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**The University of Pennsylvania
The Wharton School
Management Department**

Venture Capital and Entrepreneurial Management

MGMT 264 - Fall 2008

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Course Overview and Design

This elective course focuses on venture capital management issues in the context of the typical high growth potential, venture-backed start-up company. The course is motivated by rapid increases in the supply of and demand for private equity over the past two decades and by the apparent emergence of new and in some cases conflicting trends in venture capital activities as a whole as the industry enters its fourth year of recovery from the dramatic collapse of the technology sector in 2000. Some trends of particular note on the positive side include:

- The modest but steady increase in valuations for venture-backed companies at all stages of growth, from the first round investment through the acquisition event that many companies seize opportunistically even as they are preparing their registration statement for an IPO.
- The increased numbers of companies that are getting funded, due in part to the abundance of cash that is available through traditional venture capital firms, through the active re-appearance of corporate venture investors (Intel, Cisco and Google, to name a few) and, for the first time, through private equity firms that have entered the late-stage mezzanine investment space.

However, although these trends would appear to bode well for the emerging growth company, there are other disturbing patterns that have begun to emerge in the last couple of years, including:

- A decline in the number of venture funds as well as a decline in the amount of money that venture funds are seeking to raise, resulting in part from the longer timeframes and increased capital required to grow a company to the level where an exit event is feasible.
- A decline in the return on investment from the levels earned by venture capital as an asset class over the last 30 years, a trend which some believe is permanent and will lead to upheaval across the industry in general.

The course addresses this area from two distinct perspectives: issues that relate to the demand for private equity and venture capital (the entrepreneur's perspective) on the one hand, and issues that relate to the supply of capital (the investor's perspective) on the other. As well, we will address management issues regarding the working relationship between the VC and the entrepreneur, governance, and compensation issues.

The "entrepreneur's perspective" addresses the challenges in organizing and financing the venture. Examination of this perspective reveals how entrepreneurs gain an understanding of the context and mechanics of valuing the business. Together, these matters help define the financing requirements of the business and suggest the approach for where and how to raise capital, and thereafter manage the relationship with investors.

Complementing the entrepreneur's point of view is the "venture capitalist's perspective", which explores issues of concern to investors in evaluating, structuring and pricing venture capital investments. Insights gained from these class discussions will be valuable for students considering a career in venture capital, while also providing essential information for entrepreneurs. As we explore the venture capitalist's perspective, we will address several aspects of the investment process including the term sheet content and structure and negotiation, valuation methods, and the impact of successive rounds of financing on capitalization and ownership. All of these factors set the stage for the relationship between management and investors as well as the governance of the company.

The course is fundamentally pragmatic in its orientation and will attempt to expose students to both perspectives simultaneously. It will cover six principal areas relevant to the privately held high-growth-potential start-up, including:

- A brief overview of the venture capital industry today, as well as a discussion of the typical venture fund structure and related venture capital objectives and investment strategies
- Common organizational issues encountered in the formation of a venture-backed start-up, including matters relating to initial capitalization, intellectual property, and early stage equity incentive and compensation arrangements
- Valuation methodologies that form the basis of the negotiation between the entrepreneur and the venture capitalist in anticipation of a venture investment
- The challenges of fundraising, due diligence, financing strategies and the importance of the business plan and presentation
- Elements of compensation, both cash and equity, that are common to venture-backed companies in the technology sector
- Typical investment terms found in the term sheet and the dynamics of negotiation between the entrepreneur and the venture capitalist
- Corporate governance in the context of a venture-backed start-up company and the typical dynamics that play out between VC and the entrepreneur in the post-financing phase

The course is designed principally to address the interests of students who expect to embark on an entrepreneurial career, expect to assume a managerial role with a venture-backed start-up company, or wish to pursue a career in venture capital. The course will touch upon a range of fields including finance, accounting, strategy and corporate law and will attempt to identify mainstream "best practices" in the area of high growth potential start-ups, ensuring that students completing the course will have a solid understanding of the questions and issues that face the typical start-up.

Other course features and resources

- There will be a dedicated eRoom for our course. Lecture notes along with periodic announcements will be posted on this site.

Requirements and Evaluation

The assigned readings in the course are in the range of moderate to heavy, particularly at the beginning of the course. This syllabus, the assignments, and the Bulkpack have been organized so that students can manage the requirements efficiently. As in all courses, the lectures and discussions in the classroom will be much more meaningful if the required readings have been studied in advance. From time to time, mid-course changes in presentations or materials may be made to achieve academic objectives.

