



This CrazyBrains 1-pager is from the desk of:

**HAIRY | BACK | HAL**

## 5 LINKS TO SAMPLE DOCUMENTS FOR REPEAT STARTUP TRANSACTIONS (for Venture Capital-Backed Companies)

FORMATION, EMPLOYEE EQUITY & KEY CONTRACTS	
<b>Entity Formation – Delaware Corporation</b>	<b>LINK</b>
• Incorporation Questionnaire	<a href="#">1</a>
• Certificate of Incorporation	<a href="#">1</a>
• Bylaws	<a href="#">1</a>
• Action by Written Consent of Incorporator	<a href="#">1</a>
• Initial Organizational Resolutions of the Board of Directors	<a href="#">1</a>
<b>Founder Stock</b>	
• Common Stock Purchase Agreement (with Vesting)	<a href="#">1</a>
• Common Stock Certificate	<a href="#">1</a>
• Stock Ledger	<a href="#">1</a>
<b>Other Equity Compensation</b>	
• Stock Plan	<a href="#">1</a>
• Stock Plan Summary	<a href="#">1</a>
• Option Agreement (Grant)	<a href="#">1</a>
• Restricted Stock Purchase Agreement	<a href="#">1</a>
• Board Approval of Stock Plan	<a href="#">1</a>
• Stockholder Approval of Stock Plan	<a href="#">1</a>
• Board Approval of Option Grant	<a href="#">1</a>
<b>Employment &amp; Consultant Documents</b>	
• Employee Offer Letter	<a href="#">1</a>
• Employment Agreement	<a href="#">1</a>
• Consulting Agreement	<a href="#">1</a>
• Confidential Information and Invention Assignment Agreement for Employees	<a href="#">1</a>
• Confidential Information and Invention Assignment Agreement for Consultants	<a href="#">1</a>
• Nondisclosure Agreement (Mutual)	<a href="#">1</a>
<b>Other Contracts</b>	
• Indemnification Agreement	<a href="#">1</a>
• Stockholder Approval of Indemnification Agreement	<a href="#">1</a>

ANGEL & VENTURE CAPITAL FINANCINGS	
<b>ANGEL: Series AA Preferred Stock Financing (from Y Combinator)</b>	
• Series AA Termsheet	<a href="#">2</a>
• Series AA Stock Purchase Agreement	<a href="#">2</a>
• Series AA Board Consent	<a href="#">2</a>
• Series AA Stockholder Consent	<a href="#">2</a>
• Series AA Amended and Restated Certificate of Incorporation	<a href="#">2</a>
• Series AA Investors' Rights Agreement	<a href="#">2</a>
<b>ANGEL: Series AA Preferred Stock Financing (from TechStars – look in the ZIP File)</b>	
• Series AA Term Sheet	<a href="#">3</a>
• Series AA Subscription Agreement	<a href="#">3</a>
• Series AA Amended and Restated Certificate of Incorporation	<a href="#">3</a>
• Series AA Bylaws	<a href="#">3</a>
• Series AA Board member election	<a href="#">3</a>
<b>ANGEL: Series Seed Preferred Stock Financing</b>	
• Term Sheet	<a href="#">4</a>
• Form SPA (Stock Purchase Agreement)	<a href="#">4</a>
• COI (Restated Certificate of Incorporation)	<a href="#">4</a>
• IRA (Investors' Rights Agreement)	<a href="#">4</a>
<b>VENTURE CAPITAL: Preferred Stock Financing</b>	
• Term Sheet	<a href="#">5</a>
• (Preferred) Stock Purchase Agreement	<a href="#">5</a>
• (Amended and Restated) Certificate Of Incorporation	<a href="#">5</a>
• Investors' Rights Agreement	<a href="#">5</a>
• Voting Agreement	<a href="#">5</a>
• Right of First Refusal and Co-Sale Agreement	<a href="#">5</a>
• Management Rights Letter	<a href="#">5</a>
• Indemnification Agreement	<a href="#">5</a>
• Model Legal Opinion	<a href="#">5</a>

LINKS	SOURCE
1 <a href="http://www.orrick.com/practices/corporate/emergingCompanies/startup/forms_index.asp">http://www.orrick.com/practices/corporate/emergingCompanies/startup/forms_index.asp</a>	Start-Up Form Library
2 <a href="http://ycombinator.com/seriesaa.html">http://ycombinator.com/seriesaa.html</a>	Y Combinator Series AA Documents
3 <a href="http://www.techstars.org/2009/02/07/techstars-model-seed-funding-documents/">http://www.techstars.org/2009/02/07/techstars-model-seed-funding-documents/</a>	TechStars Model Seed Funding Documents
4 <a href="http://www.seriesseed.com/posts/documents.html">http://www.seriesseed.com/posts/documents.html</a>	Series Seed Financing Documents
5 <a href="http://www.nvca.org/index.php?option=com_content&amp;view=article&amp;id=108&amp;Itemid=136">http://www.nvca.org/index.php?option=com_content&amp;view=article&amp;id=108&amp;Itemid=136</a>	NVCA: Model Legal Documents

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