Harlem Capital Syllabus

October 2022





Since its inception — the Harlem Capital Syllabus has been the cornerstone of our Internship program. For the first time, we've decided to release the Syllabus to the community.

If you're looking to go 0-100 on venture capital — this syllabus is for you!



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Overview

The Harlem Capital Syllabus synthesizes common VC topics and circulates helpful VC resources — for funders, founders, operators, and those seeking to transition into a role in the innovation economy.

As the venture capital industry is constantly evolving, this is not meant to be end-all be-all, VC resource guide but a starting place for those looking to learn more on core VC topics.

A Note on How to Use the Syllabus:

We recommend working through the Syllabus over a number of weeks.

Our internship is 10 weeks and our interns deep dive on 1-2 sections per week. Each section has:

- Summary Pages to give an overview of the concept
- **Resources Page** providing articles, videos, podcasts and additional materials for all types of learning styles



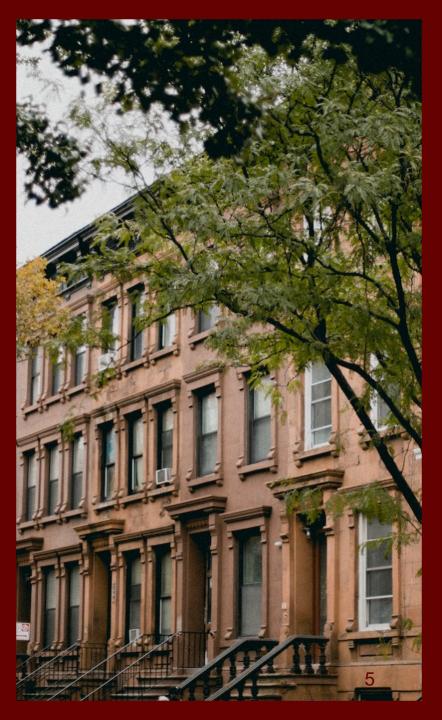






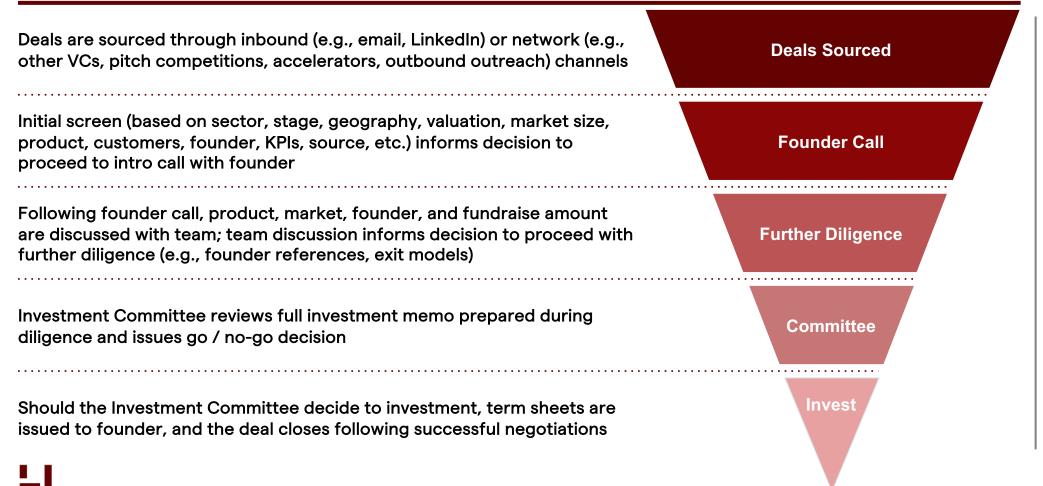
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Sourcing & Due Diligence



Sourcing and Due Diligence

HCP Deal Funnel



Supporting processes must be built thoughtfully to be efficient with team time and reduce bias

Conversion

rates through the funnel will

vary by fund -

1% of deals

convert to

investments

sourced

at HCP, roughly

6

Sourcing and Due Diligence Resources

Articles

- <u>Venture Capital Funnel Shows Odds Of</u> <u>Becoming A Unicorn Are About 1%</u>
- VC Sourcing 101
- <u>Venture Capital Due Diligence: An Introduction</u>
- <u>Venture Capital Due Diligence: The Screening</u>
 <u>Process</u>
- <u>Venture Capital Due Diligence: The Market Test</u>
- <u>Venture Capital Due Diligence: The Scorecard</u>
- <u>A VCs four most valuable connections for</u> <u>sourcing deals and conducting diligence</u>



Videos / Podcasts

- Dalton Caldwell: Incubators, Accelerators, and Y
 <u>Combinator</u>
- Decision Analysis in Venture Capital



Product-Market Fit

What Makes A Good Business?