The Bulkpack is divided into two components: Required Readings and Supplemental Materials. The Required Readings are generally comprised of secondary source materials provided for background. The

Course Syllabus

Supplemental Materials consist of optional reading materials and examples of legal or business documents included for the purpose of illustrating the themes discussed in class.

The short case studies, or Caselettes, which will be used in this course are based on actual occurrence and are substantially shorter than the traditional case study. Each Caselette has been prepared with the objective of highlighting “best practices”, conventions in the industry, or issues that are commonly encountered. The Caselettes are included in the bulkpack and are part of the required readings. The classes generally will involve both lecture and case discussions, with interaction and dialogue with the instructor strongly encouraged.

For each Caselette, specific study questions have been assigned. In most class sessions, we will consider these questions and the material in the case.

Students are asked to form study group teams of up to 5 students per team. Choose your teammates carefully – changes will not be allowed once your study group team has been formed. Study groups are expected to meet to discuss each Caselette. **The deadline for the formation of study groups is session # 2.**

Student Grades

The final course grade will be computed as follows:

- | | |
|------------------------------------|-----|
| • Classroom participation | 30% |
| • Case memos and other assignments | 35% |
| • Quiz | 35% |

Individual class participation: Active class participation is very important for this course. Both quantity and quality of your comments count. Because so much of the learning in this course occurs in the classroom, it is important that you attend every class. If you have to miss class, for one reason or another, please notify the instructor and the TA in advance by e-mail. All students are expected to participate in class discussions. Students should expect to be cold called. Your participation in each class session will be recorded. To enable proper credit you are required to **bring your name card to each class. (Note: Failure to display your name plate in any class session may result in not receiving credit for your class participation in that session.)**

Case memos and other assignments: For each of the assigned Caselettes or cases, the study group team will turn in at the beginning of class (or post in the Web Café before Class) a two-page memo (double space, font 11) in which the study questions are addressed. The names of the students in the study team must appear on front page of the memo. Write these as if you were writing a recommendation to the major decision-maker in the case. The two-page limit is for text only. You may attach as many numerical calculations as you wish BUT your submission must be integrated into a single file. Memoranda will not be accepted after the class has met. **Credit will only be given to memos which are submitted at the beginning of the class to which the Caselette was assigned. No credit will be given if the memos which are handed in late or not handed in.**

QUIZ: May be taken on an open book/open notes basis. Students are asked to bring a calculator to the quiz. No laptops are allowed.

Note:

**The instructor will take great care to grade as fairly as possible and
will NOT discuss grades at the end of the course.**

Lecture Notes

PDF files with the PowerPoint slides used in class will be posted onto our Web Cafe site prior to class.

Course Syllabus**Required Text**

Course Bulk-pack: MGMT 264: Venture Capital and Entrepreneurial Management, Fall 2008 edition, compiled by Raffi Amit

Class Cancellation and Make-up Days:

In the unlikely event that a class must be canceled, students will be contacted by e-mail. Generally, if a make-up class can be scheduled, it will be held on the preceding or following Friday in the AM. Make-up classes will be video recorded and posted.

Communicating with the Instructor

The best way to contact me is by e-mail. I will make every effort to respond promptly. If you want to see me in person you will find it most efficient to coordinate a meeting with me. Alternatively, you may also come to my office (SH-DH 2012) during my office hours which are Monday and Wednesday 3:00 - 4:00 pm throughout the semester.

VI. Course Outline At-A-Glance MGMT 264 Fall 2008				
Session Number	Date	Topic	Case/activity	Submissions Due
1	W 9/3/2008	Course introduction and overview		
2	M 9/8/2008	The VC industry today - an industry in transition		
3	W 9/10/2008	VC firm structure and activities		
4	M 9/15/2008	Evaluating Investment Opportunities	Chemdex	Prepare case
5	W 9/17/2008	Evaluating investment opportunities Case Analysis	Chemdex	Post PowerPoint slides
6	M 9/22/2008	Evaluating investment opportunity – the business plan	IBAS Case	Read the IBAS plan. Be prepared to evaluate it in class
7	W 9/24/2008	Evaluating Investment opportunities: the Due diligence content and process	IBAS Case	See assignment posted in eRoom
8	M 9/29/2008	Organizational issues	Caselette # 1	Case Memo
9	W 10/1/2008	Initial capitalization in the formation of a startup	Caselette # 3	Case Memo
10	M 10/6/2008	Valuation methodologies	HBS Problem set case # N9-396-090	Prepare Questions 1 - 2
11	W 10/8/2008	Valuation methodologies (continued)	HBS Problem set case # N9-396-090 (continued)	Prepare Questions 3 - 6
	M 10/13/2008	No Class: Fall Break		
12	W 10/15/2008	Guest Speaker – Curtis Gunn		
13	M 10/20/2008	Fund raising Challenges: The Entrepreneur's perspective	Caselette # 4	Case memo
14	W 10/22/2008	Fund raising Challenges -- The VC Perspective Guest Speaker		
15	M 10/27/2008	Lecture on term Sheets		
16	W 10/29/2008	Liquidation preferences and Price protection anti - dilution	Caselette # 5	Case memo
17	M 11/03/2008	Analysis of a term sheet	Caselette # 6	Case memo
18	W 11/05/2008	Integrating valuation with term sheet structure Hand out materials for negotiation session	Apex A	Case memo
19	M 11/10/2008	Q&A with the TA		

