

## Jason R. Brege

ATTORNEY

Chair, Technology Transactions & Intellectual  
Property

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### OVERVIEW

Before becoming a lawyer, Jason was a Physics/Math double major completing a pre-med course of study (with an English minor thrown in just for fun) and spent his summers running IT systems. Although his career path changed, his love for science and technology has only grown stronger over the years. Jason leverages his science-honed knowledge and analytical skillset to assist agricultural, life sciences and technology companies in developing and commercializing their intellectual property and technology assets, through structuring and negotiation of research, development, licensing and other strategic collaboration and acquisition transactions.

Outside the office, Jason and his wife are proud parents of two young boys and they try to cultivate their thankful and generous hearts while teaching them about life. Jason is active in his church and the community, including past service on the board of a non-profit organization providing trauma-informed legal services to help restore the lives of survivors of human trafficking. He also enjoys passing along his love for fly-fishing and teaching his boys how to beat him in various strategy board games. When he can find the time to exercise, Jason can be found training for triathlons, despite a strong dislike for each of swimming, biking and running on their own.

Back at the office, Jason leads the firm's Technology Transactions and Intellectual Property team, is an integral part of the leadership of the firm's *Chambers Global*-rated AgTech industry group and is rated by *LMG Life Sciences* as a Life Sciences Star. He has advised companies on billions of dollars' worth of transactions while at Smith Anderson, with particular emphasis on the agricultural biotechnology, pharmaceutical, software and technology industries. Experience highlights include two transactions awarded "Impact Deal of the Year" awards by *LMG Life Sciences*: a \$1.6 billion worldwide immuno-oncology partnership to develop allogeneic chimeric antigen receptor (CAR) T cell therapies, which was also awarded the 2016 Life Science sector Deals of Distinction™ award by the Licensing Executives Society, and a \$2.7 billion worldwide research collaboration to develop and commercialize gene editing-based gene therapies. Jason's breadth of experience with client technology transactions includes:

- **AgBio and Ag-Tech:** research, development, licensing and acquisition transactions ranging from genome editing to gene discovery, trait development and licensing, crop protection, nutrient usage, biologics, plant-made pharmaceuticals, animal health and data-driven precision agriculture;
- **Pharma/Biotechnology:** research, development, licensing, supply, manufacturing, distribution, co-promotion and acquisition transactions involving biologics, pharmaceuticals, cell therapy, gene therapy, genome editing and medical devices for therapeutic areas ranging from immuno-oncology to CNS disorders, antibiotics, liver disease, genetic disorders, dermatology, ophthalmology, cardiovascular, rare/orphan disease and others;

- **Software/Information Technology:** development, distribution, resale, referral, licensing and acquisition transactions involving traditional software, software-as-a-service (SaaS), platform-as-a-service (PaaS), mobile applications, financial services, database rights, medical imaging processing technology, GPS-as-a-service and open source;
- **Technology:** development, distribution, supply, licensing and acquisition transactions involving payment processing, media and telecommunications, semiconductors, imaging sensors, RF circuitry, chemical catalysis, precious metals chemistry, rechargeable battery materials, power management technologies and LED lighting.

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## EXPERIENCE

Jason has assisted clients in various mission-critical transactions, including the following representative matters:

### Pharma/Biotechnology

- Represented a leading genome editing company in its approximately \$2.7 billion research collaboration, including an upfront payment of \$135 million, with a global, publicly-traded pharmaceutical company to develop and commercialize gene editing-based gene therapies for up to six targets, a deal that won a 2021 "Impact Deal of the Year" award from *LMG Life Sciences*.
- Advised a biotechnology company that develops CRISPR-engineered precision antibacterial products in an exclusive collaboration and license agreement valued at up to \$818 million with a leading global pharmaceutical company to develop, manufacture and commercialize CRISPR-Cas3-enhanced bacteriophage products targeting bacterial pathogens for potential treatment of certain infections.
- Advised a venture capital-funded genome editing company in its up to \$445 million comprehensive worldwide development and commercialization agreement with a leading global biopharmaceutical company to develop therapies targeting the in vivo elimination of hepatitis B virus (HBV) using a proprietary genome editing platform.
- Represented a leading genome editing company dedicated to improving life in its \$145.4 million initial public offering of 9,085,000 shares of common stock at a public offering price of \$16.00 per share.
- Lead counsel to a venture capital-funded genome editing company in a worldwide partnership, worth up to \$1.6 billion, including an upfront payment of \$105 million, with a global, publicly-traded pharmaceutical company to develop and commercialize allogeneic chimeric antigen receptor (CAR) T cell therapies for multiple cancers. The transaction was awarded the 2016 Life Science sector Deals of Distinction™ award by the Licensing Executives Society and was awarded the 2016 Collaboration Impact Deal of the Year: High Range by *LMG Life Sciences*.
- Represented an international health care group and its U.S. specialty pharmaceutical company subsidiary in obtaining multinational license rights to three cardiovascular drugs from a large public pharmaceutical company for \$264 million in cash at closing, up to \$480 million in milestone and royalty payments, and the assumption of up to \$50 million in milestone payment obligations.
- Represented a private equity fund in its newly-formed portfolio company's acquisition and in-license of rights to a commercial-stage biologic drug product from a Fortune 500 pharmaceutical company.