Product-Market Fit (PMF)

What is PMF?

Product-market fit is the ability of a product to meet the demand of a (large) market

Achieving product-market fit is not synonymous with building a "great" product the product just needs to be good enough to meet customer needs

Why is it important?

Without product-market fit, founders don't know if they are solving a real problem in a sufficiently large market

A startup might invest resources building a "great" product, but without sufficient demand, it won't scale or succeed

How do I achieve PMF?	When o it?
There is no simple	There a
formula for achieving	product
product-market fit	as rapid
	high cus
It is a highly iterative,	and low
hypothesis driven process that involves listening to	acquisit
customers, rapid	When y

When do I know I have it?

There are **many signs of product-market fit**, such as rapid organic growth, high customer retention, and low customer acquisition costs

When you have PMF, customers are racing to purchase your product







prototyping, and user

testina



The majority of startup failures are due to a lack of product-market fit

Product Market Fit Resources

Articles

- HCP Investment Box
- How To Find A Company's Competitive
 Advantage?
- Your startup doesn't have a MOAT
- <u>The only thing that matters</u>
- How to navigate the product/market fit journey
- <u>12 things that matter most for product market</u> <u>fit</u>
- Investment Thesis @USV (Network Effects)
- Product Strategy: How to Find Product/Market <u>Fit</u>
- How to know if you've got product-market fit
- What Makes a Successful Founder?



Videos / Podcasts

- <u>Mastering the VC Game: How to Raise Your First</u> <u>Round of Capital (Jeff Bussgang)</u>
- Paying Attention to Details: It's All in the Details (details that matter for startups)
- Iterating Your Product and Market Strategy
- <u>Caitlin Strandberg (Lerer Hippeau) How To</u> <u>Identify Consumer Pain Points, The D2C</u> <u>Investment Landscape, and The New York</u> <u>Ecosystem</u>
- 20VC: How to Measure Product-Market Fit
- How VCs evaluate Product-Led Growth
 companies



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KPIs and Unit Economics



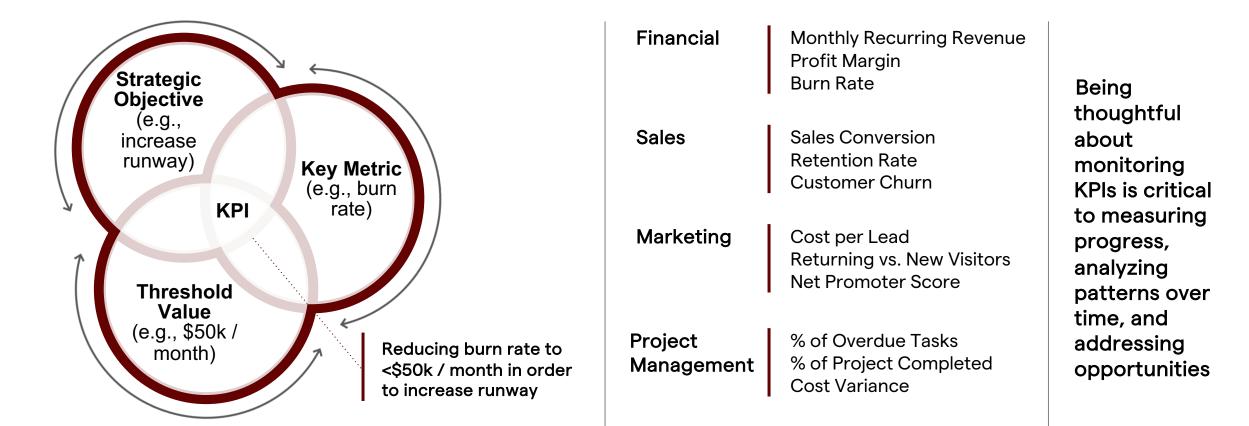
KPIs / Unit Economics

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1 What are they?	 KPIs are a set of indicators that help organizations assess progress toward strategic objectives KPIs track key metrics of a company A KPI sits at the intersection of a strategic objective, a key metric and a threshold value
2 Why are they important?	 They help companies: ✓ Monitor the company's health ✓ Measure progress ✓ Make adjustments and stay on track ✓ Analyze patterns over time ✓ Solve problems or tackle opportunities
3 How do you identify them?	 KPIs should align with the strategic objectives of the company KPIs vary based on company and industry There are broad KPIs that will apply to all companies, but there will be specific KPIs that are only applicable depending on industry and/or business model

KPIs / Unit Economics

Key Performance Indicators track metrics in order to assess progress towards goals, e.g., KPIs will vary based on industry and business model, but may include...