20	W 11/12/2008	Term Sheet negotiation debriefing	Teams must be ready to present their negotiated term sheet	See negotiation instructions for the content and timing of your deliverables
21	M 11/17/2008	Guest Speaker Anatomy of a deal		
22	W 11/19/2008	Q&A with the TA		
23	M11/24/2008	Quiz		
24	W11/26/2008	Compensation practices in venture backed companies		
25	M 12/1/2008	Guest Speaker Legal aspect of venture capital		
26	W 12/3/2008	Corporate governance - the role and composition of the BOD in a venture backed firm Course summary		

Course Syllabus

Detailed Course Outline

Note: The session outline below is subject to change in order to accommodate the pace of class discussions and guest speakers' schedules

Wednesday, September 3, 2008**Session 1: Course Introduction and Overview**

- Course introduction
- Student introduction and team formation
- An overview and brief history of the venture capital industry and its role in fostering the growth firms

Monday, September 8, 2008**Session 2: The VC Industry Today – An Industry in Transition**

- Venture Capital objectives and investment strategies; role of the general partners
- Current industry trends

Required Reading:

- “A Note on the Venture Capital Industry.” Harvard Business School (July 21, 2001)
- “How Venture Capital Works.” B. Zider, Harvard Business Review
- “Venture Capital’s Hidden Calamity.” BusinessWeek (October 4, 2007)
- “VC Fundraising Falls 33 Percent.” Red Herring (October 15, 2007)
- “Corporate Venture Capital Investment at Highest Levels Since 2001.” NVCA (August 30, 2007)
- “Revving up.” Economist.com (October 11, 2007)

Supplemental Materials:

- “Venture Impact.” Global Insight (Fourth Edition)
- “VC Exit Market Not Impacted By Market Volatility and Sub Prime Concerns.” NVCA (October 1, 2007)
- “Global Trends in Venture Capital 2007 Survey.” Deloitte & Touche

Wednesday, September 10, 2008**Session 3: VC Firm Structure, and Activities**

- Venture Capital Funds: Structure, activities and practices

Required Reading

- Chapters 1 & 2. “The Economics of the Private Equity Market.” by Fenn, Liang & Prowse (December 1995, The Board of Governors of the Federal Reserve System)
- “Does Venture Capital Foster the Most Promising Entrepreneurial Firms?” by R. Amit, L. Glosten & E. Muller, California Management Review, 32 (3): 102-111, 1990
- “Why Venture Funds Don’t Want Your Cash.” The New York Times (July 18, 2004)
- “Extreme Makeover.” Institutional Investor (July 2004).

Monday, September 15, 2008**Session 4: Evaluating Investment Opportunities****Required Reading**

- Chemdex.com (HBS Case 9-898-076, revised: June 22, 1999)
- “Criteria used by venture capitalists to evaluate business plans” by I. MacMillan, R. Siegel, and P. Subba Narashima. Journal of Business Venturing 1, 119-128 (1985)

Chemdex Case preparation question:

1. How would you describe the opportunity that David Perry identified? **(Due at beginning of class)**

Wednesday, September 17, 2008**Session 5: Evaluating Investment Opportunities – Case Analysis****Required Reading**

- Chemdex.com (HBS Case 9-898-076, revised: June 22, 1999)

Chemdex Case preparation questions:

