



## SARAANN S. PARKER

### PARTNER

St. Louis, MO

314.552.6667

[sparker@armstrongteasdale.com](mailto:sparker@armstrongteasdale.com)



Saraann is a partner in the firm's Corporate Services Group. She is the co-founder of the firm's Tech Law practice and a member of the firm's Technology Committee. In 2019, she was the only woman ranked among the Best Lawyers in America® for Technology Law in St. Louis.

Saraann has over 20 years of experience in handling sophisticated technology and intellectual property agreements for clients that desire to develop, sell, purchase and license technology and IP.

Services include preparing and negotiating complex technology and IP licenses, development agreements, asset purchase agreements, Software as a Service, Platform as a Service and outsourcing agreements. Clients range from emerging to maturing and established businesses, including technology developers and Fortune 100 and 500 companies. Saraann works with clients to assess their currently owned and licensed IP, software, hardware and operating systems, and collaborates with clients to identify the types of IP, software, hardware, services, and operating systems needed to meet long-term and short-term business goals and growth strategies. Saraann structures the appropriate transactions and agreements to meet client goals.

A zealous advocate with a proven track record of achieving strong and protective client rights and remedies, Saraann approaches each negotiation in a respectful and collaborative manner to achieve an end result that is fair and satisfying, enabling positive business relationships among the parties.

### Technology and IP Transactions

- Prepares and negotiates complex technology licenses, development agreements, outsourcing and cloud computing agreements customized to the needs of each client's future business operations and technology needs.
- Simplifies the legal and business aspects of technology transactions, and develops comprehensive agreements in plain-English terms which allow clear yet comprehensive protections and obligations.
- Assists licensee/purchaser clients with assessing their critical long-term and short-term technology and IP business needs, and identifies the risks, costs and benefits of licensing and/or purchasing technology and other intellectual property.
- Negotiates terms enabling licensee clients to obtain the license, production, sale and exploitation rights, expanded divestiture rights, warranties and indemnities,

### SERVICES AND INDUSTRIES

Corporate

Privacy and Data Security

Technology Transactions

Technology

### ADMISSIONS

Missouri

California

robust confidentiality, privacy and security policies, and customized downtime remedies for business-critical online software.

- Protects the developer/licensor's rights with detailed license restrictions, reversions, termination rights, ownership clauses, continuous rights to license, sublicense and use, and non-compete terms.
- Negotiates favorable terms of sale, payment, royalties, advances, minimum commitments, reporting and audit rights, limited warranties, liability caps and narrowly tailored indemnification obligations.

#### **Corporate Transactions**

- Partners with corporate M&A attorneys to prepare and negotiate the technology terms and conditions in technology asset sales and purchases, and mergers and acquisitions involving technology companies.

#### **Software Audits**

- Represents worldwide corporations in responding to audit requests; prepares protective agreements, including customized audit scope agreements and tri-party nondisclosure agreements; assists CIO and IT teams with preparing audit reports and limiting audit requirements; and negotiates settlement agreements between vendors and licensees.

#### **Intellectual Property Transactions**

- Negotiates intellectual property licenses enabling manufacturers of uniforms and baby products to use and exploit third-party intellectual property in the development, manufacture and sale of their products.
- Negotiates co-branding and private label agreements for an international financial services corporation.

#### **EDUCATION**

- Saint Louis University School of Law (J.D., *cum laude*, 1996)
  - Melvin Friedman Real Estate Fellowship
  - Trans-Atlantic Law Journal, Staff Editor
- Boston University (B.S., *magna cum laude*)

#### **PROFESSIONAL ACTIVITIES**

- The Missouri Bar
- Bar Association of Metropolitan St. Louis
- American Bar Association
- California Bar Association
- Licensing Executives Society

#### **CHARITABLE AND CIVIC INVOLVEMENT**

- American Heart Association Go Red for Women ("Circle of Red" member; 2017 Auction Committee)
- Legal Services of Eastern Missouri Justice for All Ball (Committee Member, 2012-present; Auction Co-Chair, 2014)

## ACCOLADES

- *The Best Lawyers in America*®; Technology Law (2018-present)
- Named a Who's Who in Technology by the St. Louis Business Journal (2007)

## BACKGROUND

Prior to joining the firm, Saraann was in private practice at another area firm.

