

Gilbert J. Villaflor

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Overview

Gilbert J. Villaflor is not your typical technology transactions lawyer. He brings a rare combination to complex deals: two decades of commercial deal-making, Fortune 200 in-house perspective, and hands-on scientific training in molecular biology.

This combination allows him to bridge business strategy, technical understanding, and legal risk in ways few practitioners can, and it's why sophisticated clients seek him out for their most consequential technology and IP transactions.

Gilbert has worked with the world's leading companies to help close their most important commercial deals, from multimillion-dollar enterprise implementations to strategic partnerships valued in the hundreds of millions. His approach is simple: understand the business objective, structure the deal to achieve it, and protect against the risks that actually matter.

In-House Advantage

His years as in-house counsel at a Fortune 200 technology company gave him something most outside counsel lack: a deep understanding of how legal decisions impact product roadmaps, revenue, and daily operations. He doesn't just advise he operates as an extension of his clients' legal teams, delivering counsel that is clear, actionable, and commercially grounded.

Clients hire Gilbert when they need to get to "yes" on complex technology and intellectual property (IP) driven deals, especially when the path forward is unclear and they need a lawyer who understands both the business strategy, technology, and commercial landscape.

Gilbert's Core Practice: Technology & IP Transactions

Gilbert structures and negotiates the full spectrum of technology-driven commercial agreements:

- Cloud, SaaS, AI-powered, and other “as a service” technology solutions
- Software, content, and IP licensing
- Data rights and commercialization
- Strategic alliances, channel partnerships, and go-to-market arrangements
- Complex IP co-development, collaboration, and revenue-sharing arrangements
- OEM, manufacturing, distribution, and supply chain agreements
- Enterprise implementations, system integrations, managed services, and business process outsourcing
- Sponsorships and brand licensing

Gilbert represents both sides of the table-technology providers and enterprise customers-and this dual perspective is a strategic advantage. For providers, he builds scalable contracting frameworks that support growth. For customers, he ensures they secure the IP, data, and operational rights needed to run and expand their businesses.

When Deals Are Complicated, Clients Call Gilbert

Gilbert is regularly called in both before and when deals hit inflection points:

- IP ownership and licensing issues that need creative structures or market-based insights to move forward
- AI and machine learning deployments raising novel data rights questions
- Privacy and data protection friction creating roadblocks in commercial negotiations
- Risk allocation, indemnification, and limitation of liability provisions that create hurdles to deal closure
- Pre-dispute positioning and contract interpretation to avoid costly litigation

Industries & Technologies Served

Gilbert has deep experience across various industries involving technology:

- Cloud computing, information technology (IT) services, and enterprise software
- Artificial intelligence and machine learning
- Interactive entertainment, video games, and immersive technologies
- Semiconductors, hardware, and IoT technologies
- Blockchain and digital assets
- Data analytics platforms
- Life sciences, medical devices, and healthcare

His clients range from Fortune 500 enterprises to high-growth middle-market companies and venture-backed startups-each with distinct needs and risk tolerances that Gilbert navigates with equal fluency.

M&A and Strategic Transactions

When technology and IP are central to deal value, Gilbert advises on M&A, joint ventures, financings, and divestitures. He ensures that critical assets and rights are properly structured and transferable, protecting value from letter of intent through closing and beyond.

Digital Transformation

Gilbert guides companies through enterprise-wide digital transformation, including cloud migrations, system integrations, managed services, and business process outsourcing. He understands that these projects live at the intersection of technology, operations, and procurement, and he delivers advice that is both legally rigorous and operationally realistic.

The Scientific Edge

Gilbert is one of the few technology transactions lawyers who has actually worked at the bench. His background in molecular biology research gives him uncommon depth when advising on life sciences, biotech, and medical device transactions. He speaks the language of R&D collaborations, technology transfers, and patent and trade secret licensing.

Working with Gilbert

Gilbert is known for being responsive, pragmatic, and relentlessly focused on getting deals done. He brings senior-level attention to every matter. Clients return to him because he combines technical excellence with business judgment, and because he treats their deals like his own.

Representative Experience

- Led commercial deal workstreams for strategic partnerships valued in the hundreds of millions with the world's leading cloud providers, including negotiations with key enterprise customers and partners
- Structured global licensing framework for enterprise software company expanding into regulated industries
- Negotiated complex IP co-development agreements between virtual reality developer and key technology partners
- Advised on technology due diligence and IP structuring for numerous M&A transactions ranging from $25M to over $1 billion
- Developed scalable SaaS contracting playbook for high-growth technology companies, reducing deal cycle times

Representative Matters

- Represented Honeywell in the spin-off of its Advanced Materials business, now operating as Solstice Advanced Materials, including leading the separation workstream and contract analysis to establish Solstice as an independent, publicly traded company and supporting Honeywell's strategic transformation into three distinct industry-leading businesses.

Credentials

EDUCATION

- Loyola Law School Los Angeles, 2006, J.D.
  - Order of the Coif
- University of California – Berkeley, 1999, B.A., Molecular and Cell Biology

BAR & COURT ADMISSIONS

- Illinois
- California
- U.S. Patent & Trademark Office
- U.S. District Court for the Central District of California
- U.S. Court of Appeals for the Ninth Circuit

News & Insights

- Benesch Advises Honeywell on Successful Spin-Off of Solstice Advanced Materials
  November 13, 2025 | Press Releases
- Megan Ratia and Gilbert Villaflor mentioned in Crain's Chicago People on the Move
  April 25, 2025 | Media Mentions
- Benesch Represents Accela in Acquisition of ePermitHub, Advancing AI Capabilities for Government Agencies
  April 22, 2025 | Press Releases
- Benesch Continues Expansion of IP Group with Addition of Three BigLaw Attorneys
  January 22, 2025 | Press Releases