1. Which criteria would you use in general for assessing an entrepreneurial opportunity? What would you – as an entrepreneur and as an investor - look for in a start-up business? **Please post your PowerPoint slide on our Web café site in the Assignment Folder.**
2. Imagine you are considering an investment in Chemdex in 1997. How would you evaluate this specific opportunity? **Please post your PowerPoint slides on our Web Café site in the Assignment Folder.**
(Due at the beginning of class)

Monday, September 22, 2008**Session 6: Evaluating Investment**

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Opportunities—The Business Plan**Required Reading**

- Case: IBAS business plan
- Be prepared to evaluate the plan in class
- “How to Write a Great Business Plan.” W. Sahlman, *Harvard Business Review*, July-Aug 1997

Supplemental Materials

- Sample business plans

Wednesday, September 24, 2008**Session 7: Evaluating Investment Opportunities – the Due Diligence Content and Process**

- IBAS Case — see case assignment in the eRoom (**due at the beginning of class**)

Monday, September 29, 2008**Session 8: Organizational Issues in the Formation of a Start-Up**

- Forming the company; creating a capital structure in preparation for a venture financing
- Intellectual property: the importance of getting it right
- Founders’ stock and basic equity incentive arrangements
- **Prepare Caselette # 1: Organizational Issues in the Formation of a Start-Up (Due at the beginning of class)**

Required Reading:

- “The Legal Forms of Organization.” Harvard Business School (February 19, 2004)
- “The Legal Protection of Intellectual Property.” Harvard Business School (April 17, 1998)
- “How to Build an Organization.” Author Unknown.
- “Guide to Trademark Issues for a New Company.” WSGR (2005)

Supplemental Materials:

- “Venture Capitalists.” *Hi-Tech Start-Up*, by J. Nesheim
- Summary of Principal Terms: Sample Venture Capital Fund I, L.P.
- Memorandum on the Operation of Newly Formed Delaware Corporations Operating in California

- Certificate of Incorporation
- Action by Unanimous Written Consent of the Board of Directors in Lieu of First Meeting
- Action by Written Consent of Sole Director
- Bylaws
- Founder’s Assignment Agreement
- Equity Compensation Overview Memorandum (WSGR)
- 2001 Stock Option Plan
- Notice of Grant and Stock Option Agreement
- Restricted Stock Purchase Agreement
- Form of standard employee offer letter
- Form of At-Will Employment, Confidential Information, Invention Assignment, and Arbitration Agreement
- Form of consulting agreement

Wednesday, October 1, 2008**Session 9: Initial Capitalization in the Formation of a Startup**

- **Prepare Caselette #3: Considerations in establishing the initial capitalization of the start-up (Due at the beginning of class)**

Monday, October 6, 2008**Session 10: Valuation Methodologies**

- Financial valuation methodologies; the art and the science of valuation
- Financing strategies and the impact of dilution
- **Case Discussion: The Venture Capital Method – Valuation Problem Set (HBS case # N9-396-090)**
 - Prepare Questions 1 & 2 (**Due at the beginning of class**)

Required Reading:

- “Valuation: What it’s Worth.” VentureEdge 2001
- “A Note on Valuation in Private Equity Settings” (HBS, 9-297-050 Rev April 8, 2002)

Wednesday, October 8, 2008**Session 11: Valuation Methodologies (continued)**

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- **Case Discussion: The Venture Capital Method – Valuation Problem Set (HBS case # N9-396-090) continued**
 - Prepare Questions 3 – 6 (Due at the beginning of class)

Required reading

- “Ownership, Dilution, Negotiation, and Valuation,” Chapter 7, Hi-Tech Start-Up by J. Nesheim

Wednesday, October 15, 2008**Session 12: Guest Speaker – Curtis Gunn****Monday, October 20, 2008****Session 13: Fundraising Challenges – the Entrepreneur’s Perspective**

- Raising Capital; the role of the business plan; fundraising strategies
- Due diligence: content and process
- **Prepare Caselette #4: Issues encountered in connection with First Round Financing (Due at the beginning of class)**

Required Reading:

- “Non-Traditional Financing Sources.” G. Sneddon and J. Turner
- “Bootstrap Finance: The Art of Start-ups.” A. Bhidé, Harvard Business Review, Nov-Dec 1992
- “How to Choose and Approach a Venture Capitalist.” G. Tankersley, Jr.
- “How to Find the Right Investors for Your Business.” Author unknown.
- “Meeting with the Venture Capitalist.” W. Kingsley
- “New Venture Financing.” Harvard Business School (July 22, 2004)
- “Angel Investing Lags in First Half.” Red Herring (September 21, 2007)
- “Venture Capital Goes Big.” Wall Street Journal (October 5, 2007)
- “Google’s New Role: Venture Capitalist.” BusinessWeek (September 12, 2007)

