VC Seminar: VC/Angel Deals: Gut Driven Tech Investing!
B8385-001–Fall 2019

Professor Ed Zimmerman, with Pooja Patel
Time: 2:15-5:30
Location: Warren 208

Overview: Our class explores venture capital and angel investing by looking at the primary participants in the venture capital market: venture capital firms (“VCs”), high net worth individual investors (“angel investors”), limited partners who invest in venture funds (“LPs”) and the entrepreneurs who seek, receive, rejoice and/or (sometimes) regret the funding.

With a focus on the intangibles, this class will provide a hands-on understanding of:

1. The process of investing in early state (primarily tech) startups which includes:
   a. Sourcing deals from the startup ecosystem
   b. Evaluating/diligencing startups
   c. Valuing startups (which isn’t formula-driven)
   d. Negotiating term sheets (financial and governance terms)
   e. Managing a portfolio post investment
2. Seed stage investing landscape: the market participants and resources
3. The structural differences between venture capital and angel investing (including how venture funds are raised from LPs)

We’ll consider from the investor perspective, the following questions: how do VCs evaluate startup companies as potential investments (especially in tech), what aspects of a deal are more important than valuation, what happens when there’s a founder dispute, how do venture capital transactions work, how should investors and founders think about convertible notes and SAFEs as opposed to “priced rounds” (preferred stock financings), how do companies replace CEOs/Founders, when does a financing foreclose later venture rounds, what are the perils of bridge funding or of too much funding, how valuable is reputation in venture, how do you spot and resolve ethical issues in venture, how do limited partners (pension funds, endowments, family offices, etc.) evaluate and invest in venture funds and how do VCs get paid? We’ll also discuss the venture community’s failings with diversity and how the tech and venture community are (and are not) addressing those issues.

Intended Audience:
• Aspiring VC or angel investors who want to understand how investors evaluate startups
• Founders who want to understand how seed investors evaluate startups
• Students interested in startups and in understanding the language and the market participants

While students will use some math skills, we encourage interested students to take the course even if they don’t consider themselves to be deeply numerate or technical.

1 DISCLAIMER: This course will not teach students to build a financial model for valuing early stage startups. We believe that preparing a financial model for pre-revenue startups will not separate great startups from those that fail.
2 Our class focuses on VC and angel investing, especially in tech (and some low tech) startups and growth companies. We won’t cover life sciences or clean tech VC investing. While we expect some discussion of European venture capital, this class won’t really have a global focus.
Professor Zimmerman has taught this class at CBS since 2005. We include guest lecturers from the VC world, including some alumni of our class. Although the course is taught by a lawyer, this course does not focus on venture law.

Professor Zimmerman has been a startup and venture lawyer at Lowenstein Sandler LLP for 25+ years. He co-founded and chairs Lowenstein Sandler’s Tech Group as well as VentureCrush. He’s also an active angel and LP investor, with personal investments in more than 100 startups and multiple venture funds. Professor Zimmerman also he serves on the Wall Street Journal’s Panel of Experts. He has published more than 75 columns on the Wall Street Journal’s blog pages and another 30+ in Forbes. Professor Zimmerman’s colleague Pooja Patel (also a startup and venture lawyer in Lowenstein Sandler LLP’s Tech Group) will assist with the course.

Pre-Requisites & Connection to Core
- Capital Markets
- Foundations of VC (there will be multiple sections of this course offered and you are not required to take this course with Professor Zimmerman)
- Note that there will be an exemption exam for both pre-reqs

Connection to the Core: This course will apply and build on concepts covered in the following core courses. Students are expected to be able to apply them in the course.

<table>
<thead>
<tr>
<th>Core Course</th>
<th>Connection with Core</th>
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<tbody>
<tr>
<td>Corporate Finance</td>
<td>1. Time value of money</td>
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<td>2. Risk</td>
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<td>3. Opportunity Cost</td>
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<tr>
<td>Decision Models</td>
<td>1. Fundamental Concepts of Decision Making</td>
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<td>2. Decision Making under Uncertainty and Risk</td>
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<td>Leadership Development</td>
<td>1. Ethics</td>
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<td>2. Negotiations</td>
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<td>3. Influence and Persuasion</td>
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Instructor’s office hours are by appointment only*

Edward M. Zimmerman  
Telephone: (212) 204-8696  
Email: ezimmerman@lowenstein.com  
Assistant: Engela Brondum  
Email: ebrondum@lowenstein.com

With help from:  
Pooja Patel  
Telephone: (973) 422-6430  
Email: ppatel@lowenstein.com

Format: We’ll largely use the case study method, with some lecturing and interactive exercises. We’ll have multiple guest speakers.

Materials: Selected cases, articles, blog posts, & podcasts.

