



## Jonathan D. Gworek

Member

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An experienced and versatile corporate attorney, Jon guides entrepreneurs, technology start-ups and emerging companies from formation through liquidity event. While Jon serves as general outside counsel to his clients and addresses their on-going legal needs, his practice is largely transaction-based as he advises clients through angel and venture capital financings, and a range of commercial transactions, including commercial licenses, joint ventures, and mergers and acquisitions. Jon also represents a number of angel and venture capital investors. His strong interest in innovation — he is the holder of two patents himself — and his passion for entrepreneurship shows through in the energy and enthusiasm he brings to bear for the benefit of his clients.

Jon has taken on a number of leadership positions in the legal and venture communities. He is a past chair of the MIT Enterprise Forum of Cambridge and was a longstanding member of its Executive Committee. Jon is active in the American Bar Association, where he is immediate past chair of the Private Equity and Venture Capital Committee, which saw significant growth during his tenure. He remains an active member of the PEVC Committee's leadership team serving as the program's chair where he is responsible for continuing legal education programming. Jon is also a member of the National Venture Capital Association's General Counsel Advisory Board and its Model Documents Standing Committee. In this capacity, he is part of a select team of lawyers from across the country responsible for maintaining and updating this important practitioners' resource which reflects changes in law and in practice. Additionally, Jon is an active Brown University alumnus and is currently serving a five year term as president of his class. He is also a member of the board of directors of the Brown Club of Boston. Jon is also a prolific author of many articles related to start-ups, emerging companies and early stage finance.

### Affiliations

American Bar Association

Massachusetts Bar Association

### Education

University of Connecticut School of Law, J.D.  
Brown University, B.S.

### Admissions

Massachusetts Bar  
California Bar

### Practice Areas

Corporate  
Mergers & Acquisitions  
Startups & Emerging Companies  
Venture Capital

### Industries

FinTech  
FoodTech & AgTech  
HealthTech  
Internet of Things  
Life Sciences  
Software-as-a-Service

Boston Bar Association

ABA Private Equity and Venture Capital Committee

MIT \$100K Competition

MIT Venture Mentoring Service

WGBH

National Venture Capital Association's General Counsel Advisory Board

## Speaking Engagements

Panelist, *Capital Raising Documents Made Easy: An Inside Look at the Recent Release of the NVCA Forms*, Boston Bar Association

Moderator, *How Changes in the Administration Could Impact Venture Capital*, ABA webinar

Moderator, *Founder Coup Averted on Equitable Grounds: The Palisades Case*, ABA webinar

Moderator, *Maximizing Value in M&A*, 2019 VC and M&A Forum

Moderator, *Should Venture Capital Take Another Look at The Use of Alternative Entities*, ABA Business Law Section Annual Meeting 2018

Moderator, *Basho Technologies: Examining the Contours of 'Control' and the Attendant Fiduciary Duties Owed by VC's*, ABA Business Law Section

Moderator, *Fiduciary Duties and the Covenant of Good Faith and Fair Dealing in LLC's*, ABA Business Law Breaking News

Moderator, *Analysis of the Latest NVCA Form Documents*, ABA Business Law Section Spring Meeting 2018

Moderator, *Maximizing Value in M&A*, 2018 VC and M&A Forum

Moderator, *M&A Considerations for Venture-Backed Companies*, CIC Panel

Panelist, *Matchmaking & Papering the Deal in the VC World*, MCLE

Panelist, *Careers in Venture Capital and Private Equity for J.D. Students*, Harvard Law School

Moderator, *Great Hill Equity Partners and the Attorney-Client Privilege in M&A: You mean we sold that too?*, ABA webinar

Moderator, *When Absolutely Nothing is Entirely Fair: M&A Lessons from In re Trados*, ABA webinar

## Publications

Quoted: *You Got Your Paycheck Protection Program Loan. Now What? Advice From Small-Business Lawyers*, *Forbes*

Practical Strategies for Venture and Private Equity Backed Businesses Considering PPP Loans, COVID-19 Alert

The Continued Evolution of the NVCA Documents: A Summary of Major Changes

The Evolution of the NVCA Documents: A Brief Description of the Changes to the Crowdsourced Gem of Venture Capital Practice

Shadow Preferred Stock: A Crack In The “SAFE” Seed Finance Documents?

The Threat of Social Media Diligence on the Confidentiality of the M&A Process: The Problem and Possible Solutions  
*Business Law Today*

“Stealth Mode” Venture Capital Financings and the Pending Jobs Act Regulations

Toward a Standardized Transactional Forms and Documentation Process for VCs

Seed Convertible Note Discounts: Reconciling “Stock” and “Liquidation Preference” Premiums

National Venture Capital Association Modifies Documents in Response to In Re Trados Case

Venture Capital Transactions: Caps on Participating Preferred and the “Zone of Indifference”

Annual Survey of Judicial Developments Pertaining to Venture Capital, *Annual Survey Working Group of the Venture Capital Transactional Issues and Documents Subcommittee, Private Equity and Venture Capital Committee, ABA Section of Business Law (contributing author)*

Founders’ Representations and Warranties in the Venture Capital Transaction

Double Trigger Acceleration: Neat in Theory, Messy in Practice

Proper Notice and Conduct of Board Meeting Necessary To Ensure Valid Corporate Action

Attorney-Client Privilege Waived as a Result of Special Committee Investigation Report to Full Board

The Making of a Winning Term Sheet: Understanding What Founders Want — Part II. Vesting Acceleration, Reallocation of Founder’s Stock, Option Pool Dilution and Founder Liquidity

The Making of a Winning Term Sheet: Understanding What Founders Want — Part I. Special Common Liquidation Preference

Bridging the Option Pool Gap

Data Mining the Venture-Backed Company Charter

The Liquidation Preference of Non-participating Preferred: What’s “The Deal” with NVCA Escrow Provision?

Protecting the Legal Interests of Founders in a Startup Emerging Technology Company

Motivating Employees in the Face of Substantial Liquidation Preferences — The Overhang Problem

The Low Down on Start-Ups