



Silicon Valley
Venture Capital Survey
Third Quarter 2019

First Look

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FENWICK
& WEST

First Look

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Background

We analyzed the terms of 189 venture financings closed in the third quarter of 2019 by companies headquartered in Silicon Valley. The quarter recorded the highest average price increase since mid-2015. The software and internet/digital media industries were again the industries with the two strongest valuation results in the quarter.

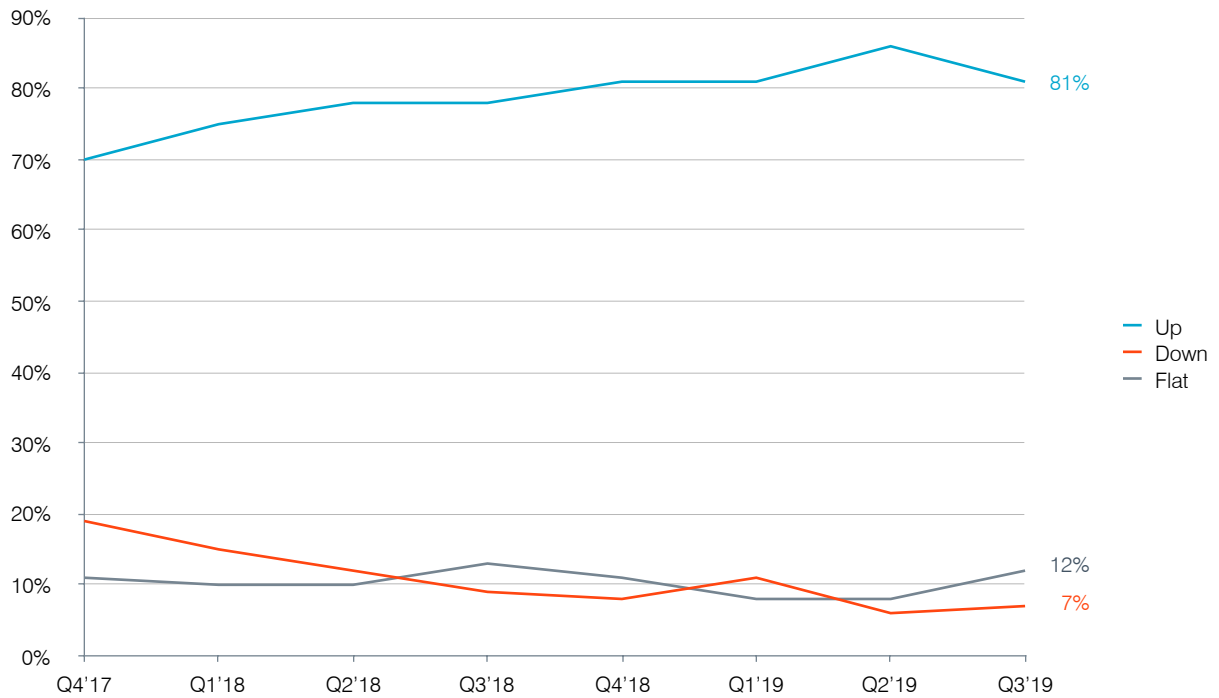
Overview of Fenwick & West Results

Valuation results remained strong in Q3 2019, but, aside from a spike in the average price increase in the quarter, have largely plateaued in 2019.

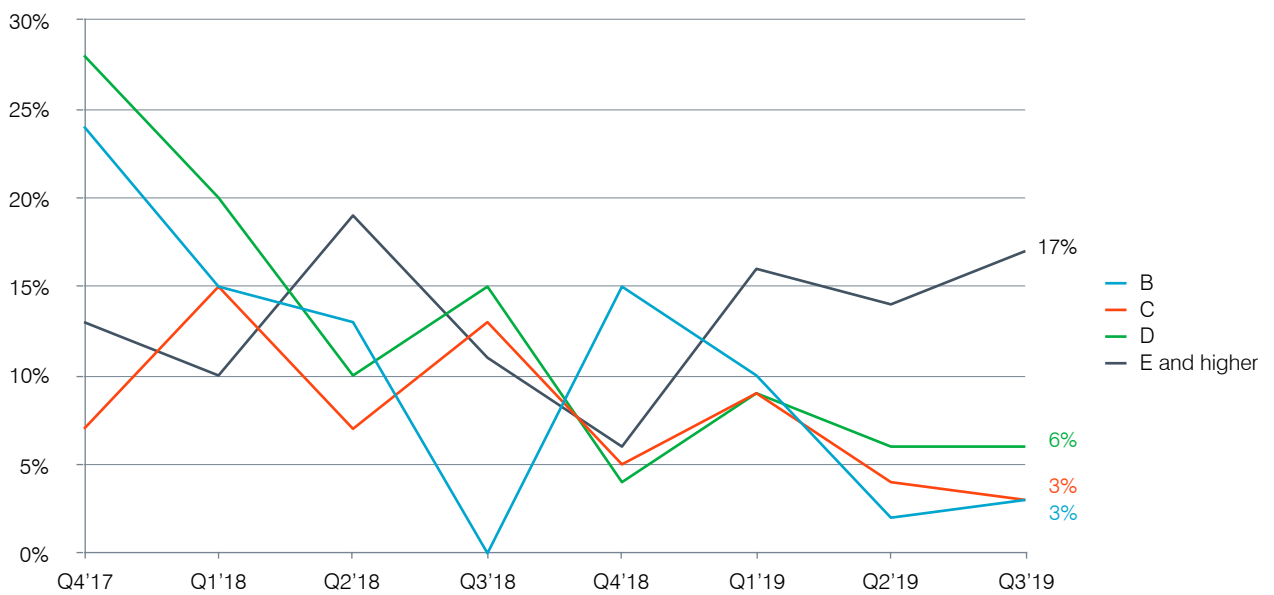
- Up rounds exceeded down rounds 81% to 7%, with 12% flat in Q3 2019, a decline from Q2 2019 when up rounds exceeded down rounds 86% to 6%, with 8% flat.
- The Fenwick & West Venture Capital Barometer™ showed an average price increase in Q3 of 88%, an increase from the 77% recorded in the prior quarter, and the highest average price increase since Q3 2015.
- Following four consecutive quarters of increases, the median price increase of financings declined moderately from 58% in Q2 to 54% in Q3.
- Similar to the prior quarter, valuation results for Series B and C financings were stronger compared to the prior quarter, while valuation results for Series D and E financing rounds weakened further.
- The software and internet/digital media industries both recorded stronger valuation results in Q3 compared to the prior quarter and were again the industries with the two strongest valuation results in the quarter. The hardware industry recorded a considerably higher average price increase in Q3 compared to the prior quarter, while the median price increase for the industry declined. The valuation results for the life sciences industry in Q3 lagged those for the other industries and declined compared to the prior quarter.

