Open Source

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James P. Martin, Partner

Shartsis Friese helps companies, investors and acquirers navigate the complex landscape of open source licensing, compliance and enforcement to enable innovation while protecting proprietary value.

Guiding Businesses Through Open Source Use, Compliance and Integration

Open source software is essential to innovation, but is also one of the most frequent sources of legal and operational risk in technology transactions. We advise clients on all aspects of open source software (OSS) use and compliance, from selecting and integrating components to establishing enterprise-wide policies. Our attorneys help technology companies, SaaS providers and product developers understand the scope of open source licenses, including copyleft and permissive terms. We also help our clients implement compliance programs that balance transparency with IP protection.

Our goal is practical risk management: enabling innovation while preventing inadvertent disclosure of proprietary code or business-critical IP. We also counsel clients on compliance with widely used licenses such as GPL, LGPL, Apache, BSD, MIT and Creative Commons.

Mergers, Acquisitions and Investment Due Diligence

Open source issues often surface during transactions. We perform targeted due diligence for both sell-side and buy-side clients in mergers, acquisitions and venture financings.

Our team identifies open source license exposure, evaluates compliance with disclosure and attribution requirements and recommends solutions

taking into account business goals and risk. We help companies remediate issues before closing, ensuring smooth transactions and avoiding post-acquisition surprises.

Post-closing, we guide clients in harmonizing open source and proprietary software practices across integrated business units.

Compliance and Governance Programs

We develop scalable, enterprise-level open source compliance frameworks that integrate with clients' existing engineering, legal and procurement systems. Our work includes:

- Drafting and implementing open source policies and contribution guidelines

- Creating review and approval workflows for inbound and outbound open source use

- Advising on developer training

These programs help clients meet increasing scrutiny from investors, regulators and customers regarding open source governance.

Representative Matters

- Advised a U.S. manufacturer of building design software and structural components on open source compliance in a software acquisition, including identifying and remediating licensing issues prior to closing.

- Conducted open source compliance analysis for a software and mobile app startup in connection with its sale, ensuring license obligations were satisfied and the codebase was acquisition-ready.

- Advised a healthcare technology company on open source use, attribution, and disclosure requirements to mitigate due diligence risks in major customer transactions.

- Counseled an educational content provider on open source issues and negotiated development agreements to prevent inclusion of noncompliant code in deliverables.