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# **STARTUP & ACCELERATE**

**EVOLVING MARKET TERMS FOR VENTURE CAPITAL INVESTMENTS:  
SUMMARY OF NVCA MODEL LEGAL DOCUMENTS RECENT UPDATES**

**April 18, 2024 | 12:00 PM ET**

Brian P. Slough, Lindsay R. Mozdziock, and Jeffrey P. Bodle

# Presenters



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# **National Venture Capital Association (“NVCA”) Model Legal Documents**

- **Themes of Recent Updates**
- **Certificate of Incorporation**
- **Stock Purchase Agreement**
- **Investors’ Rights Agreement**
- **Voting Agreement**
- **Right of First Refusal and Co-Sale Agreement**
- **Key Takeaways**

# Themes of Recent Updates

- **Evolving Market Norms**
- **Updates to Law**
- **Timely Topics**
- **Mechanical**

# Certificate of Incorporation

- **Explanatory Footnotes**
- **Class and Series Voting**
- **Pari Passu Preferred Stock**
- **Deemed Liquidation Events**
- **At-Large Director**
- **Preferred Stock Protective Provisions**
- **Direct Listings**
- **Officer Liability**
- **April *Moelis* Updates**

# Stock Purchase Agreement

- **Convertible Security Mechanics**
- **Use of Proceeds**
- **Knowledge Parties**
- **Company Representations**
- **Fees and Expenses**
- **April *Moelis* Updates**

# Stock Purchase Agreement

## Company Representations

- **Capitalization**
- **Intellectual Property**
- **Agreements**
- **License & Merger Discussions**
- **Tax Returns and Payments**
- **Data Privacy**
- **Healthcare Laws**
- **Sanctions (Company and Purchasers)**
- **FCC**

# Investors' Rights Agreement

- **Direct Listings**
- **Sanctioned Party**
- **Financial Statements**
- **Information Rights**
- **Cash Management Policy and Annual Budget**
- **Commitment to Diversity**
- **Cybersecurity**
- **April *Moelis* Updates**



# Voting Agreement

- **Sanctions and Restricted Parties**
- **Board Composition**
- **Drag-Along**
- **Successors and Assigns (Board Rights)**

# Right of First Refusal and Co-Sale Agreement

- **Sanctions and Restricted Parties**
- **Transfer Restrictions**
- **Lockup**

# Wrap-Up

- **Key Takeaways**
- **Going forward**

# Biography



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Brian P. Slough serves as a trusted advisor and outside counsel to a broad array of clients on various governance and operational issues. His practice focuses on corporate governance, debt and equity offerings, majority and minority investments, private capital markets and venture investments, recapitalizations, and mergers and acquisitions (M&A). Brian assists clients throughout the business cycle, from initial company formation and general governance to financings, M&A, and initial public offerings. He also represents buyers and target companies in public-private and private-private business transactions.

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Lindsay R. Mozdziock has a broad-based corporate practice representing public and private companies, venture capital funds, corporate venture capital investors, and private equity funds and their portfolio companies. Her practice focuses on mergers and acquisitions (M&A), private equity, and venture capital transactions. She represents entrepreneurs and emerging growth companies through each stage of their lifecycle and counsels public and private companies on a wide variety of general corporate matters, equity and debt financings, acquisitions, strategic partnerships, and sale transactions.

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As leader of the firmwide emerging companies and venture capital practice, Jeffrey P. Bodle counsels emerging businesses and other innovative high-growth companies at every stage of their business lifecycle—including in mergers and acquisitions (M&A), angel and venture capital financings, IPOs, securities offerings and compliance, corporate partnering, joint ventures, formation advice, and other strategic and outside general counsel matters. Jeff also represents seed, venture capital, private equity, institutional, and strategic investors in financing, M&A, and portfolio company transactions. Jeff focuses primarily in the technology, healthcare, life sciences, venture capital, and private equity fields.

