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***“Ждет ли Трамп русских программистов в Америке”***  
*(ISDEF, Spring 2018)*

by Dmitri Dubograev

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# Main Changes under **MAGA (1)**

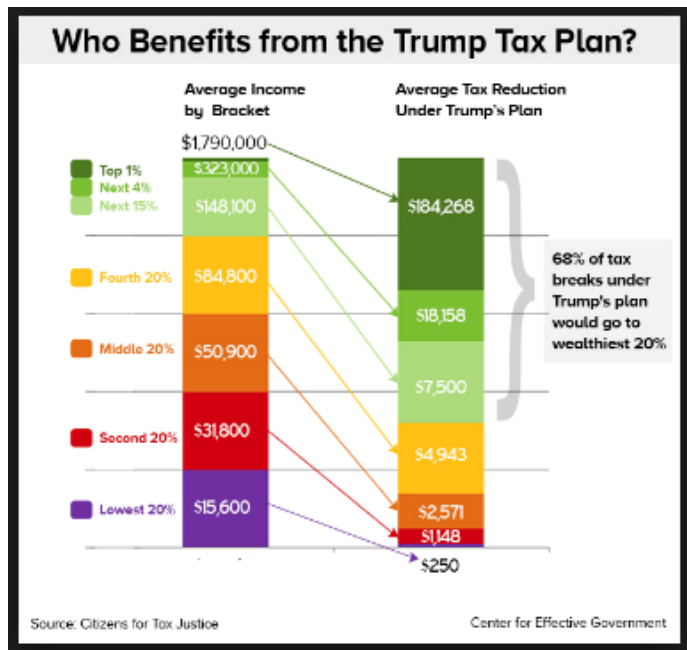
- Для любителей оффшоров (и острых ощущений)
- \$\$ - Latvia – Cyprus/Panama Sandwich...



- ...накрылся.
- Продолжаем бегать по помойкам? Или пора реально зарабатывать/создавать ценность?

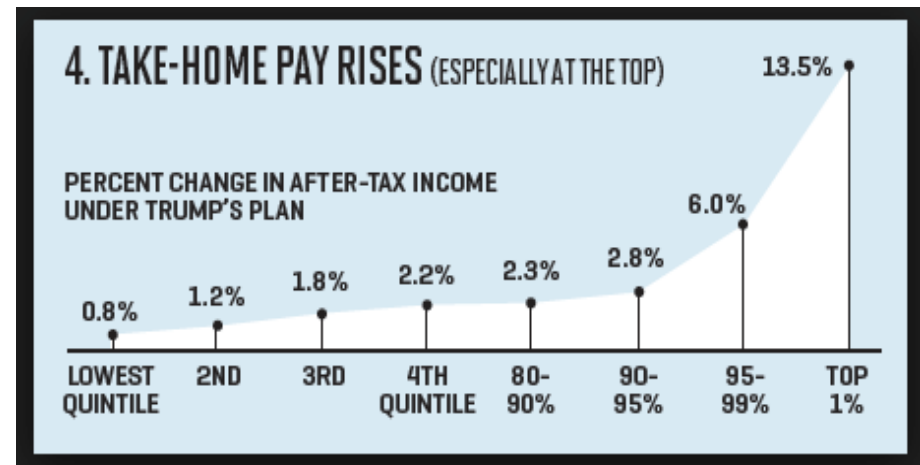
# Main Changes under **MAGA (2)**

- Корпоративный фед. налог снизили с 35% → 21%
- Отмена более 1000 бизнес регулирований
- Для 80% резидентов США – уменьшены налоги, для семьи с доходом в \$100К – снижено на \$5К



# Main Changes under **MAGA (3)**

- Приоритет - бизнес (особенно внутри страны). а не государство и «подачки»
- \$10 триллионов - прирост фондового рынка (на треть выросли накопительные пенсии)
- давление на повышение з/п (тяжелее найти талант)
- самая низкая безработица за 30 лет
- давление **Made in USA**



# Main Changes under **MAGA (4)**

- наступление на политкорректность/«халяву»
- наем персонала – по навыку (пресса/CNN в ярости),
- риторика увеличения импортных тарифов (маловероятно в IT)
- new markets (JDT – twitter!): training programs, etc
- новые «русские» стереотипы (но пока незначительны)



