

FENWICK



Silicon Valley Venture Capital Survey

Fourth Quarter 2021

Silicon Valley Venture Capital Survey 2021

Background

Our survey analyzed the terms of 287 venture financings closed in the fourth quarter of 2021 by companies headquartered in Silicon Valley.

Key Findings

Valuation results again reach new record highs

- Up rounds exceeded down rounds 94% to 4%, with 2% flat in Q4 2021, an increase from the previous quarter when up rounds exceeded down rounds 91% to 8%, with 1% flat. This was the highest percentage of up rounds and the lowest percentage of down rounds recorded in a quarter in the history of this survey.
- The Fenwick Venture Capital Barometer™ showed an average price increase of 216% in Q4, up from an average price increase of 190% in Q3. The average price increase reached a new record high in every quarter of 2021.
- The median price increase of financings increased from 136% in Q3 to 168% in Q4, also a new record high.

Series B and C financings record historically strong valuation results

- Series B and C financings recorded the strongest valuation results in the quarter and the highest average and median price increases for those series of financings in the history of this survey. Series D and E+ financings, meanwhile, recorded weaker valuation results in the quarter compared to the previous quarter.

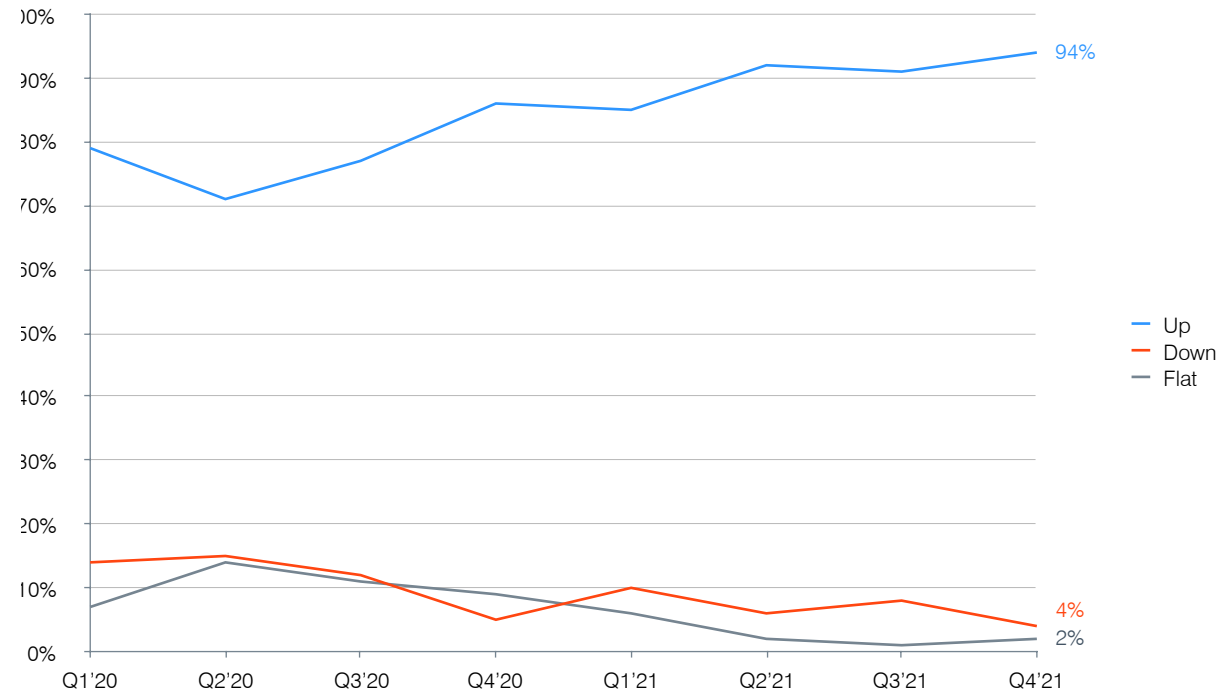
Valuation results for life sciences industry weaker compared to previous quarter

- The internet/digital media and software industries again recorded the strongest valuation results in the quarter. Valuation results for the hardware industry recorded the greatest gains in average and median price increases compared to the previous quarter, while the life sciences industry recorded weaker valuation results compared to the previous quarter.

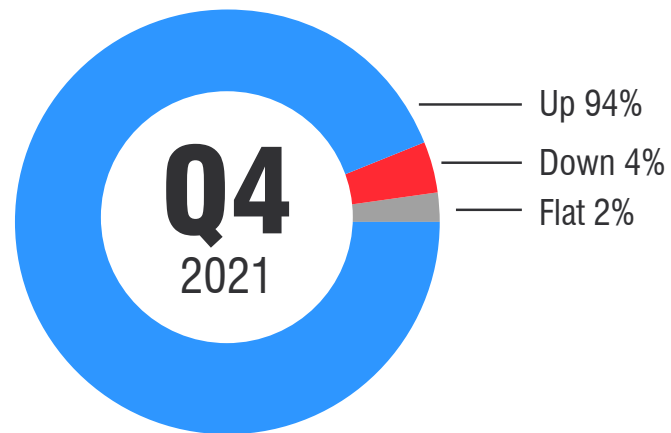
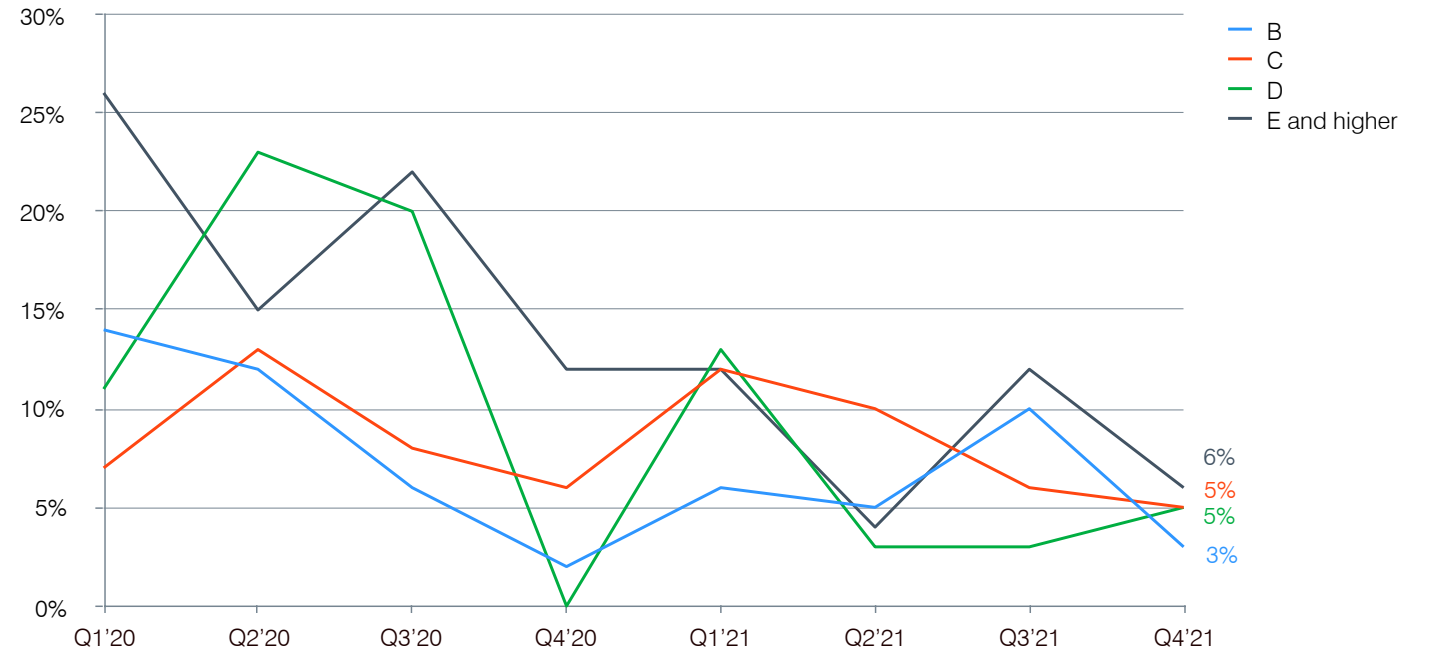
Fenwick Data on Valuation