Fenwick & West Data on Valuation

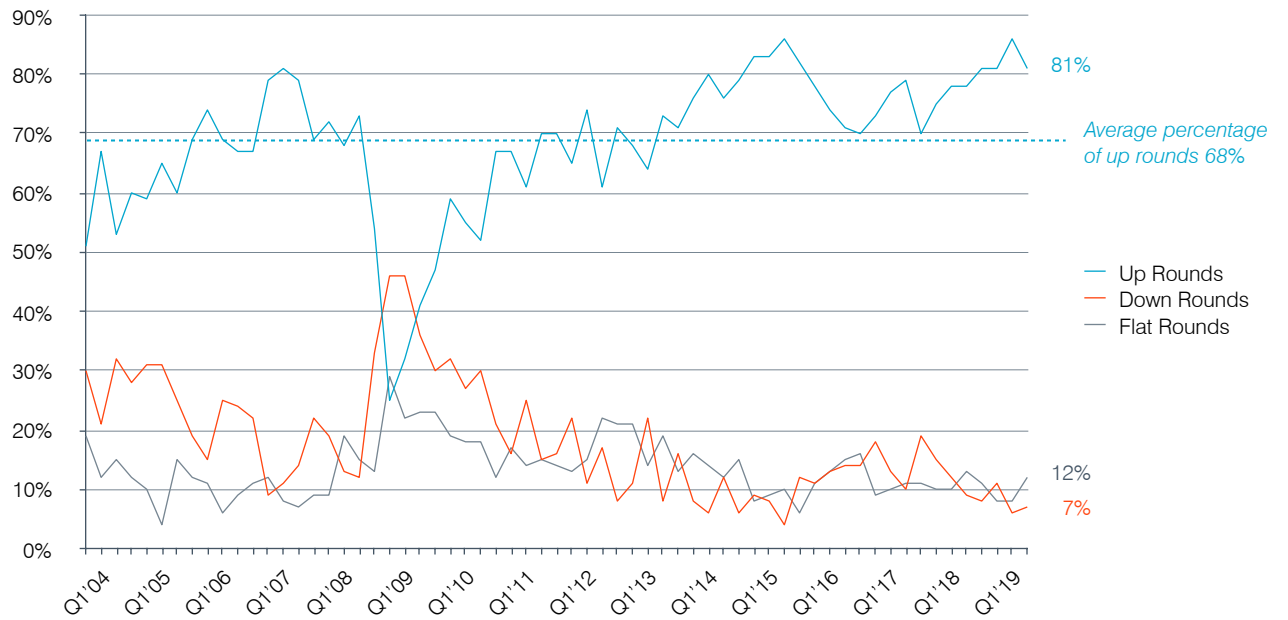
PRICE CHANGE—The direction of price changes for companies receiving financing in a quarter, compared to their prior round of financing is as follows:



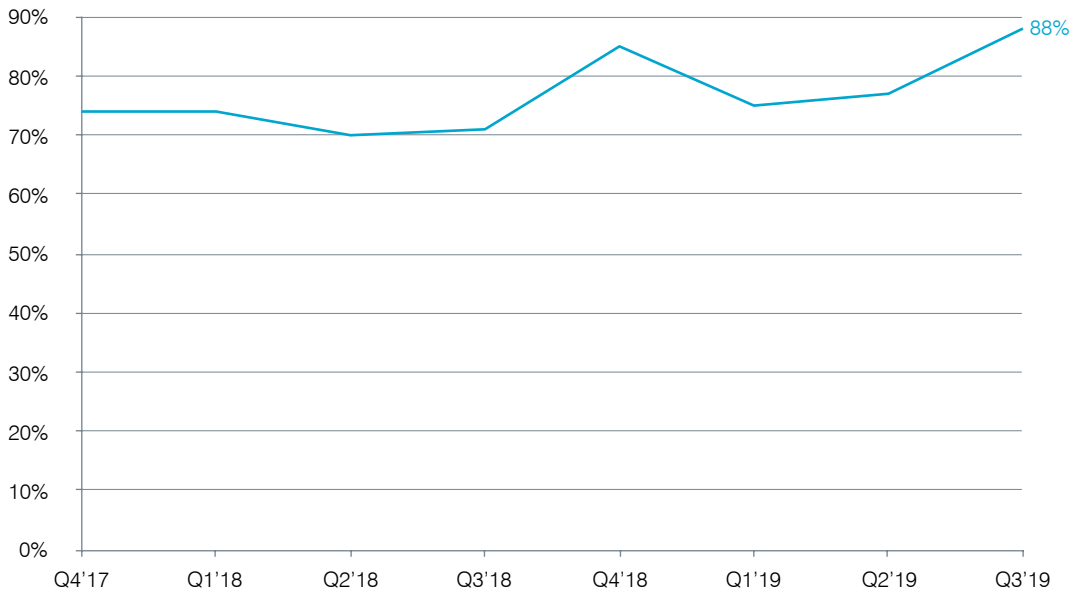
The percentage of **DOWN ROUNDS** by series were as follows:



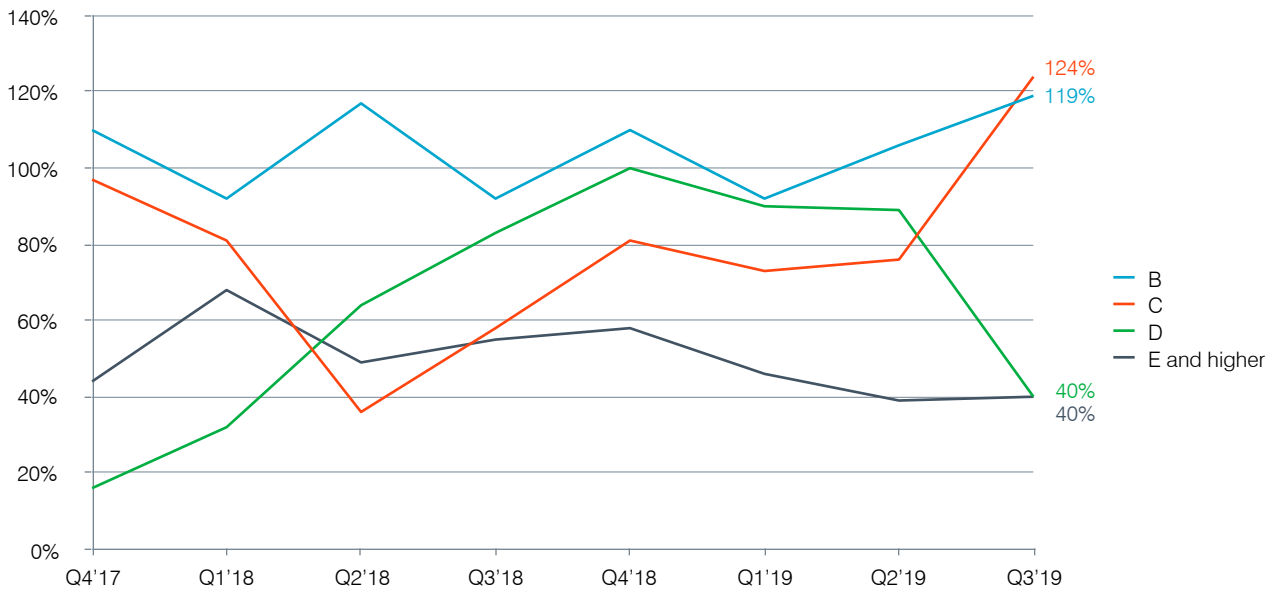
EXPANDED PRICE CHANGE GRAPH—Below is the direction of price changes for each quarter since 2004.