KPIs / Unit Economics Resources

Articles

- DTC metrics explained
- Ultimate SaaS Metrics Guide to Smarter, Faster Growth
- What is good retention
- What is a good growth rate
- Metrics that Matter: Crucial KPIs for High **Functioning Revenue Teams**
- SaaS Metrics Framework
- SaaS Finance Metrics
- What is good monthly churn
- What is a good payback period
- Ultimate Guide to Unit Economics
- Insight's Periodic Table



Videos / Podcasts

- Understanding Startup Metrics -- Mat Johnson of 500 Startups
- **Consumer Earthquakes**



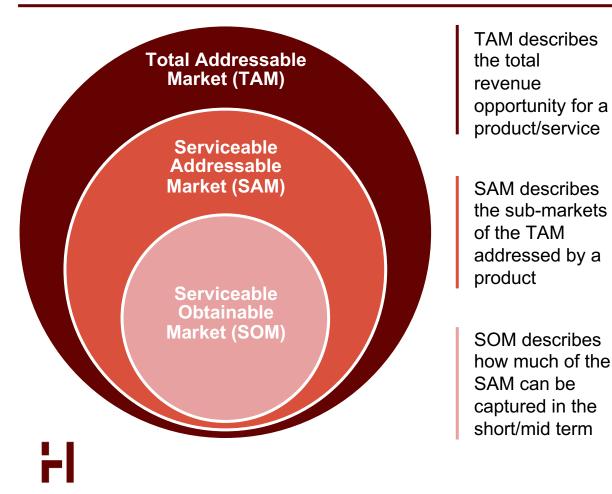
Market Sizing





Market Sizing

Market sizing quantifies the total rev. opportunity and provides a waypoint for assessing product market fit



Market Sizing Methodology

	There are multiple ways to develop a Market Sizing estimate, e.g.,				
	Top-down	Start by building a macro view of the market, then break it down into a relevant chunk, e.g.*:			
sizing		5M companies * \$5K average contract value = \$25B TAM \$25B * 20% of companies in target geography = \$5B SAM			
	Bottom-up	Start with the individual customer and pricing information then extrapolate from there, e.g.*:			
sizing		250K potential customers * \$5K average contract value = \$1.3B TAM			
	External research reports	Leverage industry research report providers such as IDC, Forrester, or Gartner to estimate the size of a specific market			
		16			

Market Sizing – Bottom-Up Example

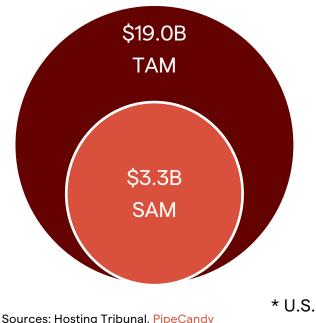
We estimate that the total addressable market is \$1.5B+ today based on the company's existing pricing structure. We believe pricing will increase over time and also note that eCommerce is expected to double in 5 years

Rev Stream 1	# Potential Customers Average Price / Month MRR ARR	250,000 \$500 \$125,000,000 \$1,500,000,000	SMB stores on Shopify, WooCommerce, Magneto, BigCommerce Avg from company projection model
Rev Stream 2	# Potential Customers Addl 100 Shipments Average Price / Addl 100 Shipments	250,000 [*] 1 \$10	Assumes each customer has 1 overage shipment charge Avg from company pricing model
	Monthly Variable Revenue Annual Variable Revenue	\$2,500,000 \$30,000,000	
		. , ,	
	Total Monthly Revenue	\$127,500,000	
	Total Annual Revenue	\$1,530,000,000	

Market Sizing – Top-Down Example

The company's initial target market includes eCommerce retailers that use Shopify, WooCommerce, Magento, and BigCommerce. Based on data from Hosting Tribunal, there are 3.8 million companies using these four platforms.

Using the company's average annual contract value of \$5,000, the TAM is ~\$19 billion for the company. Assuming the U.S. accounts for 17.2% of the companies on the 4 platforms, the service addressable market is \$3.3B for the company



3.8M companies on 4 platforms x \$5,000 Average Contract Value

654k* U.S. companies on 4 platforms x \$5,000 Average Contract Value

Market Sizing Resources



- <u>TAM Methodology: An Explanation and Example</u> of Total Addressable Market Analysis
- Sizing Up: Market Sizing for Your Business



Videos / Podcasts

• <u>Startups: Know Your Competitive Landscape</u> and Market Sizing (Stephanie Palmeri from <u>SoftTech VC</u>)













