



Dustin S. DuBois

Partner

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Dustin DuBois is a partner in Ice Miller's business group and serves as Co-Chair of its Software, e-Commerce, and Technology Transactions (SeCT) practice. His practice focuses on three primary areas: representing software companies, representing companies and organizations procuring important software and technology, and deals such as mergers and acquisitions, private equity, and venture capital financing.

For software companies – For more than 20 years, Dustin has guided dozens of software company clients, including best-of-class SaaS platform companies, in the development and negotiation of their business contracts, including:

- form contract documents
- reseller and partner contracts
- development agreements
- negotiation of customer agreements
- establish and carry out patent and other IP strategies
- direct privacy, data security, maintenance, and support standards

Dustin's clients regularly utilize him both as the primary negotiator of all customer and partner contracts, as well as in a support role for more complex negotiations or higher-dollar agreements. He has negotiated contracts with many of the largest companies in the world, working with their counsel to achieve a more favorable agreement for Ice Miller clients.

For organizations procuring important software platforms or products: Dustin helps clients with mission-critical software procurement from RFP development and proposal review to negotiation of licenses, subscriptions, and implementation (systems integration) agreements. If (when) things go wrong, he is experienced with helping to steer the project back on track or, when necessary, work with the Ice Miller litigation team.

- RFP development – to assure key business requirements are included and other business needs are identified from the start

Services & Industries

- Advice to Directors & Officers
- Business
- Construction
- Copyright
- Emerging Companies Services
- Government Contracts & Grants
- Higher Education
- Information Technology & Software Disputes
- Information Technology & Software Licensing Services for Higher Education
- Intellectual Property
- IP Litigation
- Licensing
- Life Sciences & Biotechnology
- Mergers & Acquisitions
- Patents
- Private Equity
- Risk & Crisis Management
- Software, eCommerce &

- Review and negotiation of master agreements
 - o Software licenses, subscription (SaaS) agreements
 - o Professional services – implementation, systems integration agreements
 - o SOWs, SLAs, other ancillary documents

Often, companies will only navigate a handful of truly mission-critical software platform implementation projects through the careers of its C-suite, CIO or CTO, and internal IT personnel. Dustin provides leaders with experienced guidance through the process, making sure the vendors' contracts and related documents provide ample incentives and teeth to keep the project on time and on budget, and systems functioning properly (to requirements/specification). Dustin regularly works with client personnel and consultants to build robust statements of work (SOWs) and other technical documents that assure clients that, when problems transpire, they are contemplated by the contract and course corrections can be quickly made with minimal impact to the timeline and budget.

For M&A and financing deals: Dustin helps guide sellers, buyers, financiers, and companies in deals of all types. He brings to bear more than two decades of experience reviewing companies' intellectual property, technology contracts, and important related assets to uncover problems, fix problems, or propose solutions—just at the time when these companies are being acquired or going through a round of financing. His considerable experience provides him with the business perspective to get all parties in the deal comfortable with the path forward. He uses that same perspective to help clients in normal (pre-acquisition) times implement those strategies investors and acquiring companies expect to see for intellectual property asset protection, software and technology procurement, and project management, and maneuver around a host of other common diligence problems.

Dustin graduated from Rose-Hulman Institute of Technology with his B.S. in engineering in 1992. He earned his law degree, *cum laude*, at Indiana University School of Law – Indianapolis in 2000.

Prior to attending law school, he worked in product development, management, and technical advisory capacities for such major U.S. companies as Caterpillar, General Motors, and Betz Laboratories.

Dustin is admitted to practice law in the state of Indiana and before the United States Patent and Trademark Office.

Representative Transactions

Complex

- Nine-figure ERP and automation system implementation and integration spanning five-plus years, involving multiple SI partners and multiple consulting firms;
- Eight-figure warehouse fulfillment robotic automation facility construction and system implementation;
- Eight-figure multi-phase manufacturing and ERP system implementation project;
- Many custom software platform development agreements with third party developers to run complex, highly integrated business operations.

Typical – average complexity

- A \$10+ million enterprise class software and professional services agreement for a multinational software client;
- Hundreds of multi-year and seven-plus figure licensing and supply agreements across many technologies and many industries;
- Dozens of software development (outsourced) agreements for the development of client company operational software applications;
- A long-term strategic alliance for a life sciences diagnostic product development and distribution;
- Negotiation of scores of international distribution, sale, licensing, and subscription agreements with many of the world's largest companies;

- Establishment of a variety of form contracts for software companies (including PaaS, SaaS, IaaS, installed, hosted models);
- Hundreds of mergers, acquisitions, and private equity and venture capital financing deals; and
- Intellectual property cross-licenses, exclusive licenses, university licensing, and joint development agreements.

Education

- Rose-Hulman Institute of Technology (B.S., 1992)
 - Chemical Engineering
- Indiana University Robert H. McKinney School of Law (J.D., 2000)

Admissions

- Indiana
- United States Patent and Trademark Office

Professional Affiliations

- Registered to practice before the United States Patent and Trademark Office.
- Member, American Intellectual Property Law Association
- Member, National Association of College and University Attorneys

Awards & Honors

- *Best Lawyers®*, Litigation - Intellectual Property, 2021-2023
- Order of the Barristers, Achievements in Oral Advocacy in Moot Court, Indiana University School of Law

Community Involvement

- Board of Director, Alpha Tau Omega Fraternity

Success Stories

Ice Miller Assists Milestone Partners in its Acquisition of FORTH

Ice Miller represented Milestone Partners, a Philadelphia-based private equity firm specializing in technology-enabled services, in its majority equity investment in Set Forth, LLC (FORTH). FORTH is a leading provider of technology and payment processing solutions for the consumer debt settlement industry and specialty finance markets.

Milestone Partners collaborates with niche, high margin businesses with a focus on the financial solutions and technology sectors. This strategic investment will give FORTH and the management team the support needed to continue executing their vision of delivering reliable and innovative technology and payment solutions tailored to the needs of their clients, consumers, and business partners.

The Ice Miller deal team was led by Brian Korman and Ben Goodman, with additional support provided by the firm's robust bench of attorneys from across our Philadelphia, Chicago, New York, Baltimore, Indianapolis, and Columbus offices.

Ice Miller has been active in the private equity industry for over 40 years, representing both management teams building great companies and the private equity firms and individuals that invest in them. We have acted as lead counsel in numerous domestic and international transactions. In the past five years, our attorneys have closed over 1,500 transactions worth in excess of \$60 billion.

[Learn more](#) about how Ice Miller serves private equity clients and gets complex deals done.

Ice Miller Represents Clarus R&D Solutions in Acquisition by TriNet USA

Ice Miller LLP represented Clarus R&D Solutions, LLC in its sale to TriNet USA, Inc. (a subsidiary of TriNet Group, Inc.) Clarus R&D Solutions, LLC is a company founded in 2016 in Columbus, Ohio that has built a software platform that facilitates the acquisition of R&D and other tax credits for its business customers.

The Ice Miller deal team was led by partner [Leslie Johnson](#) and associates [Erik Olson](#) and [Kole Brinegar](#) with support from partners Gary Blachman, [Sid Bose](#), [Dustin DuBois](#) and [Brian Schultz](#) and associates Donald Burton, Casey Wright and [Abigail Barr](#) and paralegal [Lisa Samblanet](#).

Published In

- "What's a Patent Worth?" *Indiana Lawyer*, July 7, 2010