THE FENWICK & WEST VENTURE CAPITAL BAROMETER™ (magnitude of price change) — Below is the *average* percentage change between the price per share at which companies raised funds in a quarter, compared to the price per share at which such companies raised funds in their prior round of financing. In calculating the average, all rounds (up, down and flat) are included, and results are not weighted for the amount raised in a financing.



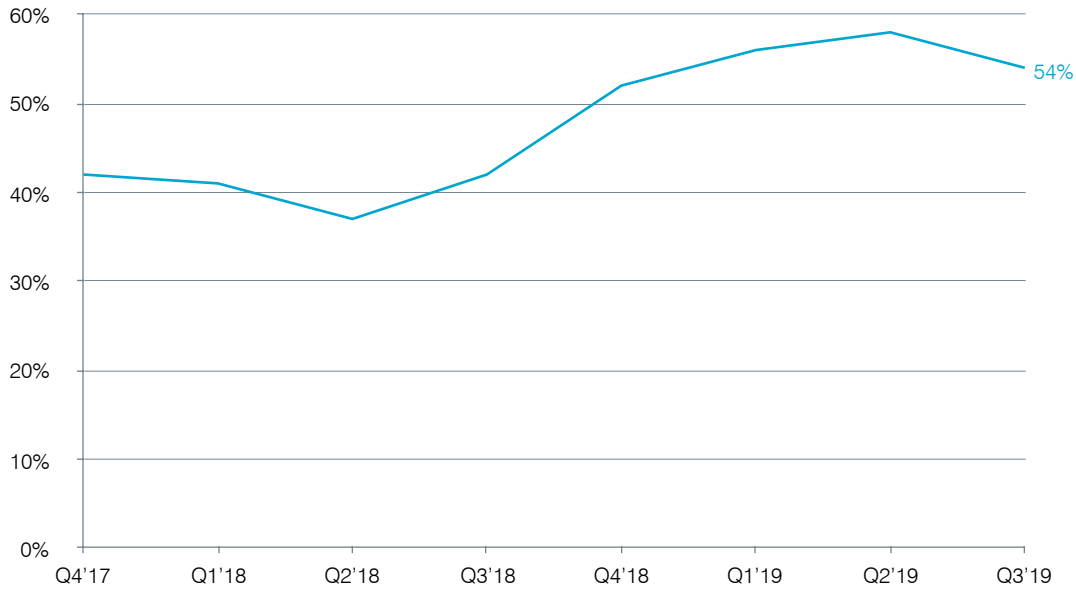
The Barometer results by series are as follows:



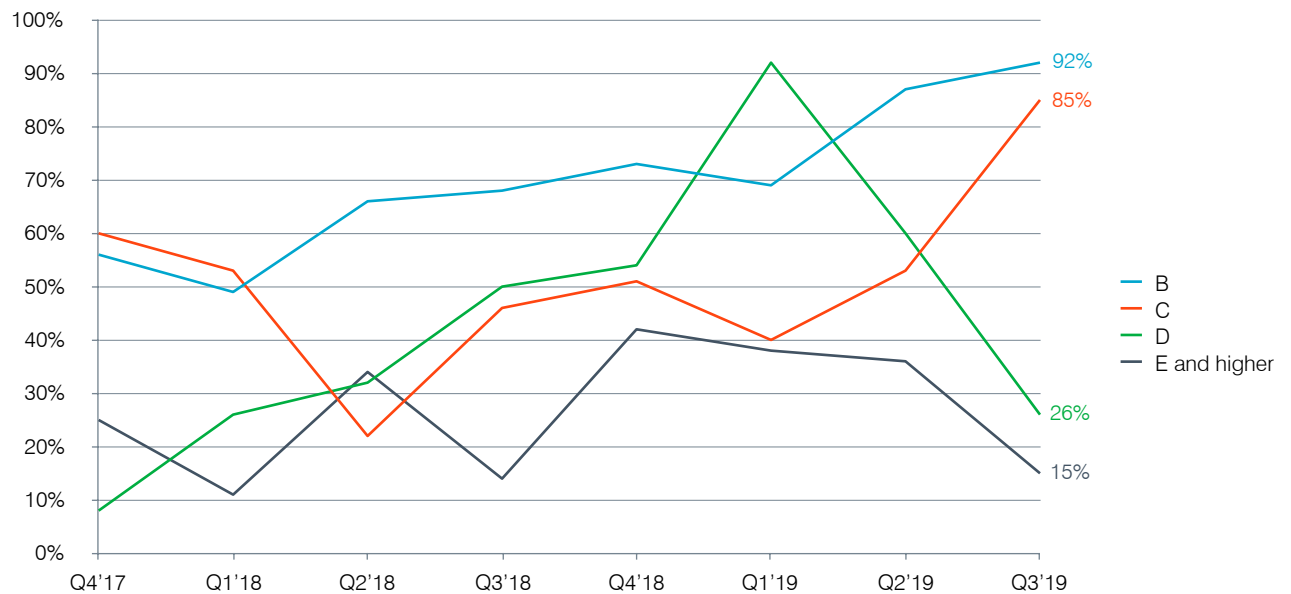
EXPANDED BAROMETER GRAPH—Below is the average percentage price change for each quarter since we began calculating this metric in 2004.



MEDIAN PERCENTAGE PRICE CHANGE—Below is the median percentage change between the price per share at which companies raised funds in a quarter, compared to the price per share at which such companies raised funds in their prior round of financing. In calculating the median, all rounds (up, down and flat) are included, and results are not weighted for the amount raised in the financing. Please note that this is different from the Barometer, which is based on average percentage price change.



MEDIAN PERCENTAGE PRICE CHANGE BY SERIES.



EXPANDED MEDIAN PRICE CHANGE GRAPH— Below is the median percentage price change for each quarter since we began calculating this metric in 2004.



RESULTS BY INDUSTRY FOR DIRECTION OF PRICE CHANGES AND AVERAGE AND MEDIAN

PRICE CHANGES—The table below illustrates the direction of price changes, and average and median price change results, for companies receiving financing in this quarter, compared to their previous round, by industry group. Companies receiving Series A financings are excluded as they have no previous rounds to compare.

Industry	Up Rounds	Down Rounds	Flat Rounds	Average Price Change	Median Price Change	Number of Financings
Software	81%	9%	9%	93%	77%	54
Hardware	93%	7%	0%	91%	29%	15
Life Sciences	67%	0%	33%	47%	16%	15
Internet/Digital Media	88%	8%	4%	94%	60%	24
Other	73%	7%	20%	93%	29%	15
Total all Industries	81%	7%	12%	88%	54%	123