Valuation

There are several popular valuation methods used by investors, e.g.,

Method	Description	Relevant stage	Level of specula- tion	Profitability and revenue
Berkus / Scorecard Method	Investor attributes value based on presence of certain qualitative and quantitative criteria (e.g., sound idea)	Seed (pre-rev)	High	Total capital
VC Method	Investor assigns expected ROI (e.g., 50x) and exit value (e.g., \$100M) to initial investment (e.g., \$2M) to determine valuation	Seed - Series A (pre-rev)	High	invested Valuation
Market Multiple	Investor multiplies startup annual revenue by average enterprise value / revenue (EV/Rev) ratio of publicly traded comparables (e.g., \$125M revenue * 8.0 EV/Rev ratio = \$1B valuation)	Series B onwards (post-rev)	Low - Med	Business model
				Customer base

Many factors may affect a startup's valuation, particularly at early stages

Valuations are important as they inform the equity (% ownership) a founder has to give up in exchange for an investment (\$)

Market size and competition

Traction to

date

₽

Brand value (e.g.,

word of mouth)

Valuation Resources

Articles
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- HCP Fund Returner blog post
- How Do VCs Valuate a Company?
- <u>Startup Valuation The Ultimate Guide to</u> <u>Value Startups 2022</u>
- <u>Pre-Money vs. Post-Money: What's the</u> <u>Difference?</u>
- <u>What's your SaaS Company Worth?</u>
- <u>Venture Capital Deal Algebra</u>



Videos / Podcasts

<u>Raising Money and Valuing Startups (a16z)</u>



Term Sheets & Financing



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Financing

Term Sheets

A term sheet is a non-binding legal agreement between an investor and investee that **describes the terms and conditions of the investment**

Generally, term sheets will define: a company's valuation, the distribution of equity among founders, investors, and employees, voting rights, and governance structures for key decisions (e.g., company sale)

Capitalization Tables

A cap table **documents ownership percentages for all shareholders in each round of investment**, so that all parties are aware of how much of the company they own

Terms you may see in a cap table include: common and preferred shares, employee options / employee stock ownership plan, dilution percentage, and convertible notes

Financing Options

The following financing instruments all defer a company's valuation to a future date, allowing early stage companies to secure funding when it is still difficult to assess their value:

SAFEs: Simple Agreements for Future Equities provide founders with an investment in exchange for the right to convert the investment to equity at a future funding event (usually at a discount); SAFEs are generally quicker and cheaper to execute than convertible notes as they do not bear interest / maturity dates, and require less documentation

Convertible notes: Convertible notes provide an interest bearing loan to founders, which convert into shares during a future funding event (usually at a discount)

KISS: Keep it Simple Securities are similar to SAFEs, but (among other differences) are considered more investor friendly as they preserve investor interests during company sale and any future funding events

What is a Term Sheet?

The complement to valuation is the term sheet. The term sheet sets a pre- and post-money value on 100% of a startup's equity.

Term sheet provides guidance on and defines the following:

- How equity will be valued
- How that equity will be distributed between founders, investors, and employees (options pool)
- The decision-making rights associated with equity
- Key issues in governance

Due Diligence

Formal investor review of current status and progress

Term Sheet Negotiation

The conditions under which an investor will invest, including pre-money EV, shareholding, and governance

Legal Documents

The subscription agreement and changes to articles of association/ statuses

The Term Sheet is a non-binding document that bridges due diligence and legal documentation. It allows founders, investors, and other parties (lawyers, staff, etc.) to understand how the investment will be structured and managed

Cap Table

A capitalization table (or cap table) provides an analysis of a company's percentages of ownership, equity dilution, and value of equity in each round of investment by founders, investors, and other owners

	Pre-Financing			
Name	Common Stock	Options	Total Shares	% Fully Diluted
Founder A	2,000,000		2,000,000	44.4%
Founder B	1,600,000		1,600,000	35.6%
Employee A		80,000	80,000	1.8%
Employee B		40,000	40,000	0.9%
Investor A			0	0.0%
Investor B			0	0.0%
Remaining Optior	ns Pool	780,000	780,000	17.3%
Total	3,600,000	900,000	4,500,000	
% Ownership	80.0%	20.0%	100.0%	100.0%

Post-Financing				
Seed Preferred	Total Shares	% Fully Diluted		
	2,000,000	40.0%		
	1,600,000	32.0%		
	80,000	1.6%		
	40,000	0.8%		
250,000	250,000	5.0%		
250,000	250,000	5.0%		
	780,000	15.6%		
500,000	5,000,000			
10.0%	100.0%	100.0%		

Assume each share = \$1

Financing Resources

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- <u>Understanding Venture Capital Term Sheets</u>
- <u>Term Sheet Overview: Guide to Understanding</u> <u>and Negotiating Term Sheets</u>
- <u>Negotiating term sheets: focus on what's</u> <u>important</u>
- <u>Y Combinator Term Sheet Template</u>
- Cap Table 101
- Cap Tables: The Startup Founder's Guide
- <u>Cap Table Template</u>
- <u>SAFE vs. KISS, the evolution of the convertible</u> <u>note</u>
- <u>Anatomy of SAFE</u>
- <u>Venture Debt Overview</u>
- <u>To Follow-on or Not to Follow-on, Part 2 of Un-</u> learnings from a VC-Turned-LP
- Reserves



