

[Date]

[Founder Name]  
[CEO/Founder]  
[Company Name]  
[Company Address]

## **RE: Non-Binding Letter of Intent for Series A Financing**

Dear [Founder Name],

On behalf of [Venture Capital Firm Name], I am pleased to present this Letter of Intent for a Series A investment in [Company Name]. We have been impressed by your team's progress and are excited about the prospect of partnering with you.

**1. Investment Amount:** Our firm intends to lead the round with an investment of \$[Amount], representing a total round size of \$[Total Round Amount].

**2. Valuation:** This offer is based on a post-money valuation of \$[Amount], assuming a fully diluted capitalization table inclusive of an available employee option pool of [Percentage]%.

**3. Security Type:** The investment will be made in the form of Series A Preferred Stock.

**4. Governance:** Upon closing, [Venture Capital Firm Name] will be entitled to one seat on the Company's Board of Directors, to be held by [Managing Partner Name].

**5. Conditions to Closing:** Completion of the investment is subject to the following:

- Satisfactory completion of business and legal due diligence.
- Execution of definitive legal agreements (Purchase Agreement, Voting Agreement, Rights Agreement).
- Approval by our Investment Committee.

**6. Exclusivity:** By signing this letter, the Company agrees to an exclusivity period of [Number, e.g., 30] days to finalize the transaction, during which the Company will not solicit or negotiate other investment offers.

**7. Non-Binding Nature:** Except for the provisions regarding Exclusivity and Confidentiality, this letter is a non-binding expression of intent and does not constitute a legal obligation to invest.

We look forward to working together to build a market-leading company.

Sincerely,

[Signature]  
[Managing Partner Name]  
Managing Partner  
[Venture Capital Firm Name]

---

**Accepted and Agreed:**

For [Company Name]: \_\_\_\_\_  
Date: \_\_\_\_\_