Assignments/Grading:  
Class Participation (more than attendance; adding value to the discussion): 40% of grade  
Individual Project (“Case Analysis”): 20% of grade  
Group Project (“Investment Analysis”): 40% of grade
**Important Dates**

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<tr>
<th>TBD</th>
<th>Last day for add/drop period – students should confirm that date</th>
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<tr>
<td>TBD</td>
<td>Student groups chosen or assigned by Professor Zimmerman &amp; Ms. Patel</td>
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<td>TBD</td>
<td>Due date for Phase 1 of Group Project (PRIOR to the start of class)</td>
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<tr>
<td>TBD</td>
<td>Due date for Phase 2 of Group Project (PRIOR to the start of class)</td>
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<td>TBD</td>
<td>The last class in which we cover a case study; therefore, it’s also the <strong>deadline to submit an individual project</strong>. If you haven’t already submitted an individual project, be sure you’re submitting the project on this class’s case study, <strong>prior to the start of this class</strong>.</td>
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<td>TBD</td>
<td>Each student group will present their final presentation during one of the final two weeks of the semester. We’ll provide a final schedule of the presentations in November; however, each group should be prepared to present and submit its final paper during the first week of December. If desired by the class, we may add an extra date.</td>
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**Description of the Projects**

**Individual Project - “Case Analysis” - 20% of grade**

**Due Date: See below**

After the first class, each student will select **ONE** of the cases we cover this semester for a 5 page, double-spaced analysis. The analysis will be due at the **START** of the class, during which we discuss the case. Please prepare the analysis assuming the reader’s familiarity with the case study – please don’t summarize the case. You need only briefly recite the facts of the case in the context of analyzing those facts. Your analysis should include a statement of the problem(s) considered (ascertaining which problems deserve focus is a critical skill), an analysis of the options and a recommendation of which option to select.

**Group Project – “Startup Selection and Basic Terms” - 40% of the grade**

**Due Date Phase 1: TBD**

**Due Date Phase 2: TBD**

Soon after the drop/add period ends, you will form a student groups, each student group will be assigned an actual VC fund, angel team or LP – so each student group will, for purposes of this project, **become** that fund, angel team or LP. Each student group should familiarize itself with the assigned VC fund, angel team or LP (bios, portfolio, stage, sector, size of fund, geography) in order to approach the group projects from the perspective of serving as members of that investor group. The group project will also focus on finding and evaluating startups and/or growth companies that are appropriate to the scope and stage of the fund/angel group etc.

Each student group will “source” a deal for an actual startup or other appropriate investment and present the following to that student group’s “investment committee” (the committee will consist of the instructor teaching this course as well as one or more actual investors serving as an advisor to our class).
The investment should be stage, sector, investment amount and geography appropriate to the investor group the student group represents. On the Phase 1 due date, each student group will submit a single paragraph on the investment opportunity (including the target’s name, geography and funding to date – if known – as well as the URL for the target and its founders(s)) and why it makes sense for that student group. The Phase 1 Due Date will be determined. Once approved, each student group will submit:

a) A five or six page, double-spaced paper providing a recommendation to fund the investment target (including the basis for seeing it as an investment fit for that Student Group);

b) A slide presentation, which the student group will present live during one of the last two classes. Depending on the size of the class and the number of groups, each group will have roughly 15 or 20 minutes to present/respond to questions.

In addition to the above, the paper and summary should:

1) Address the business opportunity and value proposition;
2) Analyze the market potential and competitive landscape;
3) Evaluate the financial prospects and potential returns;
4) Assess the main risks and challenges to the proposed business and propose solutions for addressing and overcoming them;
5) Propose deal terms for the investment;
6) Describe investment fit – meaning how the startup fits within the investment thesis and mandate of the fund/angel team; and
7) Identify one or two potential co-investors (other venture funds or investors not already invested in the startup that would be as great co-investors in the investment and why this would be within that investor’s mandate/why they’d be a great co-investor).

VC Advisors: We’ll have VCs and angels meet (via skype, phone or in person) once with each student group, after the papers are submitted, to provide feedback to that student group.

Pitch Observation Opportunity: We may provide students the ability to attend some startup pitches through Lowenstein Sandler’s VentureCrushFGX events.
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<tr>
<th>Week</th>
<th>Topic</th>
<th>Readings</th>
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| Week 1 | **How VCs Raise Capital from LPs (or don’t): What makes one VC fund back-able and raising/deploying venture funds in tough markets** | Readings: (1) *Orchid Partners: A Venture Capital Start-Up* (HBSP 9-804-138) & (2) *Stanford Management Company In 2018: Venture Capital and Other Asset Allocation* (Case SM-294)  
*Questions Founders Should Ask About a Fund’s Longevity* (WSJ 2016) |
| Week 2 | **Raising from VCs in Up & Down Markets and Syndicate Dynamics: What constitutes a re-trade; how do competitive pressures play into up rounds and down rounds** | Reading: *Endeca Technologies (A)* (HBSP 9-802-141)  
| Week 3 | **Funding the B Round and Finding the Right Investor:** Tech’s bias issues; investor fit; bidding on B rounds, collaboration vs collusion – how new investors think about and process the pricing of an up-round | Reading: *BaubleBar: For Women By Women*  
Richard Kerby (Equal VC), *Where Did you Go to School?* (2018) |
| Week 4 | **Term Sheet Day & Negotiating Seed Deals:** Substantive deep dive in term sheets and their ramifications; simulated negotiation for part of the class | Reading: *Rebel Technologies Series Seed Negotiation* (SCG-534) |
| Week 5 | **Double Down or Exit** | Readings: *Yieldex (A)* (HBSP 9-809-090)  
*Milliway Capital: Battening Down the Hatches* (HBS 9-809-072, March 31, 2011)  
*What’s Cooler than a $$Billion Startup, A Real Exit! Against ‘Going Long’* (Forbes 2015)  
*Dispatch From VentureCrushParis: VCs & Their Backers Discuss Backwards Math & Failure* (Forbes 2017) |
| Week 6 | **Group Project Presentations** | |

Our class’s “Venture Advisors” — investors who will provide feedback on Student Group Projects: list to follow. We typically also include VCs who are alums of our class.