Videos / Podcasts

- <u>The Economics of Term Sheets, Cap Tables, and</u> <u>Payoff Matrices</u>
- <u>The Art of the Term Sheet with Scott Yaphe</u> (ABS Ventures)
- <u>Term Sheet Negotiations</u>
- <u>Negotiating to Reach a Fair Term Sheet with</u> <u>Carl Showalter (Opus Capital)</u>
- Cap Table 101: Understanding Dilution
- <u>Convertible Notes, Equity and Startup Funding</u> <u>Explained</u>
- <u>Seed Funding: Jeff Clavier and John Lee</u>
- <u>The Decision Process of a Venture Capitalist</u>



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Venture Capital Exits



VC Exit Overview

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1 What is it?	 An exit strategy is a plan that is executed by an investor, trader, venture capitalist, or business owner to liquidate a position in a financial asset or dispose of tangible business assets
2 What are the reasons for an Exit?	 Reasons for a VC Exit include but are not limited to: An exit strategy may also be executed when an investment has met its profit objective An exit strategy may be executed to exit a non-performing investment or close an unprofitable business Significant change in market conditions due to a catastrophic event Legal reasons, such as estate planning, liability lawsuits or a divorce Business owner/investor is retiring and wants to cash out
3 When is the best time for a VC Exit?	 There is no best time for a VC exit and there are many factors that affect it, but the main goal is to maximize ROI On average a VC will hold on to an investment for 8.2 years and will target a ~30% IRR

VC Exits

Common types of VC exits include

1

Mergers and Acquisitions (M&A) by public companies or other startups

2

3

An **Initial Public Offering** (IPO) to issue publicly traded shares

Management Buy Outs

(MBO) that sell the VC investment share back to the startup

On average, a VC will hold on to an investment for 7-8 years and will target a 30% rate of return; M&A is the most common type of exit for venture backed startups

A successful exit may look different from fund to fund

	Fund A	Fund B
Fund Size	\$50M	\$500M
	÷	÷
Target Exit Ownership	10%	20%
	=	=
Exit Needed to Return Fund	\$500M	\$2.5B

The way a VC thinks about "returning the fund" will also be influenced by other factors beyond fund size, such ownership targets, check sizes, number of investments, and follow-ons

Why are exits important?

Ultimately, exits are about money

An exit is a plan that investors leverage in order to liquidate a position in their asset (startup) - this can be in order to cash out on a return, or to recoup funds

Identifying the right time to exit is more of an art than a science - it will depend on many factors such as traction and macroeconomic conditions

VC Exits Resources

Articles

- <u>#OpenLP Series: Which investments generate</u> <u>the greatest value in venture: Consumer or</u> <u>Enterprise?</u>
- Meaningful VC Exits
- VC Exit Model Template
- Exit strategies for venture capital funds a peek behind the scenes
- Long Live the Tech IPO
- IPO vs M&A
- The meteoric rise of US unicorns in 2021
- The Global Unicorn Club



Videos / Podcasts

- Byron Deeter, Partner at Bessemer Venture Partners: 10 Laws of Building a Unicorn
- <u>Scott Sandell: The Current State of Silicon</u> <u>Valley and Unicorns</u>



Fund Operations





Fund Operations: Portfolio Management & Construction

Portfolio Management

Portfolio management is how investors analyze information, make decisions, and commit resources to improve and protect the value of their investments

Portfolio Monitoring

Sitting on company's Board of Directors, reviewing key financial statements, and informal mentorship



Company Analysis

Overseeing key metrics (e.g., operating expenses, sales pipeline) and tracking cash flow



Decision Making

Leveraging pattern recognition and performance of other deals to support with strategic decisions



Introducing founders to other funders, leading recruitment and hiring, and sourcing exit transactions

Diversification

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Portfolio Construction

Two popular, but competing, VC portfolio construction philosophies are the Conviction and Diversification Models



Description: VC fund maintains a smaller portfolio, with higher % ownership in each investment