Price Change

PRICE CHANGE—THE DIRECTION OF PRICE CHANGES FOR COMPANIES RECEIVING FINANCING

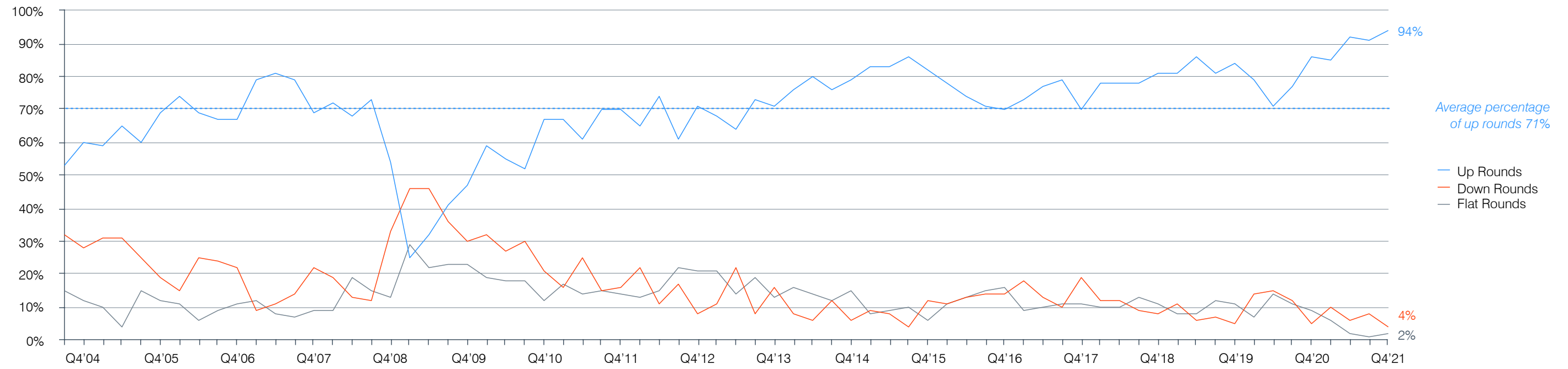


THE PERCENTAGE OF **DOWN ROUNDS** BY SERIES WERE AS FOLLOWS:



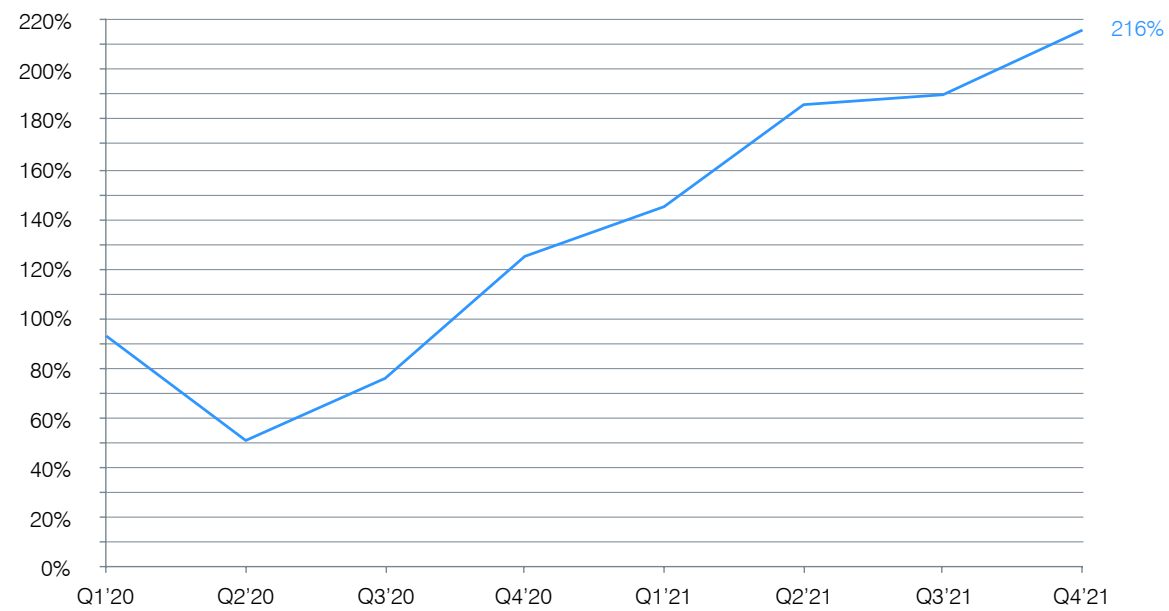
Price Change (continued)

EXPANDED PRICE CHANGE GRAPH—BELOW IS THE DIRECTION OF PRICE CHANGES FOR EACH QUARTER SINCE 2004.

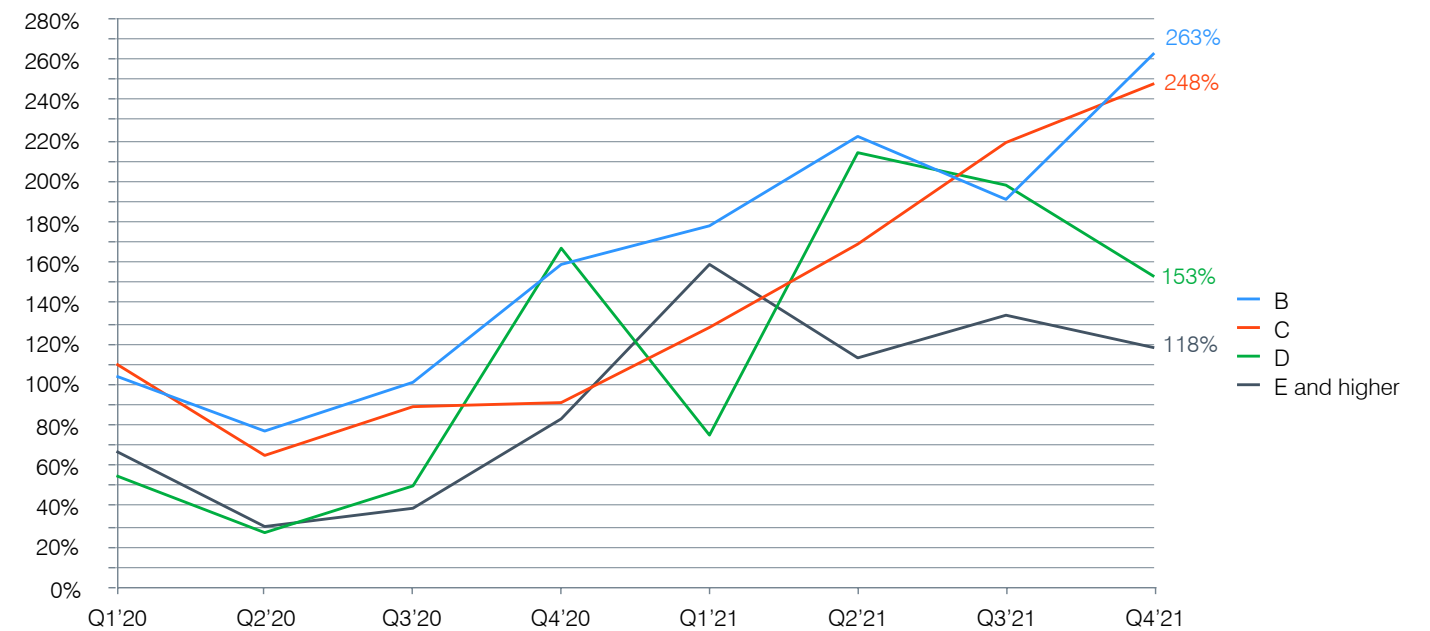


The Fenwick Venture Capital Barometer™

THE FENWICK 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) WERE INCLUDED, AND RESULTS WERE NOT WEIGHTED FOR THE AMOUNT RAISED IN A FINANCING.



