g.

- Draft/review base agreement templates (employee, IC, tech dev, XaaS, distributor/agency, strategic alliances, TOU, GDPR)
- Form corporation (if in US), along with governance docs
- Draft and negotiate initial commercial agreements and create templates
- Develop and implement internal legal process



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# INTERIM GENERAL COUNSEL

*As Interim General Counsel we*

- Draft all agreements (employment, tech dev, vendor, XaaS, distributor/agency, strategic alliances)
- Devise & implement international strategy
- Find strategic partners
- Provide strategic counsel to raise VC funds
- Advise on and develop internal procedures
- Engage and supervise specialized counsel



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## USE CASE: INTERIM GENERAL COUNSEL FOR EU SCALEUP

*Managed all legal matters for scaleup:*

- XaaS & partner agreements for EU & US
- Employment agreements & procedures
- Tech dev agreements
- M&A process and agreements (e.g., NDAs)
- GDPR and extra-EU transfer
- Found three strategic partners in other EU countries

*Flat quarterly engagement fee*

  
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## USE CASE: ANGEL ROUND

As interim general counsel we selected & supervised a global law firm to represent our startup AI client in a \$1m angel round



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## USE CASE: STRATEGIC COUNSEL

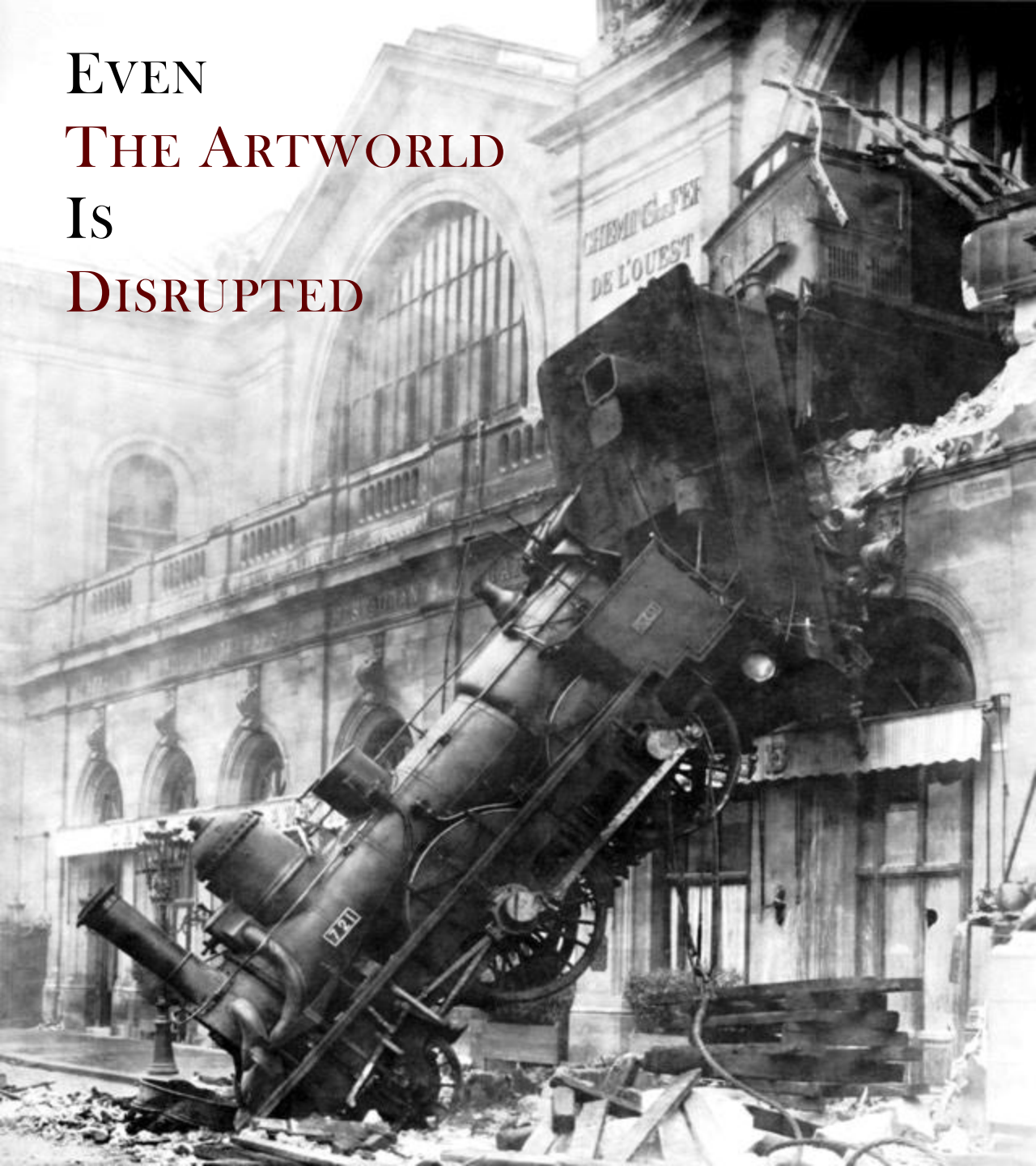
We developed the international expansion and marketing plans with the client and found, then negotiated with, strategic partners in key markets



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EVEN  
THE ARTWORLD  
IS  
DISRUPTED



For artfairs, museums, online art platforms,  
et al.