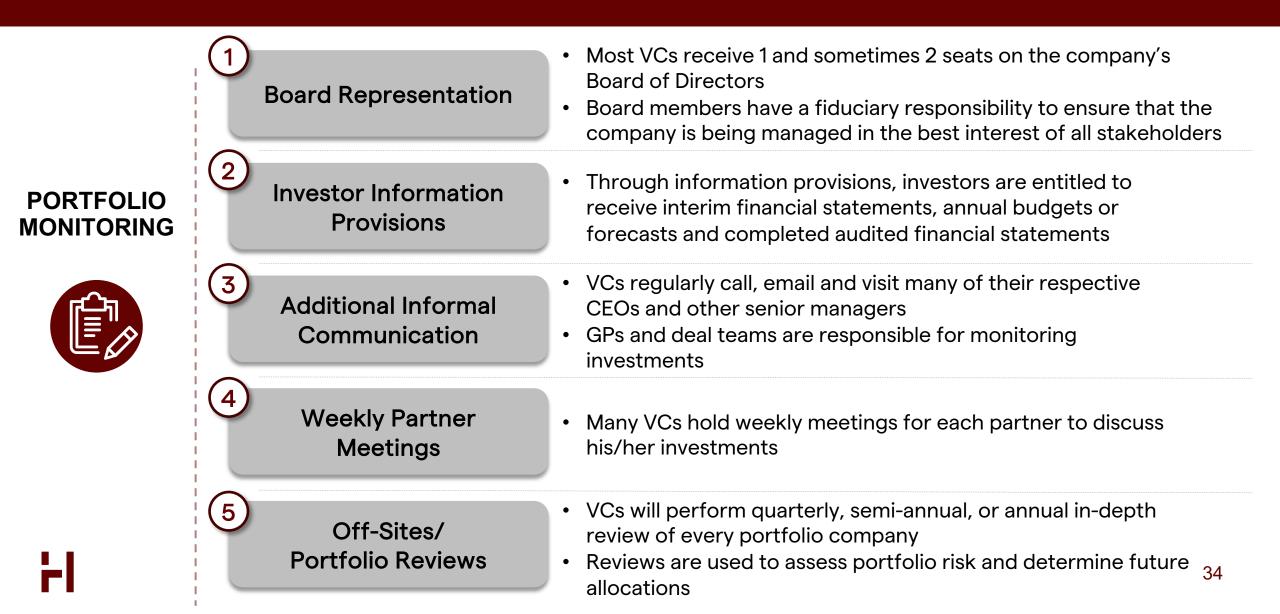
Fund Strategy: VC fund typically acts as lead investors (resulting in increased hands on time with portfolio companies) and reserves capital to preserve ownership % during follow-on rounds, particularly for companies that are "winning"



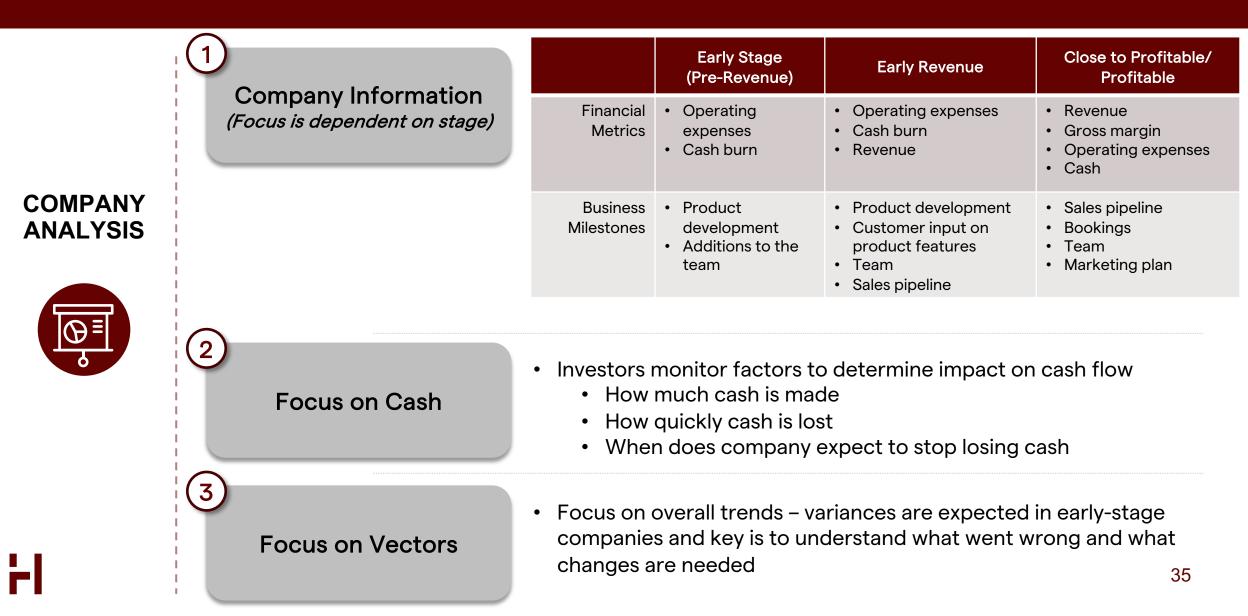
Description: VC fund maintains a larger portfolio, with lower % ownership in each investment