THE BAROMETER RESULTS BY SERIES WERE AS FOLLOWS:



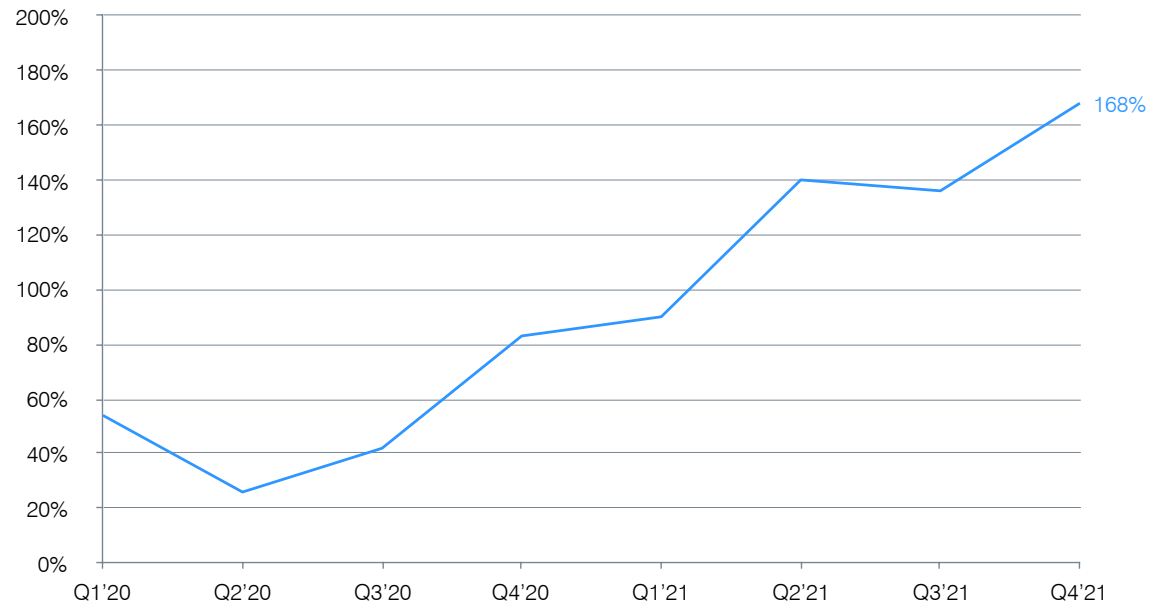
The Fenwick Venture Capital Barometer™ (continued)

EXPANDED BAROMETER GRAPH—BELOW IS THE AVERAGE PERCENTAGE PRICE CHANGE FOR EACH QUARTER SINCE WE BEGAN CALCULATING THIS METRIC IN 2004.

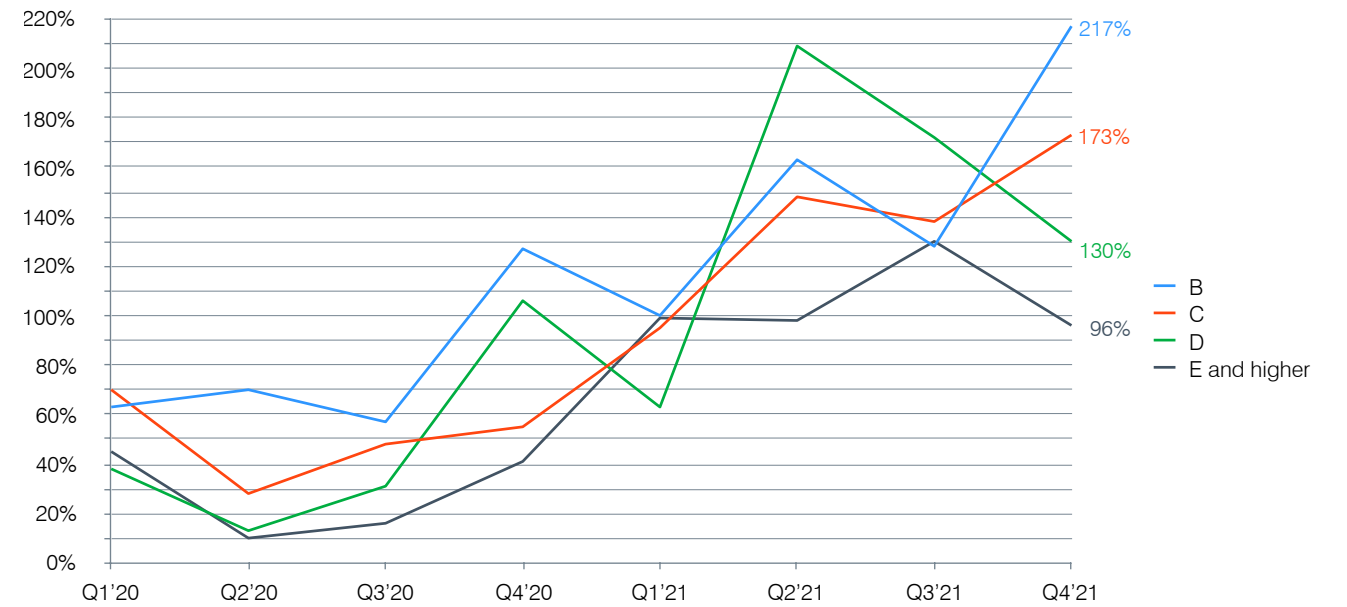


Median Percentage Price Change

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) WERE INCLUDED, AND RESULTS WERE 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.

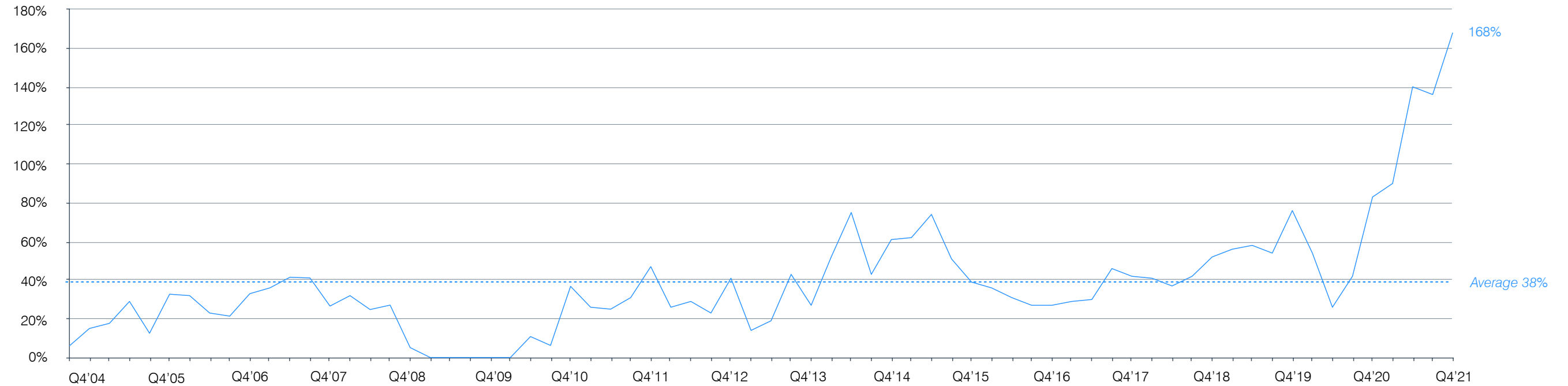


THE MEDIAN PRICE CHANGE RESULTS BY SERIES WERE AS FOLLOWS::



Median Percentage Price Change (continued)

EXPANDED MEDIAN PRICE CHANGE GRAPH—BELOW IS THE MEDIAN PERCENTAGE PRICE CHANGE FOR EACH QUARTER SINCE WE BEGAN CALCULATING THIS METRIC IN 2004.