Supplemental Materials:

- “Venture Capital: The dealmaker.” San Jose Mercury News (June 28, 2007)
- “Fundraising Workshop.” Deloitte & Touche
- Cinta Networks \$50 Million Series C Convertible Preferred Stock (July 2001)

Wednesday, October 22, 2008**Session 14: Fund raising Challenges -- The VC Perspective**

Guest Speaker – VC - TBA

Monday, October 27, 2008**Session 15: Lecture on Term Sheets****Supplemental Materials:**

- Memorandum of Terms for Private Placement of Series A Preferred Stock
- Memorandum of Terms for Private Placement of Series C Preferred Stock
- First Amended and Restated Articles of Incorporation
- “Financial Contracting Theory Meets the Real World: An Empirical Analysis of Venture Capital Contracts,” S. Kaplan & P. Strömberg, Review of Economic Studies, 2002

Wednesday, October 29, 2008**Session 16: Liquidation preferences and price protection anti dilution**

- **Prepare Caselette #5: Liquidation Preferences and Anti-dilution Formulas (Due at the beginning of class)**

Required Reading:

- “It’s Time To Do Away With Participating Preferred.” Venture Capital Journal (July 2006)
- “The Entrepreneurs Report: Private Company Financing Trends.” WSGR (Fall 2007)

Supplemental Materials:

- “VentureOne Deal Terms Report.” Dow Jones (Fourth Edition)

Monday, November 3, 2008**Session 17: Analysis of a Term Sheet**

- **Prepare Caselette #6: Analysis of a Typical Venture Capital Term Sheet (due at the beginning of class)**

Wednesday, November 5, 2008**Session 18: Integrating valuation with term sheet structure**

- **Prepare the Apex Investment Partners (A): April 1995 Case Study**
- **Case preparation Questions:**
 1. How has AccessLine financed itself to date? Why have they chosen this strategy? What have been the implications for the firm?
 2. Why does Dan Kranzler regard Apex Investment Partners as an attractive source of venture capital? Why does Apex find AccessLine to be an attractive investment?
 3. How attractive are the terms that AccessLine has proposed to Apex for the Series B financing? What are the key differences from those in Series A financing round? What issues, if any, should concern Apex?
 4. What is an appropriate valuation for AccessLine? Do analyses using the comparable method, discounted cash flow method, and the "venture capital" method. Do these methods suggest similar or different values for AccessLine?
- **Case memo due at the beginning of class.** Be prepared to be called upon to do the valuation.
- **Hand out materials for negotiation session**

At the end of this class, we will let you know how we paired the teams: Each student will be assigned as either a founders or to a VC team.

We will pair each Founders team with two teams of VCs. Each Founders team will get term sheets which reflect initial offers from two different VC firms. Everyone will get a background document and a set of instructions which explain the assignment in great detail

Details of your deliverables for the class on **November 12** will be handed out in class.

Monday, November 10, 2008**Session 19: Term Sheet negotiation Session**

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Entrepreneur and VC teams meet to negotiate their term sheets

Wednesday, November 12, 2008**Session 20: Term Sheet debriefing Session**

- During this session teams will **present their Negotiated Term Sheet** and discuss the issues they ran into during the negotiation. There must be a negotiated solution. (**Due at the beginning of class**)

See negotiation instructions for the content and timing of your deliverables

Monday, November 17, 2008**Session 21: Guest Speaker: Anatomy of a deal**

Guest Speaker: TBA

Wednesday, November 19, 2008**Session 22 : Q&A**

Optional session in preparation for Quiz

Monday, November 24, 2008**Session 23: Quiz**

Bring your calculator

Wednesday, November 26, 2008**Session 24: Compensation practices in venture backed companies**

- Compensation Elements
- ISOs and NSOs
- The impact of 123R on Incentive compensation in the high growth potential company
- Implications of IRC section 409A
- Alternative forms of Incentive compensation

Required reading

- "Now Is The Time To Reform SOX Section 404." Venture Capital Journal (June 2006)

Monday, December 1, 2008

Session 25: Guest Speaker: Legal aspects of venture capital

Guest Speaker:

Wednesday, December 3, 2008

Session 26: Corporate Governance – the Role and Composition of the BOD in a Venture Backed Firm

- The roles and composition of the BOD
- Overcoming difficult times
- Course Wrap up