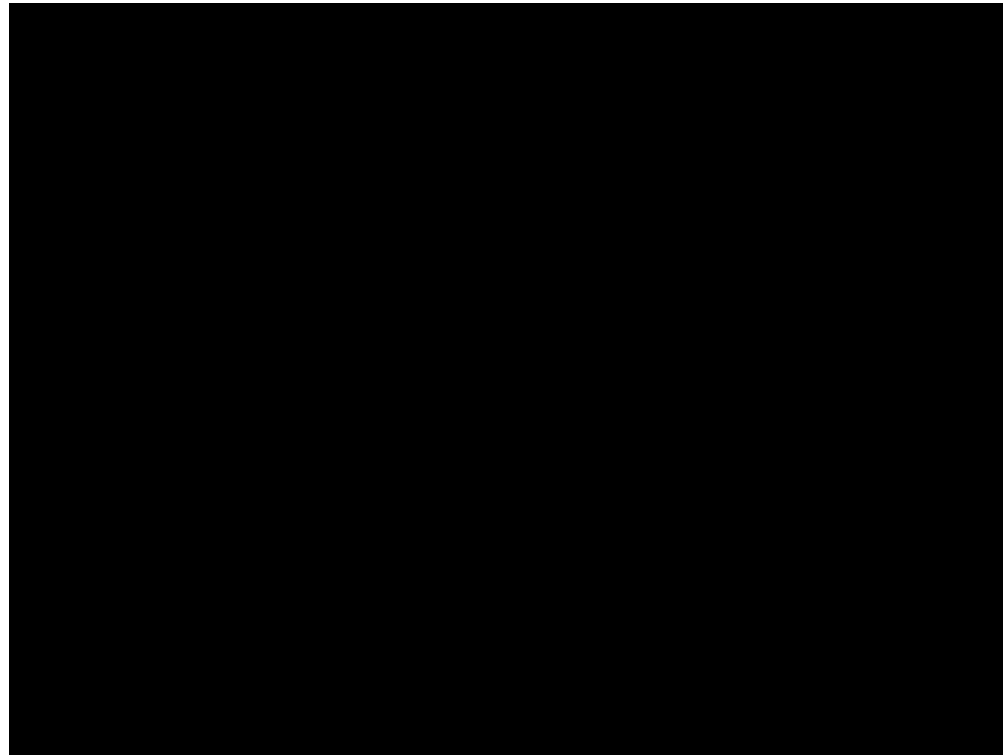


# Project



# Trailer

- launch



# Celebrity– as “image/goodwill” provider

- Critical Aspects of agreement: with Celebrity
  - **Goodwill** of Celebrity - critical for both Celebrity and Company
  - **Time** limitations (6 months, 18 months?)
  - **Actions** - How Often? - number of “engagement” per week?
  - **SPECIFIC duties** - what do
  - **Fringe benefits** (“add-ons”)
    - Other sponsors?
    - Intangibles?
    - Apple?
  - “Run [Kevin], Run!”





# Celebrity– business partner

- Double your fun (business structure with Celebrity)
  - Upfront \$\$\$? (upon signing/launch/critical points/KPI?)
  - Staggering scale of Rev Share (company to recover some?)
    - e.g. - 80-20 but once we recovered upfront – 50-50
  - “You have to have a GOOD game and matrix”
  - “External” factors - can you be flexible?
  - **“ethical” clauses (☹️😊☹️ )**
  - “people aren’t perfect”
  - have a “plan B”?
  - Legal Rights – all you have?

5. Double Your Fun



# Celebrity - as pain?

- Problems:
  - SPECIFY EACH STEP AND OBLIGATION
  - Never rely on – “this is in his interests too”
  - Must have skin in the game
  - Poor contracts (“no pain...”)
  - Social and cultural issues (skin?)
  - External factors (flood? blackmail?)
  - Missed terms of K (missed?)
  - Non-compete?
  - Avoid Rusinglish
  - Expand to other games and friends?