Industry Results

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 WERE EXCLUDED AS THEY HAVE NO PREVIOUS ROUNDS TO COMPARE.

Industry	Up Rounds	Down Rounds	Flat Rounds	Barometer	Median Price Change	Number of Financings
Software	96%	2%	2%	233%	187%	123
Hardware	82%	18%	0%	160%	112%	17
Life Sciences	90%	10%	0%	123%	100%	31
Internet/Digital Media	96%	0%	4%	281%	134%	28
Other	100%	0%	0%	211%	203%	18
Total all Industries	94%	4%	2%	216%	168%	217

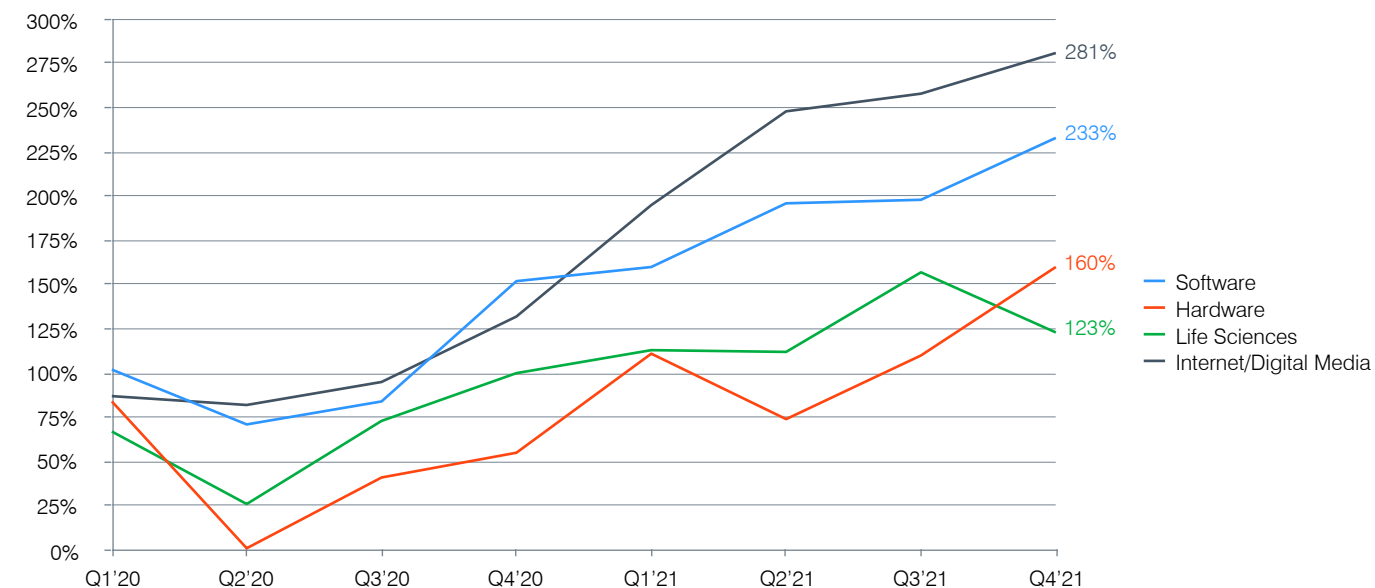
DOWN ROUND RESULTS BY INDUSTRY—THE TABLE BELOW ILLUSTRATES THE PERCENTAGE OF “DOWN ROUNDS,” BY INDUSTRY GROUPS, FOR EACH OF THE PAST EIGHT QUARTERS.

Down Rounds	Q1'20	Q2'20	Q3'20	Q4'20	Q1'21	Q2'21	Q3'21	Q4'21
Software	13%	10%	13%	4%	7%	6%	4%	2%
Hardware	29%	20%	25%	8%	22%	13%	27%	18%
Life Sciences	25%	19%	8%	5%	11%	4%	14%	10%
Internet/Digital Media	0%	10%	4%	6%	8%	6%	0%	0%
Other	6%	31%	20%	0%	10%	7%	10%	0%
Total all Industries	14%	15%	12%	5%	10%	6%	8%	4%

BAROMETER RESULTS BY INDUSTRY—THE TABLE BELOW SETS FORTH BAROMETER RESULTS BY INDUSTRY GROUP FOR EACH OF THE LAST EIGHT QUARTERS.

Industry	Q1'20	Q2'20	Q3'20	Q4'20	Q1'21	Q2'21	Q3'21	Q4'21
Software	102%	71%	84%	152%	160%	196%	198%	233%
Hardware	84%	1%	41%	55%	111%	74%	110%	160%
Life Sciences	67%	26%	73%	100%	113%	112%	157%	123%
Internet/Digital Media	87%	82%	95%	132%	195%	248%	258%	281%
Other	115%	22%	45%	86%	115%	304%	166%	211%
Total all Industries	93%	51%	76%	125%	145%	186%	190%	216%

A GRAPHICAL REPRESENTATION OF THE ABOVE DATA IS BELOW.

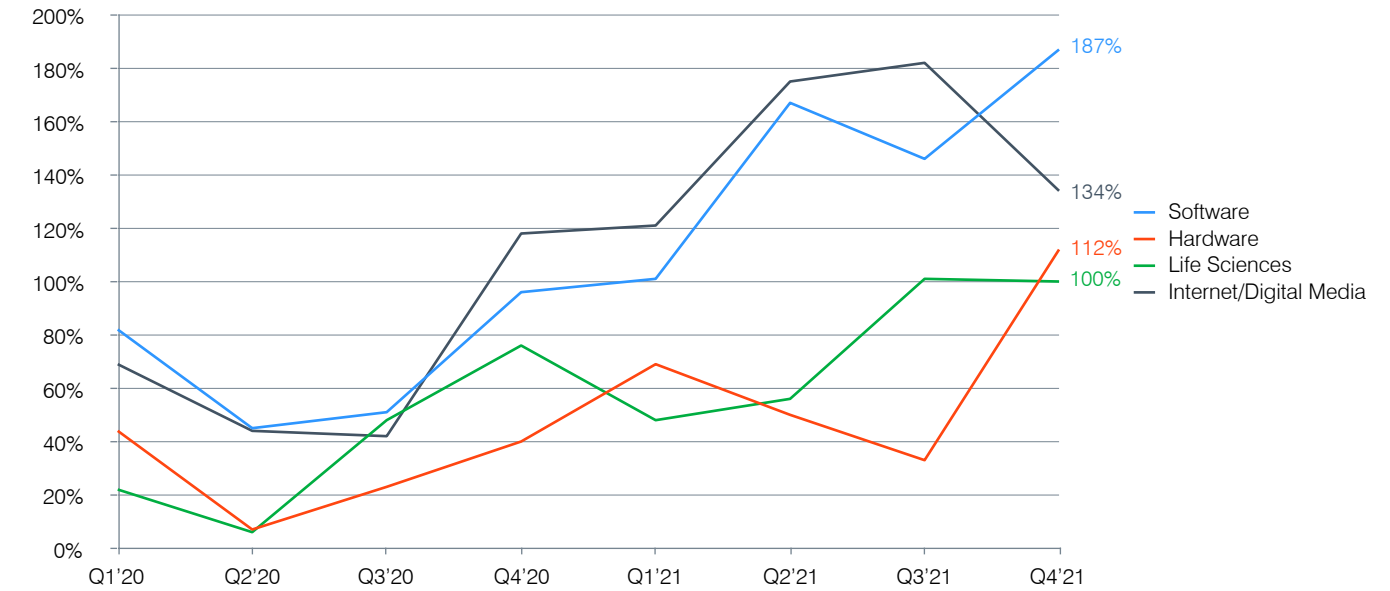


Industry Results (continued)