Fund Strategy: VC fund does not typically act as lead investors, which results in lower ownership than in a Conviction Model, but also preserves capital for 1) a larger portfolio of companies and 2) a potentially greater volume of follow-on rounds

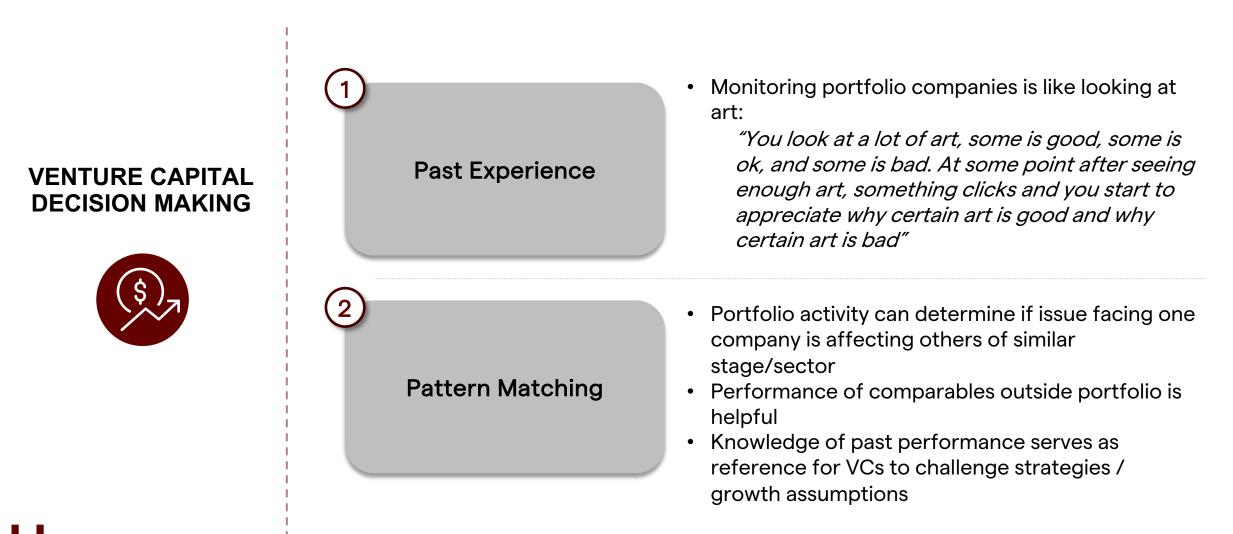
Portfolio Management: Portfolio Monitoring



Portfolio Management: Company Analysis



Portfolio Management: Venture Capital Decision Making



Portfolio Management: Portfolio Company Operations



Portfolio Construction: Conviction vs. Diversification

There are various portfolio construction models used in the U.S. venture capital market. Two are described below.

Conviction Model

Overview: Revolves around a small, concentrated portfolio of startup investments. This strategy pushes a fund to own as much of a company as it can (today's market: 10 – 15 startups)

Fund Strategy: Funds often act as lead investors with their initial investments. As company matures and raises additional capital, fund partners look to use their pro rata to maintain as high a percentage of ownership as possible

Key Components: GPs are very hands on with their companies. Because of the heavy time commitment to each company, conviction model funds are constrained in the number of investments they can make

Considerations: Large investors may come in at a later round and insist on buying the bulk of that round

Diversification Model

Overview: Revolves around making numerous investments across many companies (usually 30+). The idea is that a large diversified portfolio will give the fund higher chances of picking "winners." These funds may also have more options for follow-on and exits. (today's market 50 – 100 startups)

Fund Strategy: Do not act as lead investors because they make too many investments to carry the workload and time requirements of a lead. Overall ownership percentage may be lower than with conviction models

Key Components: GPs generally do not take board seats. Value-add may be more reactive or may be more focused in a particular form of advice or networks. GPs spend most of their time sourcing and vetting investments

Considerations:

- Funds have to make difficult decisions in terms for follow-on
- investments.
 - Fund size can creep up: too many small checks, means less ownership in any one company to meet return targets

Portfolio Construction: Hybrid Approaches

Venture studios and accelerators offer two hybrid approaches to portfolio construction

Venture Studio

Form of conviction strategy in which the fund builds business internally in hopes to spin out with high ownership

down the road

Accelerators

Diversification Strategy Hybrid: accelerators invest in many different startups over time

Conviction Strategy Hybrid: accelerators can have small class or cohort, in which managers are very hands-on

Others:

- There are accelerators that invest at the earliest of stages
- There are accelerators that are used to source deal flow for a larger fund

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Portfolio Construction: Key Considerations

There are several considerations that should be made when constructing a portfolio.

