

IP Considerations in M&A in Vietnam

In Vietnam's ever-evolving M&A scene, intellectual property isn't just an accessory—it's often the secret sauce that can make or break a deal. As companies increasingly recognize that trademarks, patents, copyrights, and trade secrets are more than just legal formalities, thorough IP due diligence has become a non-negotiable step in any transaction.

This process goes beyond basic paperwork; it ensures that the value of these intangible assets is properly captured and that potential legal pitfalls are spotted long before the ink dries on the deal.

 by Herman, Henry & Dominic



Why IP Due Diligence Matters

1 Confirm Ownership

Make sure that the company really holds the rights to its IP—there are no hidden surprises lurking in the fine print.

2 Evaluate Protection

Assess the strength and breadth of the IP's legal protections to determine if they stand up to scrutiny.

3 Identify Infringements

Look for any signs of unauthorized use—whether the company is infringing on someone else's rights or vice versa.

4 Scrutinize Contracts

Analyze existing agreements, such as licensing or franchising deals, to uncover any restrictions or obligations that could complicate the transaction.



Key Areas to Explore in IP Due Diligence

1

Detailed IP Inventory

Compile a comprehensive list of every intellectual property asset, including unregistered gems like trade secrets and proprietary know-how.

2

Clear Chain of Title

Trace the ownership history of each asset, ensuring no lingering issues from past transfers, mergers, or assignments.

3

Up-to-Date Registrations

Confirm that all registrations are current and well-maintained, with timely renewals and fee payments.

4

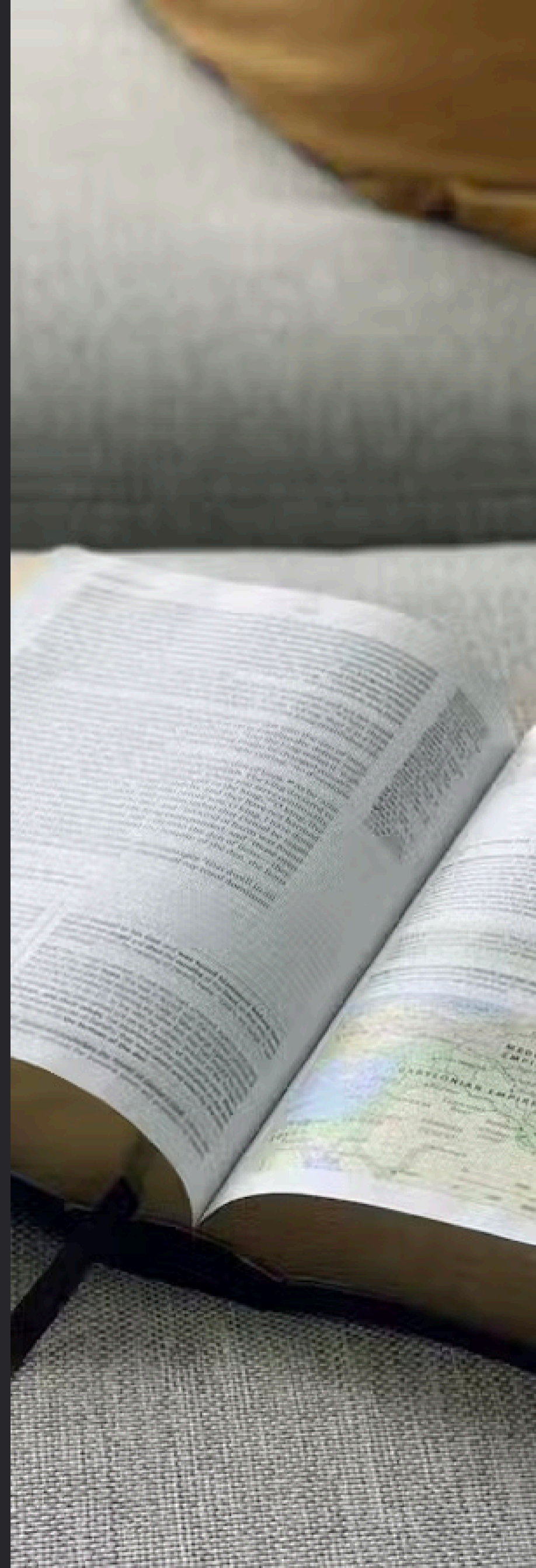
Employment and Contractor Agreements

Check that the company has secured IP rights from employees and contractors, especially important in Vietnam to avoid future disputes.

5

Litigation History

Identify any third-party encumbrances and examine the litigation history involving the IP to assess potential risks.



A hand holding a glowing lightbulb against a sunset background. The lightbulb is illuminated from within, casting a warm glow. The background is a gradient of orange and red, suggesting a sunset or sunrise. The hand is positioned in the lower left quadrant of the image.

Protect IP Throughout the M&A Process

Engage IP Experts Early

Bring in specialized legal professionals at the outset to identify and resolve issues before they become deal-breakers.

Implement Strong Confidentiality Measures

Ensure all parties sign robust non-disclosure agreements to protect sensitive information during negotiations.

Plan for a Smooth Transition

Develop a clear roadmap for transferring and integrating IP assets post-deal, including updating registrations and notifying relevant authorities.

Monitor Continuously

Keep a close watch on the use and enforcement of your IP even after the transaction to maintain asset value and quickly address infringement issues.

ABOUT US



Herman, Henry & Dominic is an experienced team of lawyers and legal experts, based in Saigon and Hanoi. The firm is a member of the INTERNATIONAL TRADEMARK ASSOCIATION (INTA).

Herman, Henry & Dominic believes in building strong relationship with clients based on trust and respect. The firm maintains permanent good working relations with various governmental bodies in Vietnam to enable its team to access the resources necessary to produce timely and effective results for clients.

Herman, Henry & Dominic works under the motto: "Local Expertise & Global Standard."

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