# Company (ошибки халявной регистрации)

- **Jurisdiction (suitable to investors)**
- Everything must be assigned to the company:
  - Assigned (“sold”) if created before
  - Outsourcing agreement for the ongoing
  - Do not mix “license” (rent) with assignment; can sell both
- avoid “forms” and “registrar” services (clerky; legal zoom – **they DO NOT provide advice**) – this is your company’s genetic code, you can really mess it up
  - Critical provisions - in the Articles of incorporation
  - Choice of Name, protection of D&O, indemnification
  - Some of the things you could never “fix” later
  - Infographics <https://goo.gl/obhoQB>

# Intellectual Property («Ахиллесова пята»)

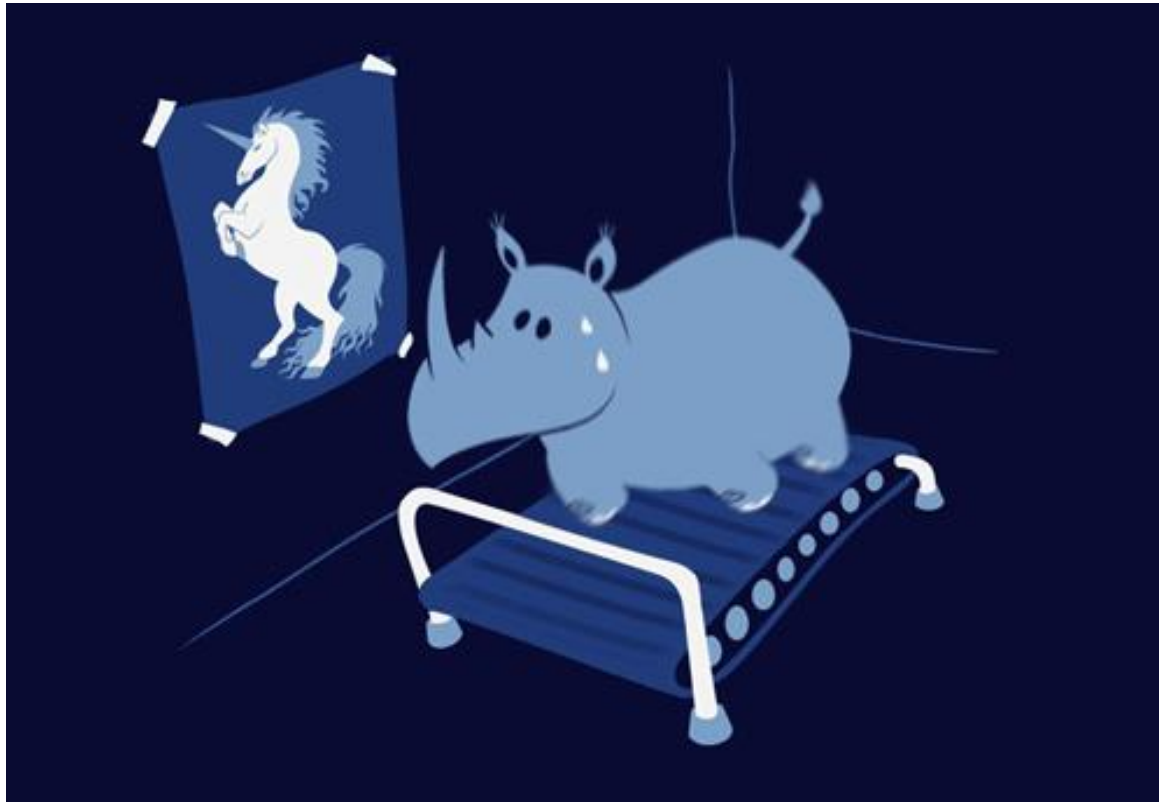
- Register copyright © and trademarks ® for the company and for the products
- How to choose names (<https://goo.gl/oRa9u2>):
- Best names (avoid descriptive):
  - a) Arbitrary (Gaijin, Murka)
  - b) Fanciful (encord, epam)
  - c) Suggestive (“Sorry Vegan”, 36.6”, Nero, пол-копейки, «Барсук», Amazon, Clowder)
- Even better (non-existent but “talking”):
  - ab+c (Appodeal, Gamasutra, Alawar, Playrix, Clikky)
- **NDA are helpful - Licensing Agreements are critical**

# Co-owner (con'd)

- **Shareholder Agreement :**
  - Highly customized
  - There must be an understanding that parties are diluted
  - Life hack: do not promise 1/3 – but rather our ratio is 1(you):2(me)
  - Passive partner – stopped working?
    - KPIs, time commitment – vesting and “reverse vesting”
  - Sale of company and other major actions (drag-along, tag-along) – 66%?75%? 90%?



# Делаем единорога из конька горбунка!



# Contact information

*Send feedback/questions*

email: [dd@femida.us](mailto:dd@femida.us)

blog: [facebook.com/femidaUS](https://facebook.com/femidaUS)

skype: [ddFemida](https://skype.com/ddFemida)

ph: 1.703.739.9111