How should funds think about portfolio construction?

Investments:

An example portfolio breakdown:

- Each fund may have 45-50 investments
- Only 1 or 2 companies in each fund will return the entire fund
- Only 6 8 companies will have a fund level return (i.e. 25%+ the cost of the fund)

Investment Strategy:

- Lead rounds and take on the most risk early on in terms of market size, market timing and product \rightarrow successful companies may not be considered successful early on
- Culture of a fund is key there should be security to embrace risk; the fund should focus on outperformance at the fund level, not on individual partner performance

Initial Investment:

- Goal is to support great founders sourced through network/portfolio companies and support them through companies' entire lifecycles
- After investment track good data on quality of hiring, data on product, and data on the market

Reinvestment:

• If there is excitement around data collected post-initial investment and excitement around ability of startup to raise downstream capital → reinvest

How should funds think about initial vs. reinvestment

Fund Operations Resources

Articles

- Note on Venture Capital Portfolio Management
- <u>Venture capital portfolios: diversification versus</u> conviction investing



Videos / Podcasts

- <u>20VC: How to Think Through Portfolio</u> <u>Construction</u>
- <u>20VC: Haystack's Semil Shah on Whether</u> <u>Founders Are Bypassing Seed Funds in Favour</u> <u>Of Less Dilutive Multi-Stage Funds, How Fund</u> <u>Strategy Changes With Fund Scaling & Why The</u> <u>Hardest Challenge is Price Discipline</u>
- <u>Chris Douvos: Limited Partners and Fund of</u> <u>Funds</u>



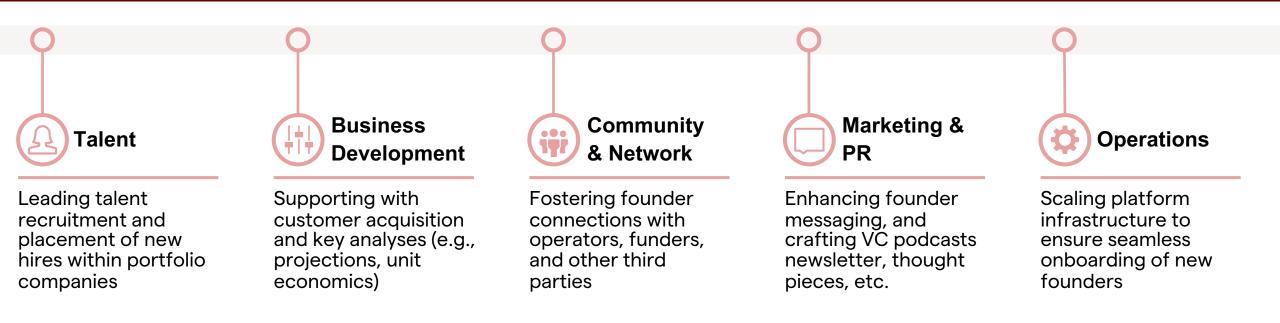
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The Rise of VC Platform



Platform

VC Platform roles are non-investing roles that enable competitive advantage by driving critical services, such as



Driving post-investment value is a critical function of the Platform role and can be a major contributor to deal quality / flow

Platform Resources



- <u>VC platform: the shadow task force behind</u> <u>investors' war for founders</u>
- <u>A Tool to Build & Benchmark Your VC Platform</u> <u>Strategy</u>
- <u>The VC Community Honeycomb: Identifying and</u> <u>Prioritizing Your Firm's Community</u>
- <u>Ten-thousand better decisions: Building a</u> <u>network around "network effects"</u>
- Why Head Of Platform Continues To Be One Of The Most Important Roles At A VC Firm
- Paths into Venture Capital: Decoding the VC Platform role



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Additional HCP Resources



Additional HCP Resources

Harlem Capital Reports and Articles

- 2021 Diverse Founder Report
- <u>2021 Latam Women Founders Report</u>
- Who are the diverse founders in Web3?
- How are Black & Latina Women Investors
 Breaking into VC?
- How To Be Recession Ready
- Harlem Capital's Vision for Web3
- Harlem Capital's Web3 Primer
- <u>Rising 305 Black & Latino Founders</u>
- Power 250 Black & LatinX Venture Capitalist
- Pace Setters 300 Female Founder

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Other Harlem Capital Firm Resources

- HCP Medium
- HCP Newsletter
- <u>HCP Twitter</u>
- More Equity Podcast

Team Twitter Accounts

- Brandon Bryant
- <u>Gabby Cazeau</u>
- <u>Henri Pierre-Jacques</u>
- Jarrid Tingle
- <u>Melody Hahm</u>
- <u>Nicole DeTommaso</u>
- <u>Tonna Obaze</u>

Let's change the face of entrepreneurship, together.