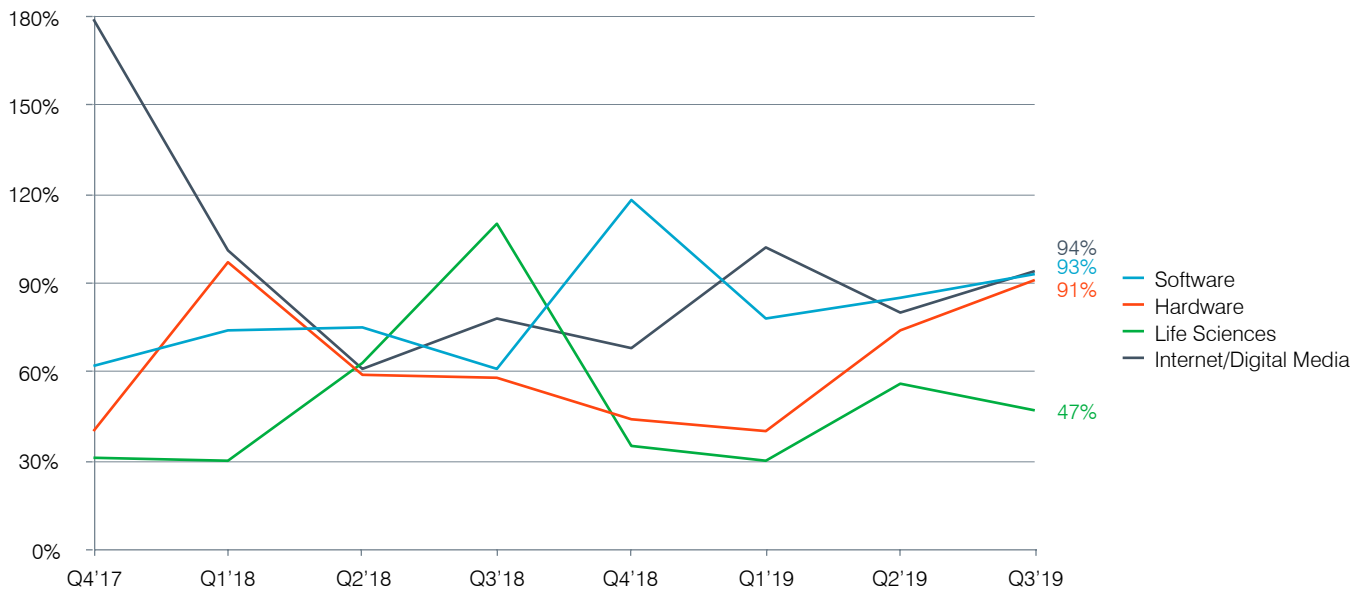
DOWN ROUND RESULTS BY INDUSTRY—The table below illustrates the percentage of “down rounds,” by industry groups, for each of the past eight quarters.

Down Rounds	Q4'17	Q1'18	Q2'18	Q3'18	Q4'18	Q1'19	Q2'19	Q3'19
Software	18%	16%	14%	11%	3%	12%	7%	9%
Hardware	28%	10%	5%	14%	26%	0%	0%	7%
Life Sciences	21%	16%	10%	5%	11%	27%	4%	0%
Internet/Digital Media	14%	17%	16%	5%	13%	5%	9%	8%
Other	13%	0%	16%	5%	0%	0%	7%	7%
Total all Industries	19%	15%	12%	9%	8%	11%	6%	7%

BAROMETER RESULTS BY INDUSTRY — The table below sets forth Barometer results by industry group for each of the last eight quarters.

Industry	Q4'17	Q1'18	Q2'18	Q3'18	Q4'18	Q1'19	Q2'19	Q3'19
Software	62%	74%	75%	61%	118%	78%	85%	93%
Hardware	40%	97%	59%	58%	44%	40%	74%	91%
Life Sciences	31%	30%	63%	110%	35%	30%	56%	47%
Internet/Digital Media	179%	101%	61%	78%	68%	102%	80%	94%
Other	73%	72%	81%	70%	90%	120%	67%	93%
Total all Industries	74%	74%	70%	71%	85%	75%	77%	88%

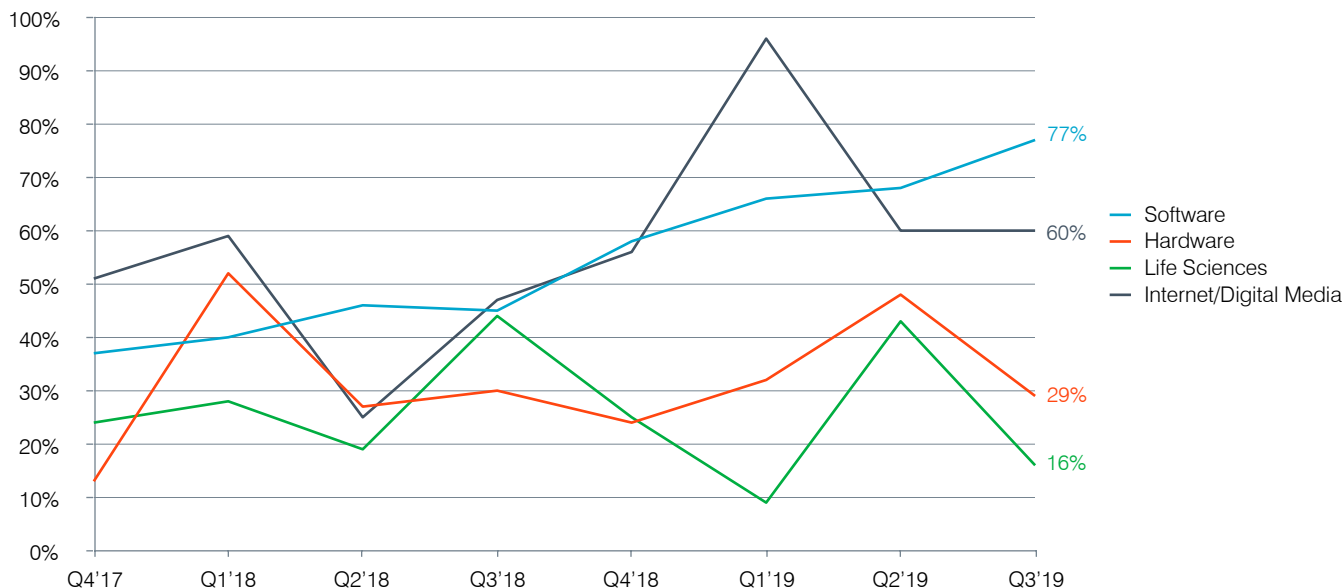
A graphical representation of the above data is below.



MEDIAN PERCENTAGE PRICE CHANGE RESULTS BY INDUSTRY — The table below illustrates the median percentage price change results by industry group for each of the last eight quarters. Please note that this is different than the Barometer, which is based on average percentage price change.

Median % Price Change	Q4'17	Q1'18	Q2'18	Q3'18	Q4'18	Q1'19	Q2'19	Q3'19
Software	37%	40%	46%	45%	58%	66%	68%	77%
Hardware	13%	52%	27%	30%	24%	32%	48%	29%
Life Sciences	24%	28%	19%	44%	25%	9%	43%	16%
Internet/Digital Media	51%	59%	25%	47%	56%	96%	60%	60%
Other	63%	35%	53%	37%	48%	69%	60%	29%
Total all Industries	42%	41%	37%	42%	52%	56%	58%	54%

A graphical representation of the above data is below.