- Art collection digital rights agreements
- IP commercialization for Italian archive
- VR product license agreements
- General Counsel for Italian VR/AR dev
- International art fair general counsel
- Museum DRM & commercialization
- General Counsel for RFDI platform
- Cultural patrimony regulations for conservator

## 4 WHAT SCALEUPS SAY



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- Makes legal issues understandable
- Gets it done and takes it off my desk
- Focuses on transactions and tech
- Provides advice that makes business sense
- Negotiates agreements that are clear and that work
- Quickly responds
- Works with us on costs
- Provides actionable strategic counsel



## 5 WHAT WE COST

### A SMALL AND NIMBLE FIRM

- no charges for the usual nonsense and no marble entries and incomprehensible art on the walls
- “quasi-virtual” with lawyers & professionals elsewhere providing jurisdictionally-specific counsel
- rates 40-75% below competitors
- project, flat, capped or deferred fees and equity
- value-based billing



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## 6 THE GLOBAL CAPITAL TEAM

Global Capital builds on a core of professionals with a larger network of specialists in critical jurisdictions.

Our core team includes only multi-lingual professionals with decades of experience with tech-related clients.

Network professionals are in many EU countries, North America, the Middle East and Asia.



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# OUR CORE TEAM



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## JAMES C. ROBERTS III

*JD University of Chicago*

*MA Stanford University*

*BS University of California-Berkeley*

James founded and manages Global Capital. He advises clients on M&A, strategic alliances, joint ventures, licensing, intellectual property and international markets in the US, Europe and Asia. James is admitted to practice by the State Bar of California. He “commutes” between California and Milan, Italy. He regularly lectures, writes and mentors on disruptive tech.

## CRISTINA MANASSE

*Laurea (JD) University of Milan*

*MA Bocconi University*

Cristina, Italian counsel, specializes in commercial, art and cultural and related intellectual property law. In addition to tech clients, she advises private and institutional collectors, museums, art galleries, auction houses, artists, fair organizers and sponsors, media and publishers on art and culture legal matters. She regularly publishes articles on art law and lectures at various universities, including the Bocconi ASK Center, where she is on the faculty.

## RICHARD M. GEE

*JD Loyola University*

*BA University of California-Los Angeles*

Richard, in Colorado, specializes in mergers and acquisitions, venture and equipment financing, shareholder, partnership, joint tenancy and LLC operating agreements. His expertise also includes intellectual property acquisition, disposition, licensing, clearance and registration as well as entertainment contracts. He is admitted in California And Colorado.

## MURRAY VINCE

*LLB Osgoode Hall Law School (York University) Toronto,  
Ontario*

*BA Bowdoin College*

Murray advises on legal and strategic projects, bringing his global experience negotiating, managing and leading effective, results-driven global engagements, as a senior manager in large enterprises, scaleups and startups and as a lawyer. He has closed multi-million dollar business transactions, served as general counsel, guiding companies through IPOs and managed teams from large to small, including long periods employed in Apple, Microsoft and Intellectual Ventures.





## A QUICK LOOK AT SOME OF 2019

Serve as interim general counsel for EU AI scaleup | negotiate international reseller agreements | advise on AI/blockchain integration | negotiate medtech startup tech dev agreements & “design bible” | structure JV for VR & analytics companies | draft TOUs & GDPR/privacy policies for multiple companies | launch international strategic alliance program | negotiate AI startup tech agreements & seed round | advise on launch of EU tech company US sub | structure cloud-based tech spinoff | negotiate data analytics company tech dev & XaaS agreements

  
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[HTTPS://TINYURL.COM/GLOBALCAPITAL](https://tinyurl.com/globalcapital)

Innovate. Disrupt. Repeat.

Working with Enterprises

Working with Scaleups & Startups

Working with Investors

Working with Law Firms

Working with External Advisors (e.g., accounting,  
consulting, headhunters)



# 7 MORE DETAIL



[GLOBALCAPLAW.COM](http://GLOBALCAPLAW.COM)

For downloadable articles, presentations and other documents go to

[WWW.GLOBALCAPLAW.COM/RESOURCES](http://WWW.GLOBALCAPLAW.COM/RESOURCES)

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