# Upcoming Startup & Accelerate Webinars

- **M&A in the Ever-Changing Fintech Landscape**  
APRIL 30, 2024 | 11:30 AM - 12:30 PM ET
- **HealthTech Emerging Companies: Legal Strategies, Venture Capital Financing and Market Trends**  
MAY 10, 2024 | 12:00 PM - 1:00 PM ET
- **Down Rounds, Recaps and Pay to Play Provisions: Embracing Venture Capital Financing Strategies for Emerging Companies in a Challenging Fundraising Climate**  
MAY 17, 2024 | 12:00 PM - 1:00 PM ET
- **Biotechnology, Medical Device, and Other Life Sciences Emerging Companies – Legal Strategies and Venture Capital Financing and Market Trends**  
JUNE 7, 2024 | 12:00 PM - 1:00 PM ET

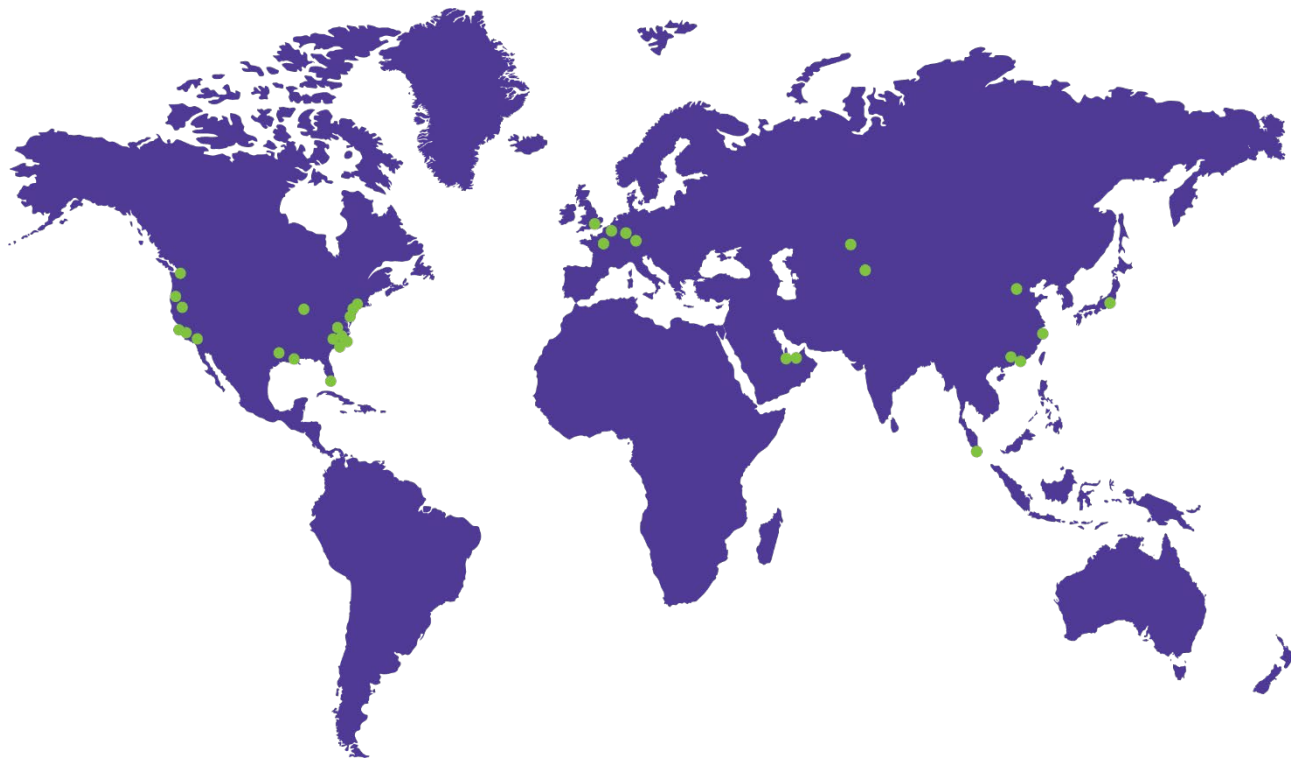
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