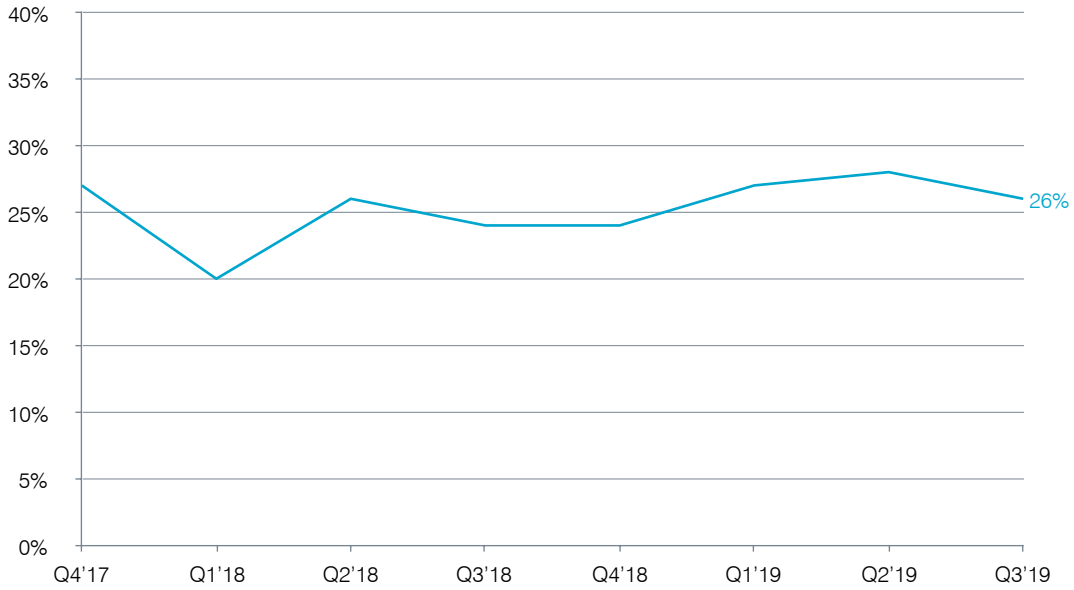


FINANCING ROUND—This quarter's financings broken down by series are as follows:

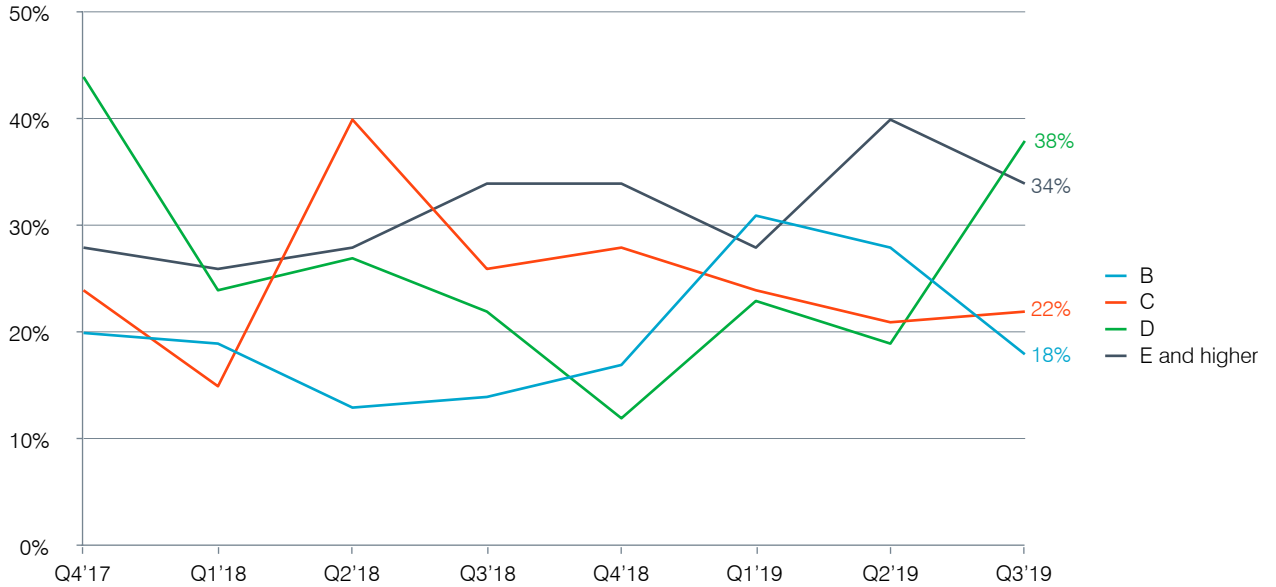
Series	Q4'17	Q1'18	Q2'18	Q3'18	Q4'18	Q1'19	Q2'19	Q3'19
Series A	29%	25%	24%	27%	31%	32%	26%	35%
Series B	26%	27%	24%	20%	20%	21%	25%	21%
Series C	15%	21%	19%	18%	18%	18%	22%	17%
Series D	13%	13%	13%	13%	11%	12%	7%	8%
Series E and Higher	17%	16%	19%	22%	20%	17%	20%	19%

Fenwick & West Data on Legal Terms

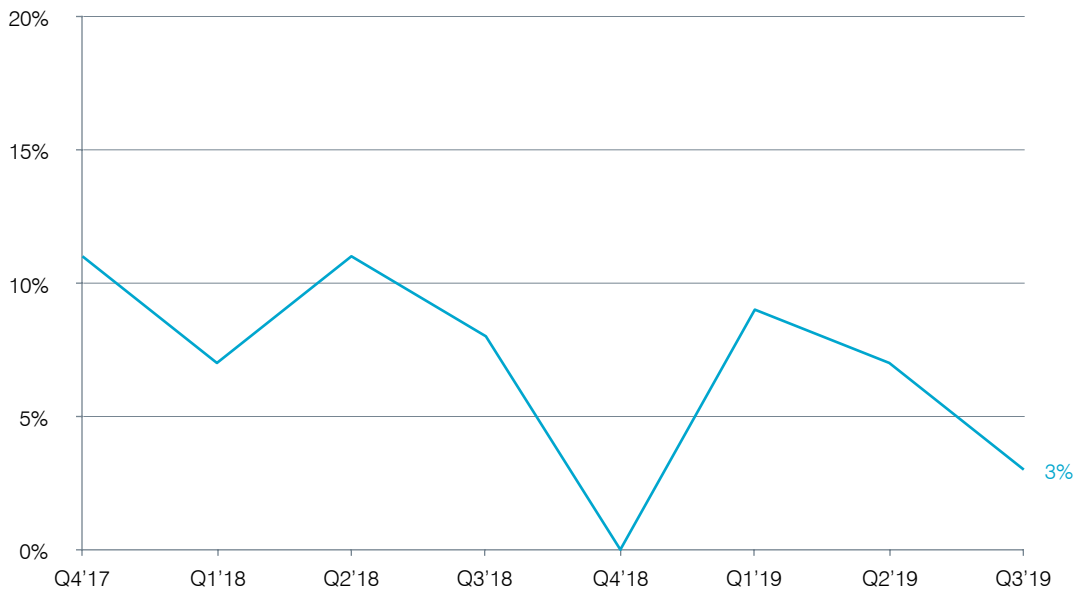
LIQUIDATION PREFERENCE — Senior liquidation preferences were used in the following percentages of financings.