- Represented a public specialty pharmaceutical company purchaser in a \$150 million reverse triangular merger with a private specialty pharmaceutical company.
- Represented a global specialty pharmaceutical company purchaser in multiple in-licenses, out-licenses and acquisitions of various pharmaceutical product lines from leading global pharmaceutical companies.
- Represented a global provider of biopharmaceutical development services and commercial outsourcing services in a multi-million-dollar transaction to exclusively license a database of de-identified health information and acquire related assets; provided strategic counseling for resulting business model to commercialize data analytics products and services.
- Represented a leading provider of pharmacy-based patient care solutions and medication synchronization services to independent and chain pharmacies in its approximately \$41 million sale of the company to a publicly traded buyer.
- Advised a U.S. subsidiary of an international health care group in an agreement to acquire rights to certain intellectual property and know-how relating to a cardiovascular therapeutic product.
- Advised a specialty pharmaceutical company in its acquisition of a private pharmaceutical company focusing on pediatric medications.

## AgBio and AgTech

- Co-lead for Smith Anderson's *Chambers Global*-ranked AgTech group, which collectively represents over 40 different agricultural technology companies headquartered in 12 states and seven foreign countries, each developing technology to overcome impending challenges in food availability and production.
- Represented various agricultural biotechnology companies in over 50 technology licenses and research and development collaborations related to genetic engineering, trait development technologies and yield enhancement, including transactions involving seven of the eight largest international agricultural companies in the world.
- Represented a leading genome editing company in over a dozen research, collaboration, licensing and development agreements ranging from human therapeutics to row plant crop applications and specialty plant crop applications.
- Represented a venture capital funded agricultural biotechnology company in its \$400 million acquisition by a public company buyer.
- Represented a software development and data analytics company in collaborative development agreements related to platform software solutions and licensing of algorithm and data processing technologies for the agriculture industry.

## Software/Technology

- Advised a semiconductor and LED company on the divestiture of its lighting products business unit for an initial cash payment of \$225 million plus the potential to receive an earn-out payment based on the business's post-closing performance.
- Represented a global solid state LED lighting and semiconductor manufacturing company in connection with its \$668 million stock acquisition of a manufacturer and distributor of commercial lighting products.

- Advised a semiconductor and global solid state LED lighting manufacturing company in an agreement to purchase the assets of the radio frequency (RF) power business of a publicly traded semiconductor company for €345 million in cash.
- Represented a global solid state LED lighting and semiconductor manufacturing company in connection with its announced agreement for its \$850 million sale of assets to a publicly traded German semiconductor company. The transaction was terminated before completion due to regulatory considerations.
- Represented a leading fuel pump supplier in establishing a technology, sales and service partnership with a leading payment system supplier to develop next-generation payment and media technologies for the retail petroleum industry.
- Advised a private materials and recycling technology company in an agreement to acquire assets from a leading supplier of high performance catalysts for \$27 million in cash plus potential additional amounts via an earnout.
- Advised a private materials and recycling technology company in its purchase of certain assets of a maker of emission control catalytic materials for the global automotive industry.
- Represented a telecommunications company in intellectual property matters related to its acquisition by a private equity fund.
- Represented university start-ups in their exclusive in-licensing of various technologies from Duke University, University of North Carolina, University of California, Dartmouth College, Stanford University, East Carolina University, Caltech, Massachusetts Institute of Technology and others.

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## CREDENTIALS

### Recognition

- *LMG Life Sciences*, Life Science Star (2022-2023)
- *Triangle Business Journal*, 40 Under 40 Leadership Awards, Recipient (2018)
- *North Carolina Lawyers Weekly*, Leaders in the Law Awards, Recipient (2018)
- North Carolina *Super Lawyers*, Rising Stars (2016-2020)
- *Virginia Law Review*, Editorial Board
- Dillard Teaching Fellow in Legal Research and Writing

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### Clerkships

Clerked for Chief Judge Douglas O. Tice Jr. of the United States Bankruptcy Court for the Eastern District of Virginia

## Education

University of Virginia, J.D., 2006

Vanderbilt University, B.A., 2002 Physics and Mathematics, *magna cum laude*

Phi Beta Kappa

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## Bar & Court Admissions

- North Carolina
  - U.S. Court of Appeals for the Fourth Circuit
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