



## firm profile

McMillan is a modern and ambitious business law firm serving public, private and not-for-profit clients across key industries in Canada, the United States and internationally. With recognized expertise and acknowledged leadership in major business sectors, we provide solutions-oriented legal advice through our offices in Vancouver, Calgary, Toronto, Ottawa, Montréal and Hong Kong. Our firm values – respect, teamwork, commitment, client service and professional excellence – are at the heart of McMillan's commitment to serve our clients, our local communities and the legal profession. For more information, please visit our website at [www.mcmillan.ca](http://www.mcmillan.ca).

## contacts

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## pharmaceuticals

### overview

The pharmaceutical sector is a unique and challenging one that meets at the crossroads of business and science. Drugs can take many years and millions of dollars in research and development costs to bring to market. Intellectual property rights are fiercely enforced and competition is intense. And regulation is rigorous, complex and prone to unexpected shifts.

While challenging, the pharmaceutical business can be equally rewarding. Companies that develop breakthrough drugs are granted a period of patent protection, which differs from one jurisdiction to the next, while generic drug companies are becoming more aggressive at filing and defending their own patents in the market. But regulation and other hurdles can cut deep into that protection period.

McMillan's Life Sciences Industry Group is made up of lawyers who understand the process of developing, testing and marketing pharmaceutical products. Our lawyers combine a thorough knowledge of the applicable laws and regulations with a passion for helping clients bring life-saving and life-enhancing drugs to market.

We count some of the world's leading pharmaceutical manufacturers among our clients. We also work with drug wholesalers and delivery companies, retailers, research organizations, veterinary product companies, investors, and others who touch this important industry.

McMillan professionals help clients lead by:

- Advising on patent and trademark matters
- Representing them in intellectual property litigation
- Assisting with mergers, acquisitions and divestitures
- Structuring financing arrangements through private equity, public markets and venture capital
- Advising on drug pricing and reimbursement strategies
- Assisting with regulatory approvals
- Drafting clinical trial, licensing and collaboration, and supply, manufacturing and distribution agreements
- Advising on labelling, advertising and distribution matters
- Representing them in product liability litigation and class actions
- Advising on tax matters including research and development credits, and transfer pricing



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### representative transactions

- Acting for Amorfix Life Sciences Ltd. in private placements of 2,750,000 common shares and 2,750,000 warrants of Amorfix, for total proceeds of \$850,000
- Acting for Sirona Biochem Corp. in private placements of 17,995,000 common shares and 17,995,000 warrants of Sirona, for total proceeds of \$1,799,500
- Advising drug manufacturers and wholesalers in connection with the distribution of pharmaceutical and over-the-counter (OTC) products, including negotiations with hospital buying groups and compliance with provincial marketing laws
- Advising the promoter of a retail pharmaceutical banner store system on all legal and regulatory issues relevant to its operations and the operation of its banner program
- Advising a global pharmaceutical company with respect to its clinical trial program
- Advising on a reverse take-over of a TSX-listed biotechnology company
- Advising TSX and TSXV-listed life sciences corporations on equity issuances and other financing and merger and acquisition transactions
- Advising a global company with respect to the acquisition of a genetic marker business
- Advising on the operation of a home health care business and high-end prescription drug support services
- Advising on the operation of retail pharmacies and private label brand pharmaceutical products
- Advising innovative pharmaceutical companies with respect to the acquisition, sale and outsourcing of their businesses
- Negotiating "in" and "out" license and distribution agreements for prescription and OTC products
- Advising on start-up financing and licensing transactions with options to purchase technology relating to biodiesel fuel
- Advising on the purchase of patents and related transactions for multi-fund purchase of convertible debenture and warrants
- Advising a consortium of funds on its multimillion dollar subscription for shares of a biotech corporation
- Advising on the purchase of a genetics/feed business from a research facility
- Advising a hospital in connection with the negotiation and development of a license agreement for biological response modifier technology to a newly-formed research and development corporation



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- Advising on the proposed acquisition of a proteomics research and development company, including the negotiation and development of acquisition, consulting, option and escrow agreements
- Advising a non-profit health care organizations in connection with the negotiation of licensing agreements for the development and commercialization of research-originated inventions
- Developing an updated inventions policy for a non-profit health care organization, dealing with rights and obligations regarding researcher-originated inventions