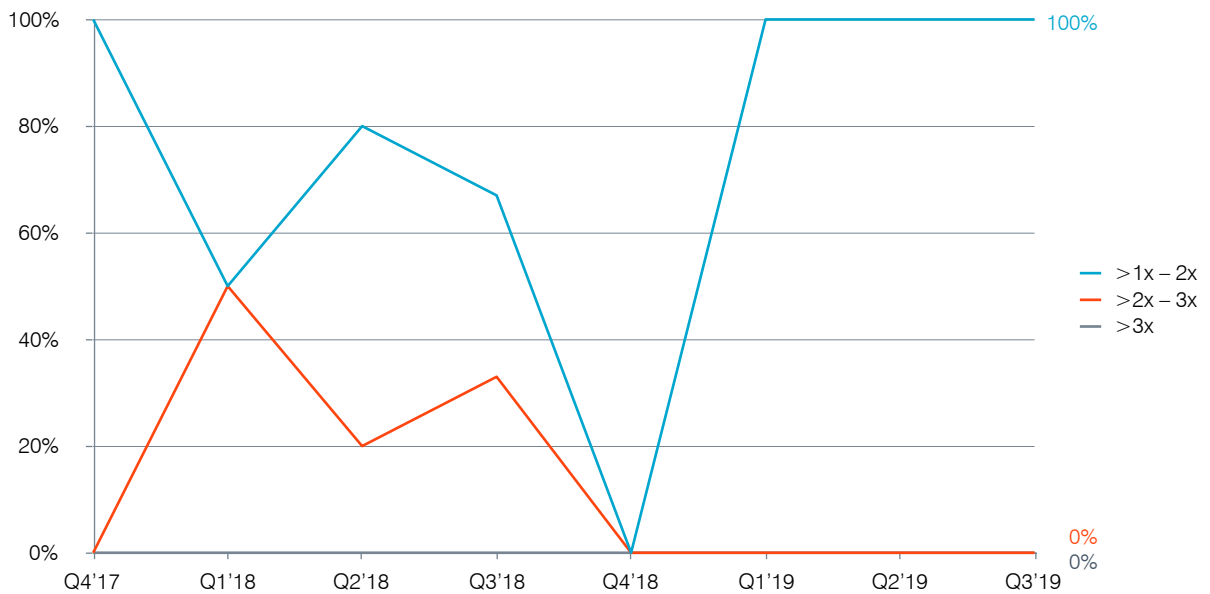
The percentage of senior liquidation preference by series was as follows:



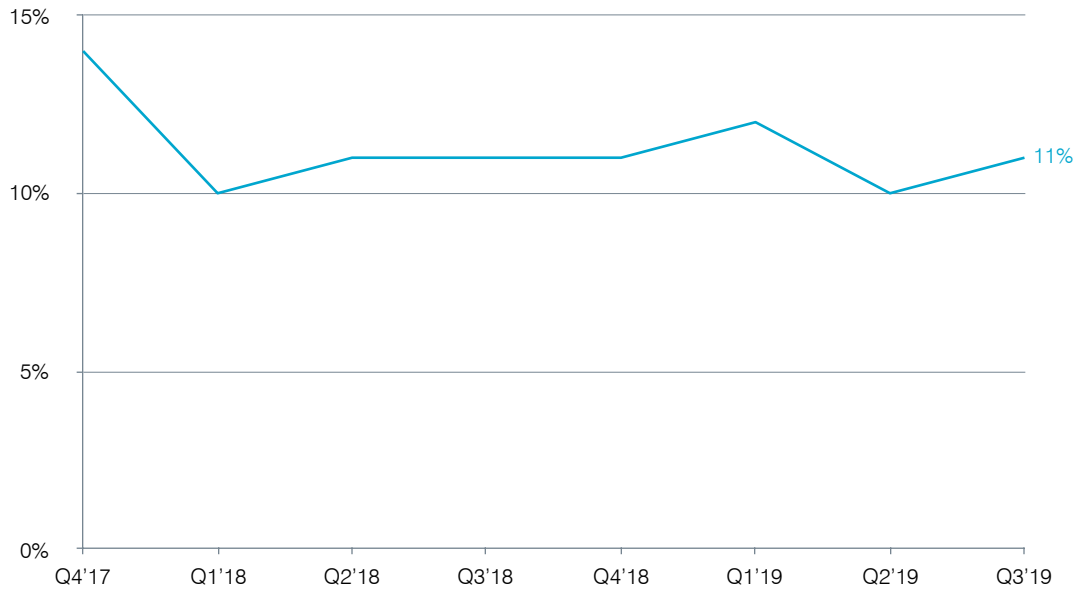
MULTIPLE LIQUIDATION PREFERENCES — The percentage of senior liquidation preferences that were multiple liquidation preferences was as follows:



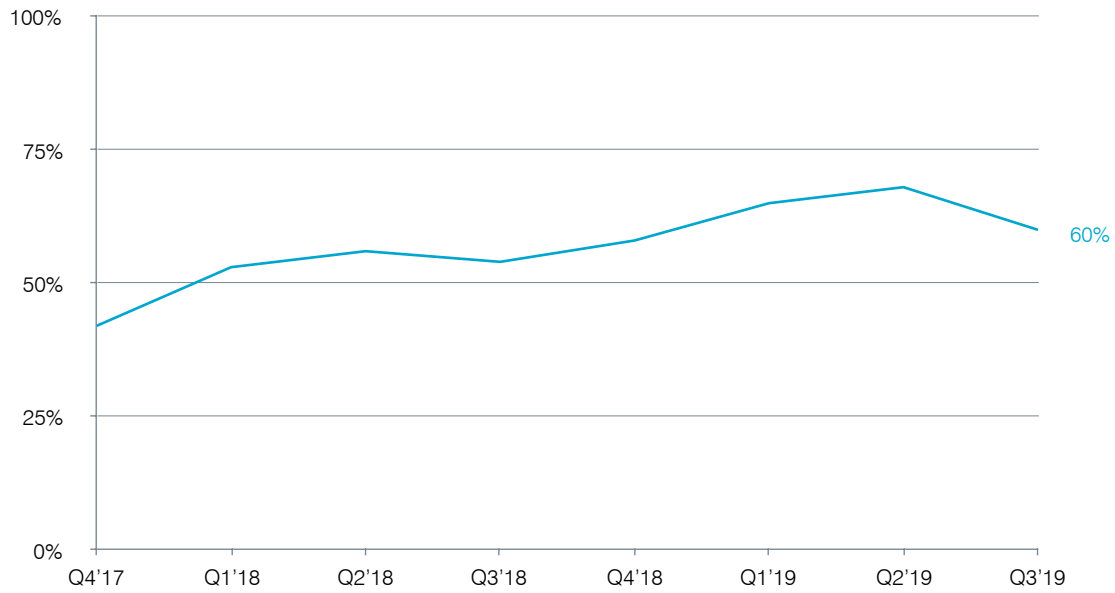
Of the senior liquidation preferences that were multiple preferences, the ranges of the multiples broke down as follows:



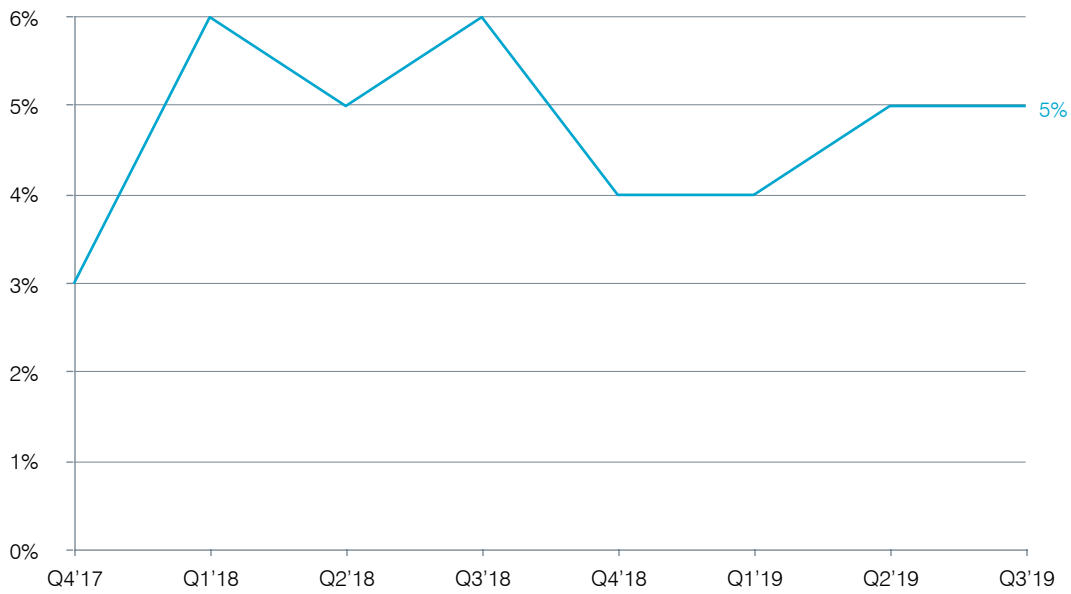
PARTICIPATION IN LIQUIDATION — The percentages of financings that provided for participation were as follows:



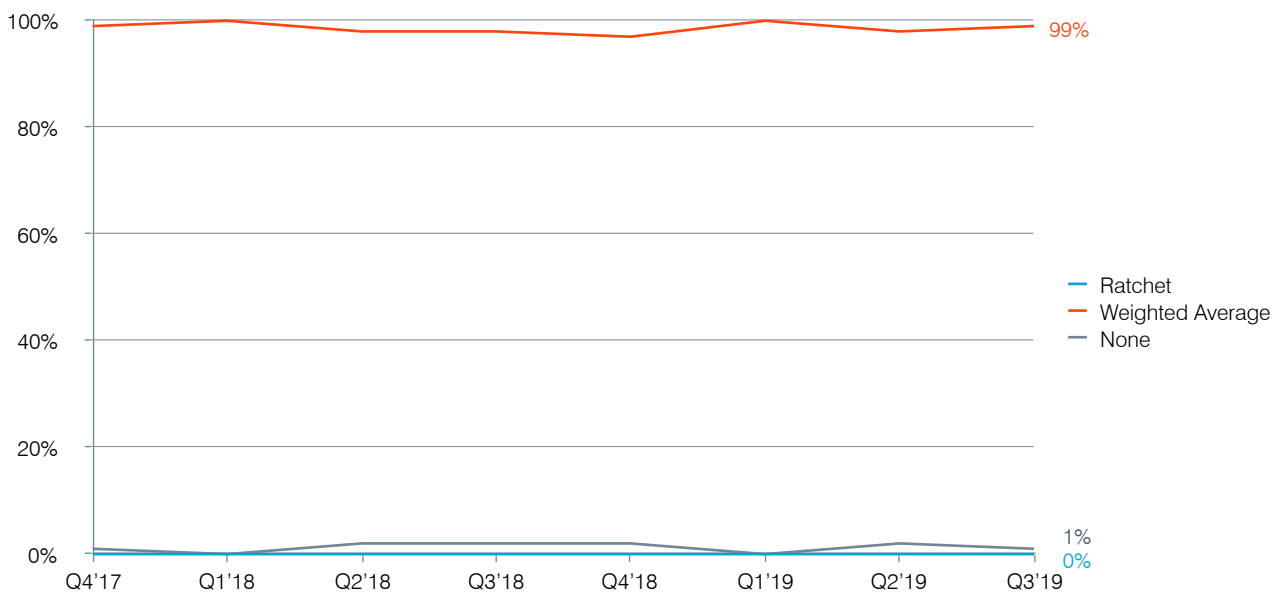
Of the financings that had participation, the percentages that were not capped were as follows:



CUMULATIVE DIVIDENDS – Cumulative dividends were provided for in the following percentages of financings:

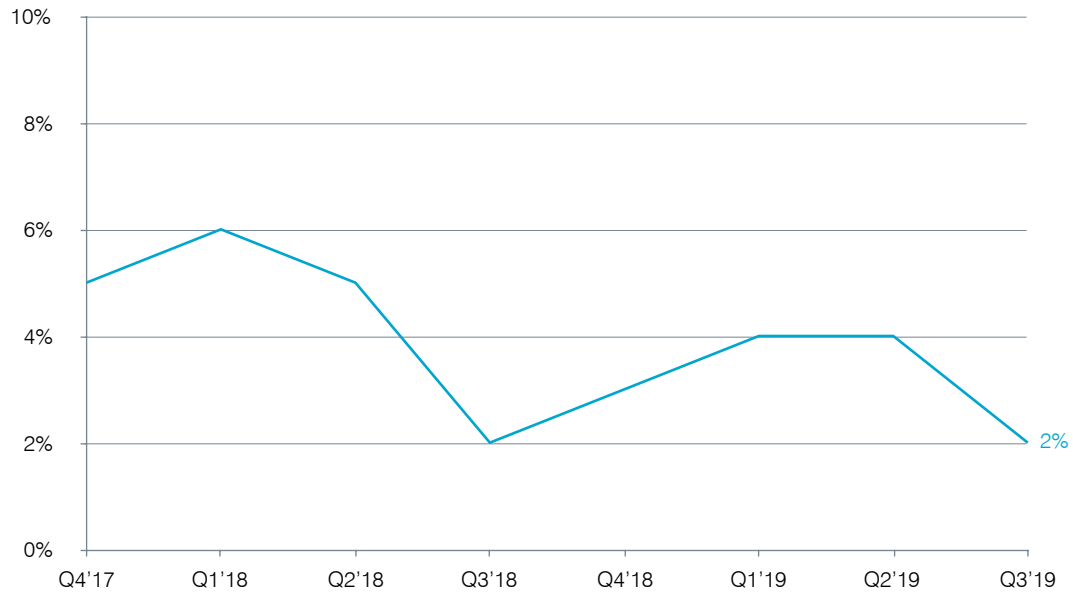


ANTIDILUTION PROVISIONS –The uses of (non-IPO) antidilution provisions in the financings were as follows:

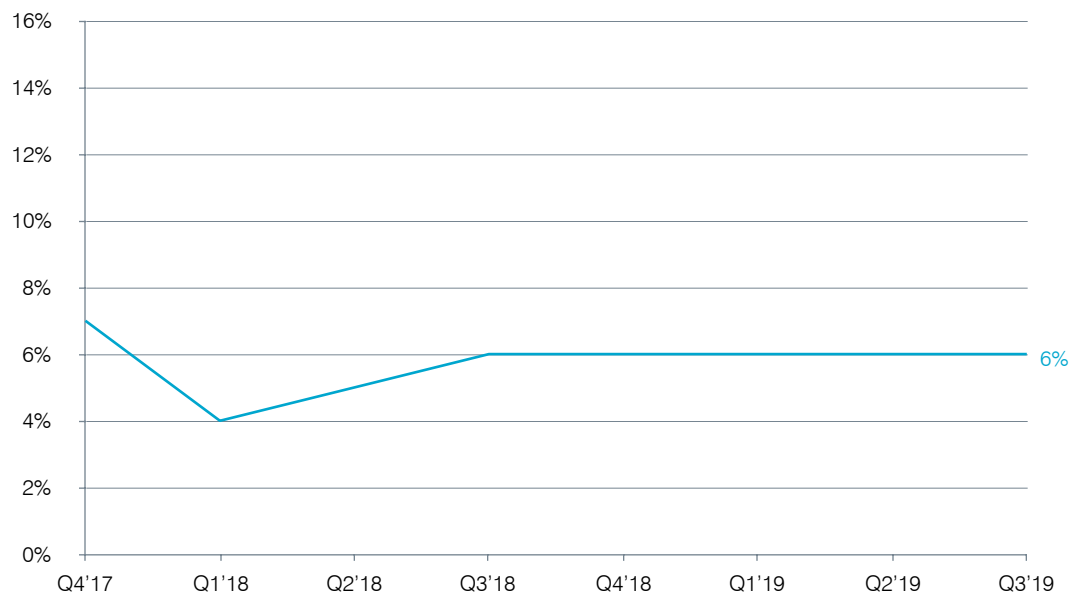


Please note that the chart above only applies to non-IPO anti-dilution provisions. In other words, the chart refers to anti-dilution provisions that protect the investor against a future venture financing at a price below what the investor paid. The chart does not include anti-dilution provisions designed to protect against an IPO at a price below the price paid by the venture investor (e.g., an IPO ratchet), because those provisions are generally only negotiated/included in very late-stage, high-value deals. We believe it would not be useful to provide a percentage of all financings that have IPO anti-dilution provisions, because it will provide a result that is artificially low. An analysis of IPO anti-dilution provisions is included in our Unicorn Survey, which by its nature is focused on late-stage, high-value deals.

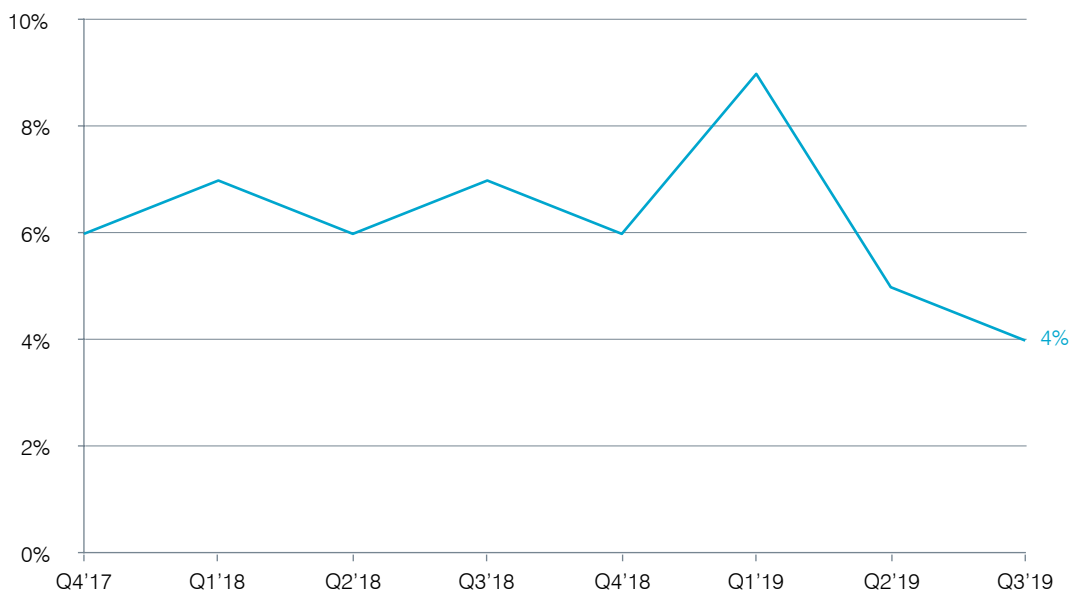
PAY-TO-PLAY PROVISIONS – The percentages of financings having pay-to-play provisions were as follows:



REDEMPTION – The percentages of financings providing for mandatory redemption or redemption at the option of the investor were as follows:



CORPORATE REORGANIZATIONS – The percentages of post-Series A financings involving a corporate reorganization (i.e. reverse splits or conversion of shares into another series or classes of shares) were as follows:



About our Survey

The Fenwick & West Venture Capital Survey has been published quarterly since the first quarter of 2002. Its goal is to provide information to the global entrepreneurial and venture community on the terms of venture financings in Silicon Valley.

The survey is available to all, without charge, by signing up at www.fenwick.com/vcsurvey/sign-up. We are pleased to be a source of information to entrepreneurs, investors, educators, students, journalists and government officials.

Our analysis of Silicon Valley financings is based on independent data collection performed by our lawyers and paralegals, and is not skewed toward or overly representative of financings in which our firm is involved. We believe that this approach, compared to only reporting on deals handled by a specific firm, provides a more statistically valid and larger dataset.

For purposes of determining whether a company is based in "Silicon Valley" we use the area code of the corporate headquarters. The area codes included are 650, 408, 415, 510, 925, 916, 707, 831 and 209.

Note on Methodology

When interpreting the Barometer results please bear in mind that the results reflect the average price increase of companies raising money in a given quarter compared to their prior round of financing, which was on average about 18 months prior. By definition the Barometer does not include companies that do not do follow-on financings (which may be because they went out of business, were acquired or went public). Accordingly we believe that our results are most valuable for identifying trends in the venture environment, as opposed to calculating absolute venture returns. Please also note that our calculations are not "dollar weighted," i.e. all venture rounds are treated equally, regardless of size.

About the Authors



[Cynthia Clarfield Hess](#) is co-chair of Fenwick's startup and venture capital group. Recognized as among the best corporate lawyers by *Chambers USA*, Cindy has counseled technology companies on a broad range of corporate transactional matters, from formation matters and venture capital financings to mergers and acquisitions and public offerings, representing both companies and underwriters. She has worked with a wide range of high-technology clients – from established technology stalwarts to emerging companies developing disruptive technologies, which include some of the hottest and most innovative companies in the mobile, SaaS and social media spaces.



[Mark Leahy](#), co-chair of Fenwick's startup and venture capital group and a seasoned advisor to technology companies on a broad range of corporate transactional matters, provides legal solutions that advance his clients' business objectives. His practice focuses on venture capital financings, corporate governance, mergers and acquisitions, and public offerings. His expertise spans a wide range of technologies, including software, semiconductor, internet/e-commerce, and data management and storage.



[Khang Tran](#) supports the firm's knowledge management efforts by collecting and sharing knowledge and expertise across the firm, which in turn, is leveraged to improve the quality of legal services to the firm's clients.

Contact/Sign Up Information

For additional information about this report please contact Cynthia Hess at 650.335.7238; chess@fenwick.com or Mark Leahy at 650.335.7682; mleahy@fenwick.com at Fenwick & West.

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