## EXPERIENCE

### **Software License, SaaS Agreements for State-of-the-Art Technology for Banking Clients**

Negotiated software license and SaaS agreements for multiple banking clients to obtain rights to license, access and use state-of-the-art financial services technology for each bank's internal businesses and their customers, including electronic billing and payment, processing services, online banking, mobile banking, ACH, card application solutions, enterprise payments, and financial performance and risk management.

### **Software License, Subscription Agreements for Financial Services Company Offering Custom Client Access**

Negotiated software license and subscription agreements for a financial services company which provided the client access to and use of specialized trust administration and wealth management applications, the integration of financial information from external accounting platforms, and the creation of customized client portals for end user online access to designated data and reports.

### **Secondment for Fortune 250 Financial Data Services Technology Leader**

Multi-year secondment to a Fortune 250 company in the financial data services industry. Worked several days per week onsite supporting several of the client's global operations and technology business groups. Drafted and negotiated enterprise, worldwide software license agreements, SaaS agreements and consulting agreements to enable growth of client's technology operations and global customer support, and new products and services offerings. Originally a three-month secondment, the client extended the assignment to a multi-year engagement.

### **Counsel to Worldwide Leader in the Payments Technology Industry**

Counseled worldwide leader in the payments technology industry across a variety of practice areas in connection with technology development and licensing, and payment processing service offerings.

### **\$35 Million Proprietary Software Purchase for Gaming Software Client**

Represented a leading international provider of gaming software in the purchase of proprietary software valued at \$35 million, including the negotiation of complex non-compete clauses and source code escrow.

### **Software Audit Representation for Global Clients**

Represented worldwide manufacturers, health care providers and services providers in multi-location, enterprise-wide software audits opposite major multinational technology corporations.

### **Asset Sale for Software Developer**

Represented a software development company in its sale of assets to a national health care services company in the provider health care and risk management solutions market.

### **License Agreements for Baby Products Manufacturer**

Negotiated license agreements for manufacturer of baby bottles/teething toys, including rights to names, likenesses, trademarks, copyrights, images and other proprietary intellectual property.

### **Negotiated Full Product, Services Solution for Health Care Provider**

Represented an independent, regional, nonprofit health care provider in the negotiation of a full product and services solution for its enterprise. This included licenses for term and perpetual software products, subscription software, cloud-based software and services, shared computing services, platform products, third party software, hardware and separate implementation.

### **Negotiated Agreements for Fortune 500 Client**

Negotiated agreements for a three-phase global financial and manufacturing operating system replacement, including enterprise licenses with customized software, consulting services and hosted services for a Fortune 500 manufacturer and designer of engineered components.

### **Negotiated Master Agreement for Major Manufacturer**

Created and negotiated a Fortune 500 technology company's Master Agreement for enterprise-wide software, support and hosted services covering automation and workflow systems, managed IT services and online gateway for payment processing, funding, treasury management and receivables among corporations, banks and trading partners.

### **Negotiation of Global Trade Finance Services Agreement for Global Commercial Corporation**

Negotiated Global Trade Finance Services Agreement, including a Master Services Agreement, SaaS agreement and a support and maintenance agreement, for a global commercial lending, leasing and financial services corporation.

### **Negotiation of Agreements for National Tax Credit Investor**

Represented a national tax credit investor in the negotiation of development, license, support and purchase agreements, which enabled the client to participate with the developer in creating a customized, proprietary software solution uniquely structured as a license with reversion to a full ownership right, including escrowed code, support and development training.

## **THOUGHT LEADERSHIP**

July 10, 2019

**Drastic Changes Are Being Made to E-Commerce Policies. What Are Your Options?**

July 1, 2018

**In the Rush to Technology, Collaboration is Key**

Association of Corporate Counsel (ACC) St. Louis Newsletter

October 11, 2016

**EHR Contracts and Interoperability**