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	Q1'20	Q2'20	Q3'20	Q4'20	Q1'21	Q2'21	Q3'21	Q4'21
Software	82%	45%	51%	96%	101%	167%	146%	187%
Hardware	44%	7%	23%	40%	69%	50%	33%	112%
Life Sciences	22%	6%	48%	76%	48%	56%	101%	100%
Internet/Digital Media	69%	44%	42%	118%	121%	175%	182%	134%
Other	68%	5%	2%	39%	110%	260%	123%	203%
Total all Industries	54%	26%	42%	83%	90%	140%	136%	168%

A GRAPHICAL REPRESENTATION OF THE DATA ON THE LEFT IS BELOW.



Financing Rounds

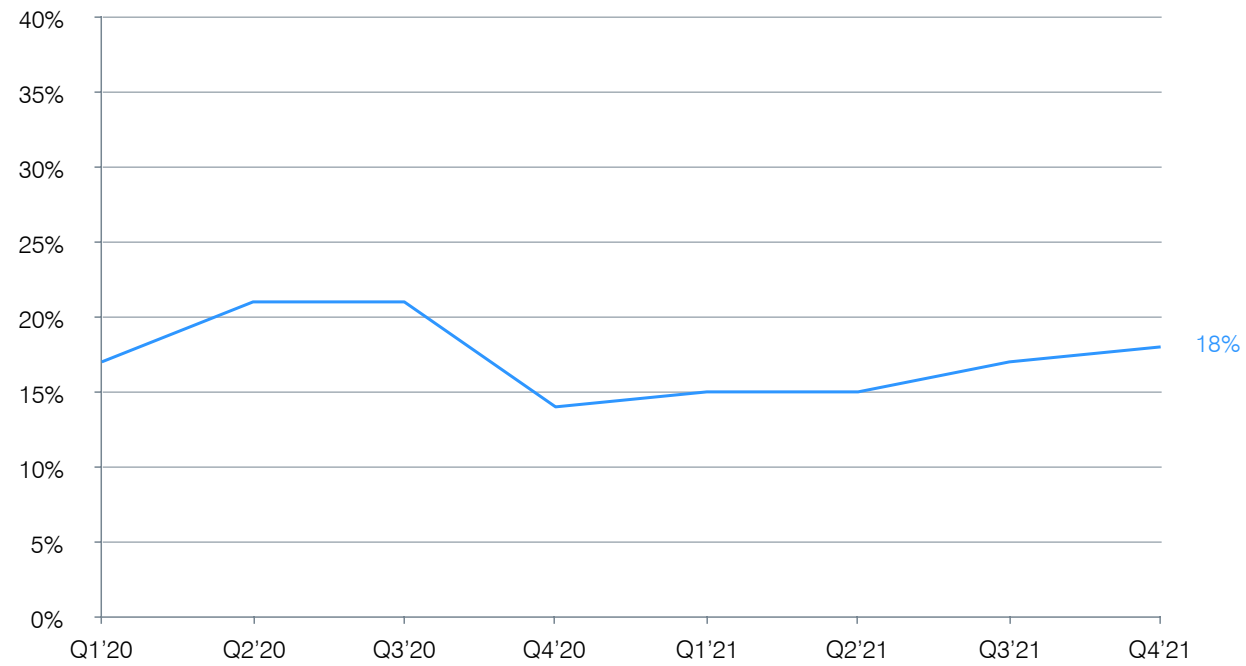
FINANCING ROUND—THIS QUARTER'S FINANCINGS BROKEN DOWN BY SERIES WERE AS FOLLOWS:

Series	Q1'20	Q2'20	Q3'20	Q4'20	Q1'21	Q2'21	Q3'21	Q4'21
Series A	40%	22%	28%	27%	30%	29%	27%	24%
Series B	24%	21%	26%	25%	27%	31%	28%	28%
Series C	17%	20%	19%	22%	16%	17%	20%	23%
Series D	8%	15%	9%	12%	12%	9%	12%	13%
Series E and Higher	11%	23%	18%	14%	16%	14%	13%	13%

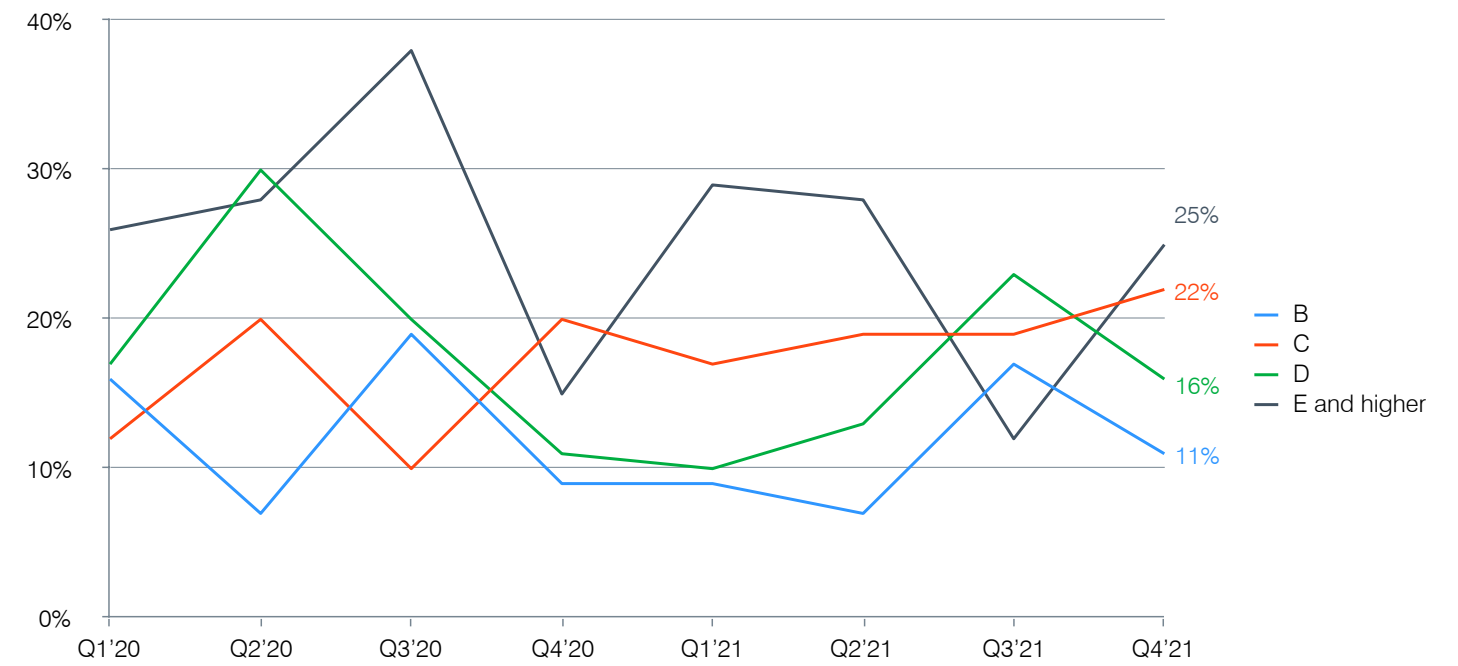
Fenwick Data on Legal Terms

Liquidation

LIQUIDATION PREFERENCE—SENIOR LIQUIDATION PREFERENCES WERE USED IN THE FOLLOWING PERCENTAGES OF FINANCINGS:

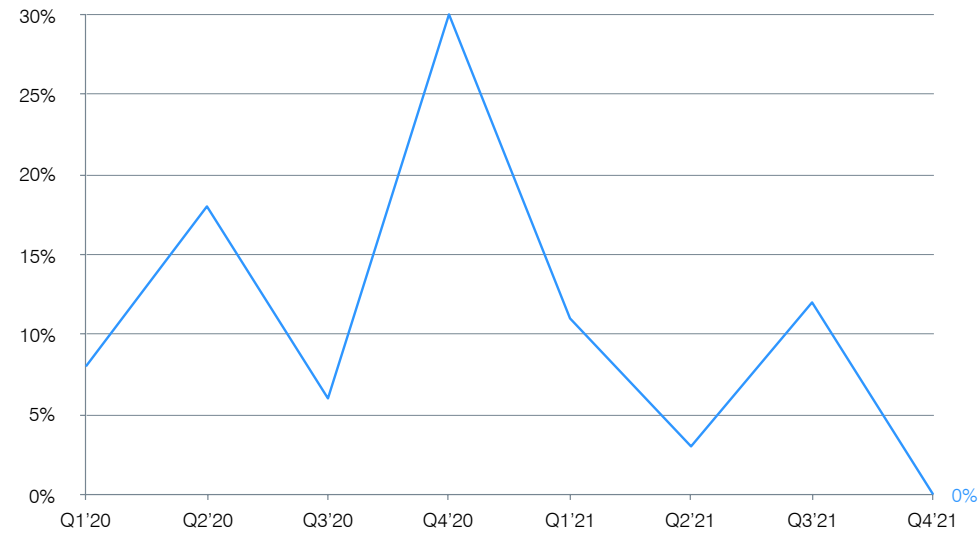


THE PERCENTAGES OF SENIOR LIQUIDATION PREFERENCES BY SERIES WERE AS FOLLOWS:

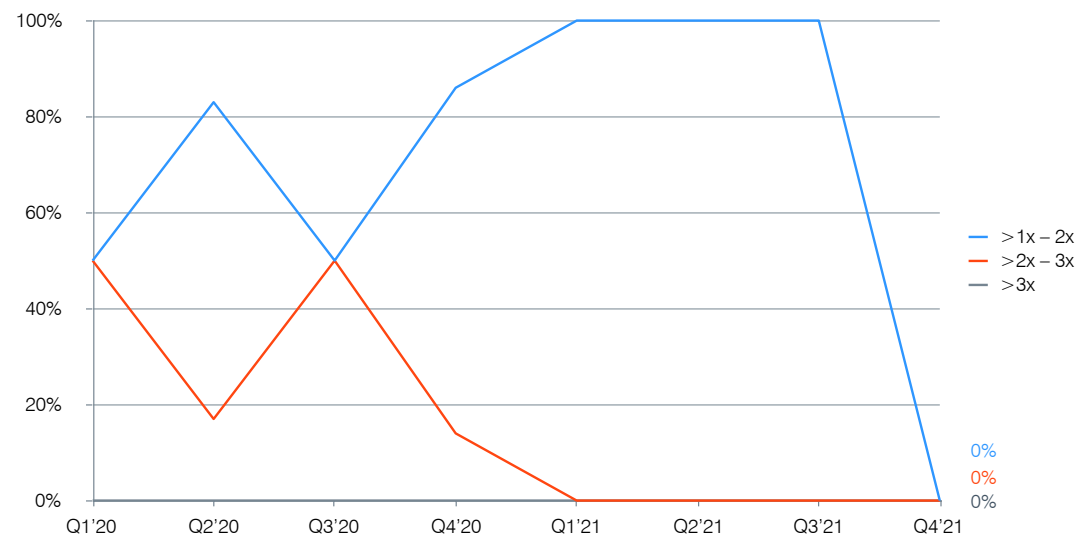


Liquidation (continued)

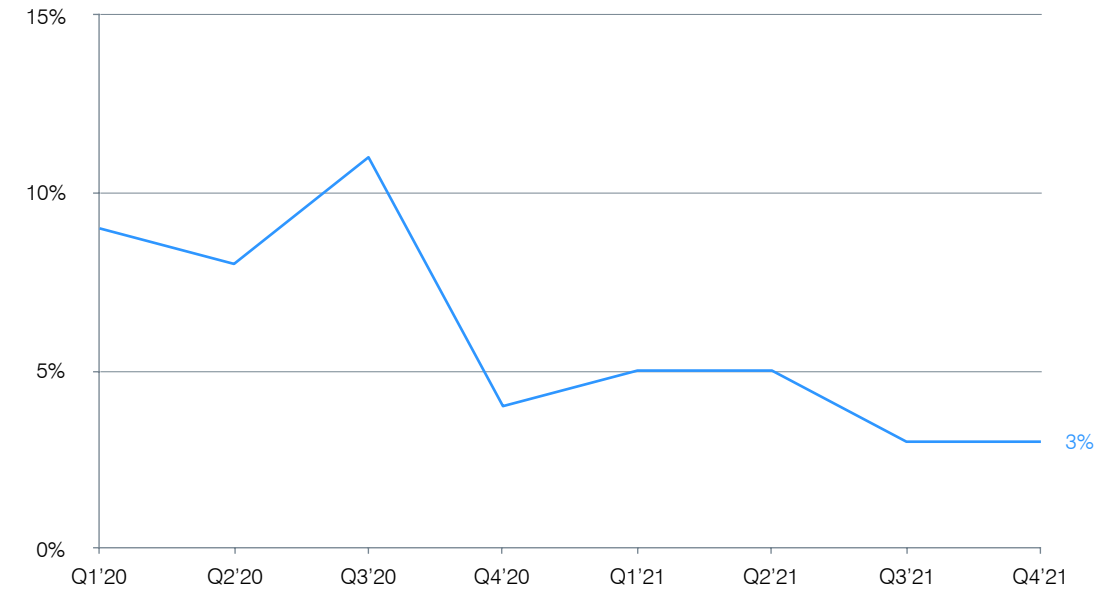
MULTIPLE LIQUIDATION PREFERENCES—THE PERCENTAGES OF SENIOR LIQUIDATION PREFERENCES THAT WERE MULTIPLE LIQUIDATION PREFERENCES WERE AS FOLLOWS:



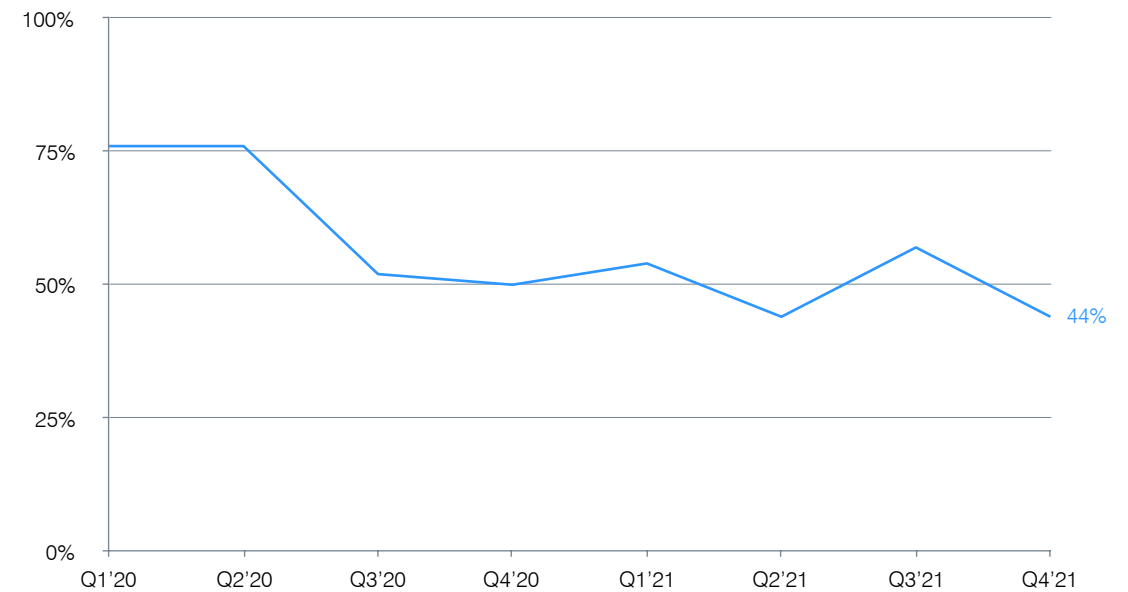
OF THE SENIOR LIQUIDATION PREFERENCES THAT WERE MULTIPLE PREFERENCES, THE RANGES OF THE MULTIPLES BROKE DOWN AS FOLLOWS:



PARTICIPATION IN LIQUIDATION—THE PERCENTAGES OF FINANCINGS THAT PROVIDED FOR PARTICIPATION WERE AS FOLLOWS:

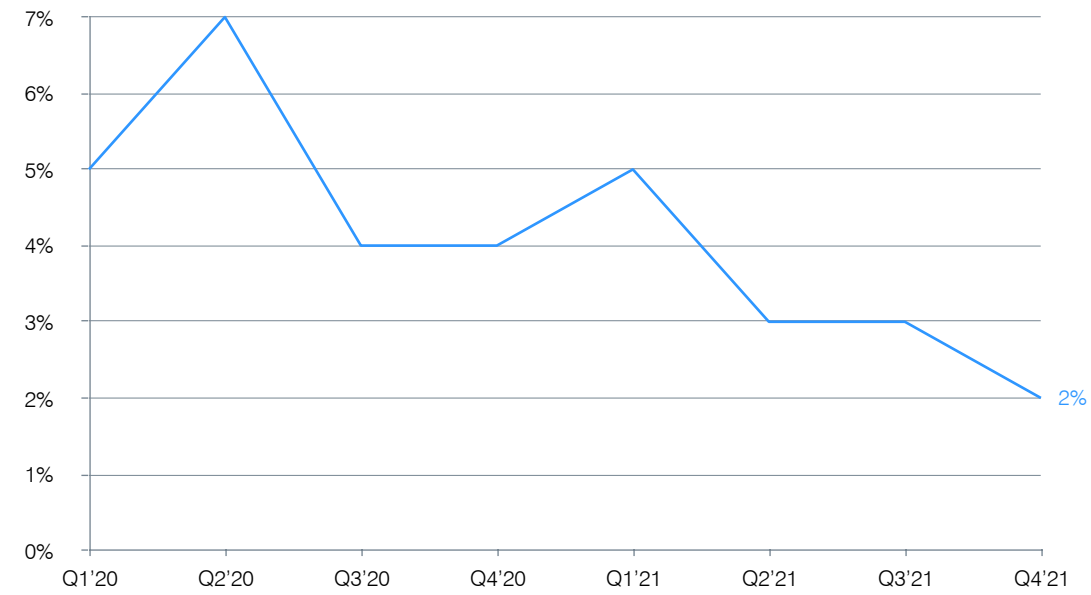


OF THE FINANCINGS THAT HAD PARTICIPATION, THE PERCENTAGES THAT WERE NOT CAPPED WERE AS FOLLOWS:

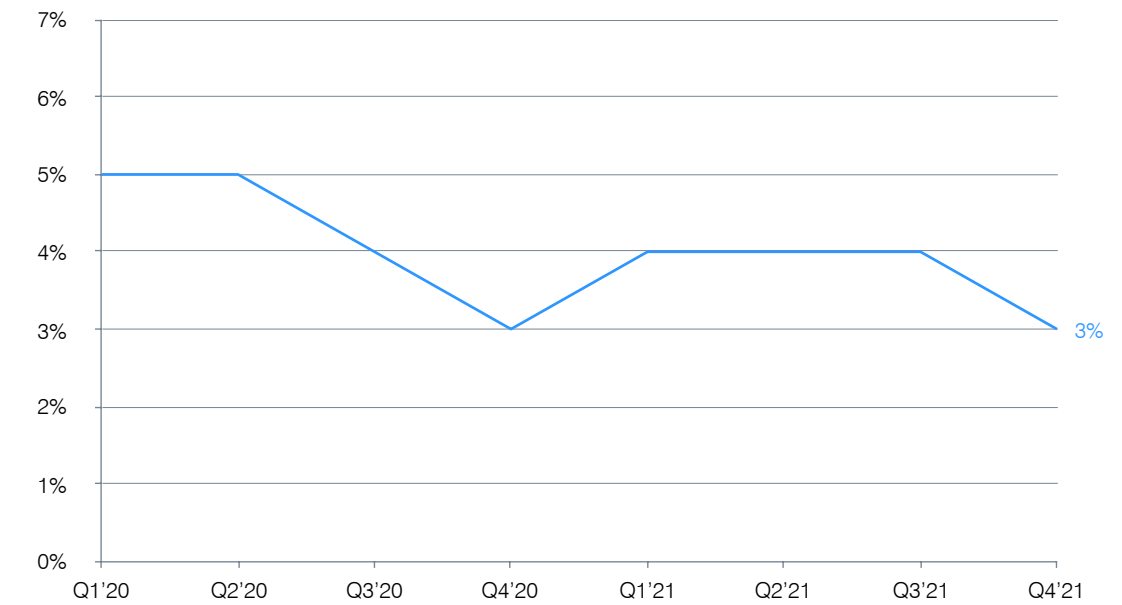


Other Terms

CUMULATIVE DIVIDENDS—CUMULATIVE DIVIDENDS WERE PROVIDED FOR IN THE FOLLOWING PERCENTAGES OF FINANCINGS:

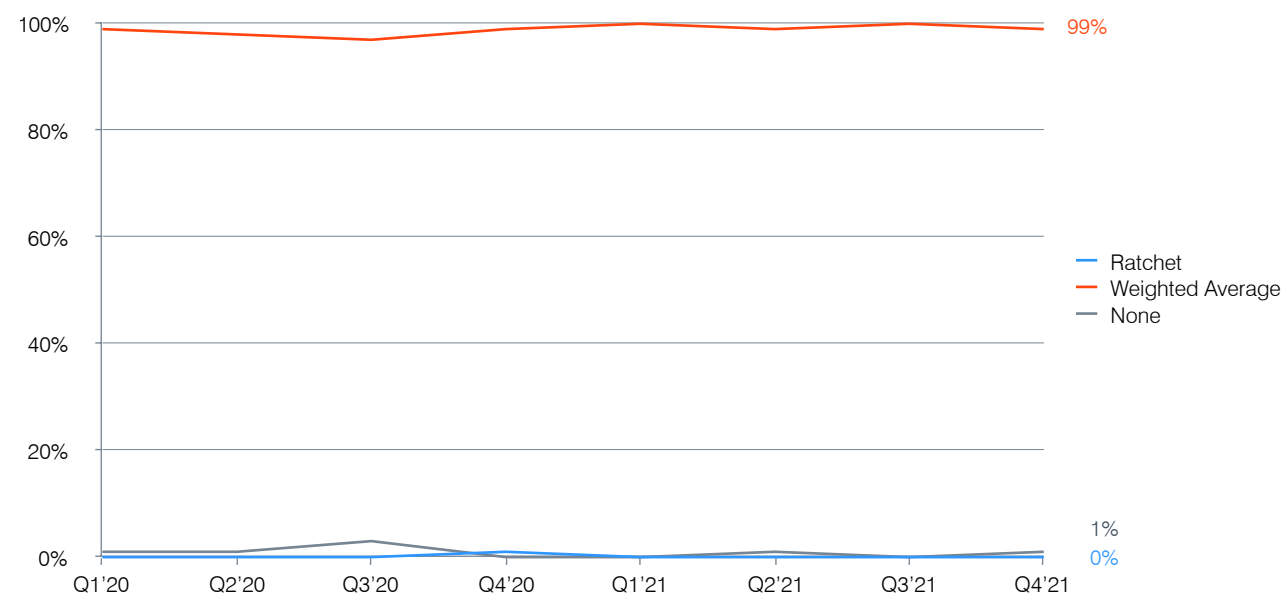


REDEMPTION—THE PERCENTAGES OF FINANCINGS PROVIDING FOR MANDATORY REDEMPTION OR REDEMPTION AT THE OPTION OF THE INVESTOR WERE AS FOLLOWS:



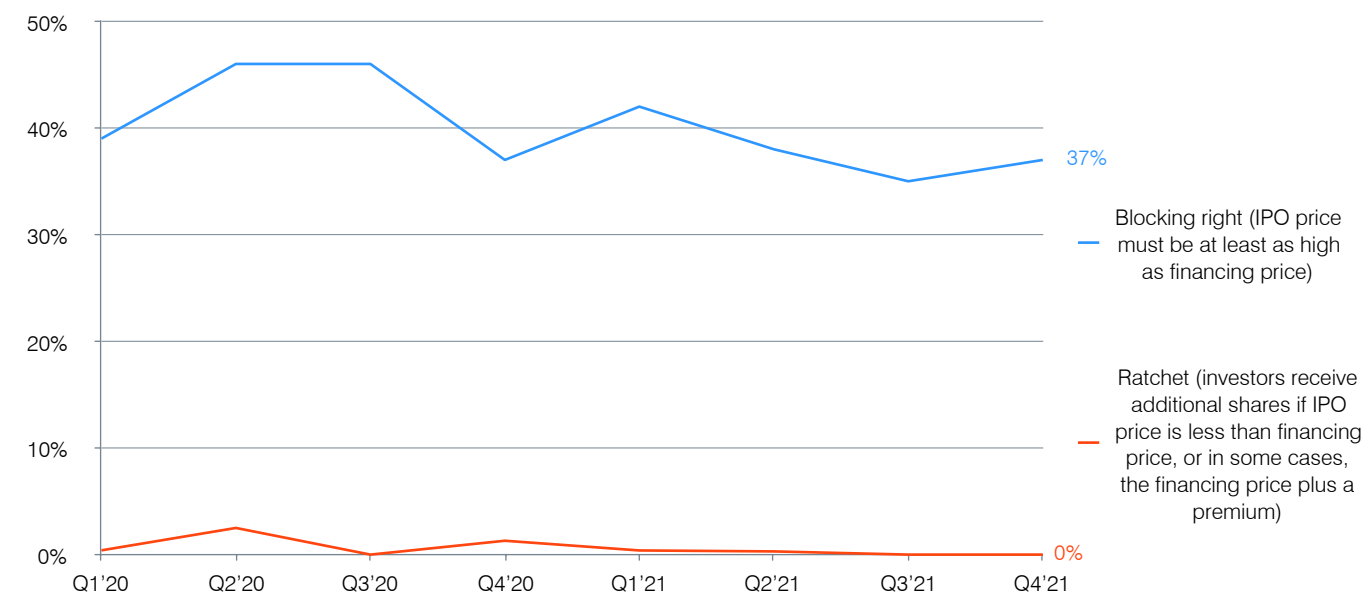
Other Terms (continued)

ANTIDILUTION PROVISIONS—THE USES OF (NON-IPO) ANTIDILUTION PROVISIONS IN THE FINANCINGS WERE AS FOLLOWS:



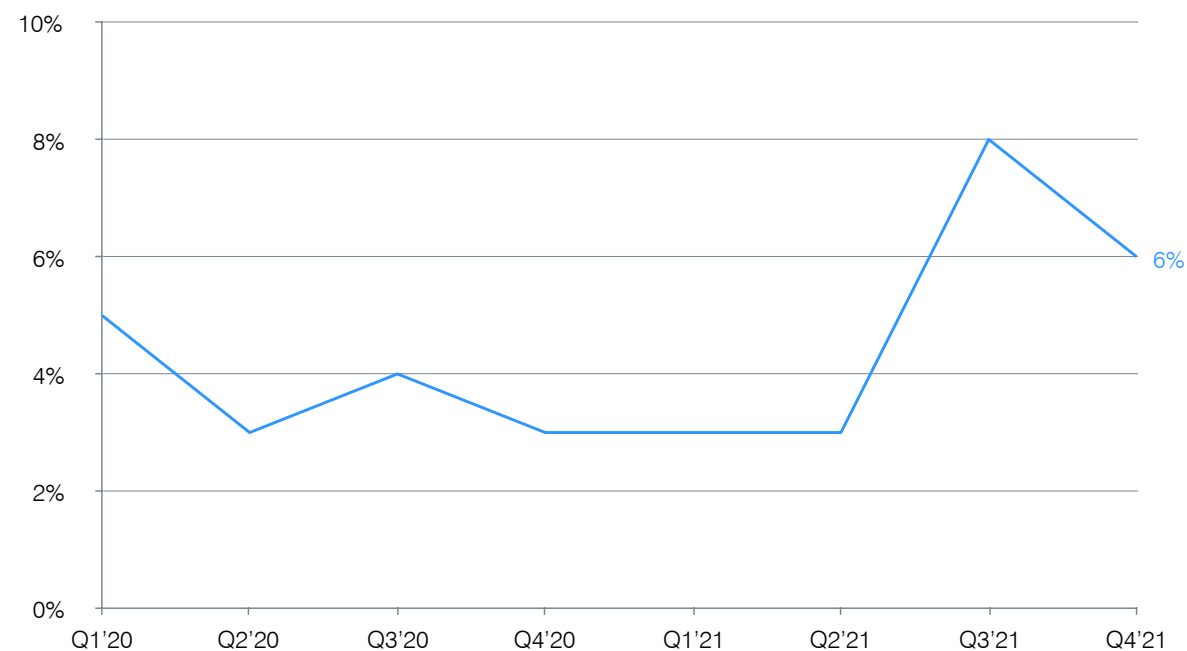
Please note that the chart above only applies to non-IPO antidilution provisions. In other words, the chart refers to antidilution provisions that protect the investor against a future venture financing at a price below what the investor paid. The chart does not include antidilution provisions designed to protect against an IPO at a price below the price paid by the venture investor (e.g. an IPO ratchet).

IPO DOWNSIDE PROTECTIONS—THE PERCENTAGES OF FINANCINGS WITH IPO DOWNSIDE PROTECTIONS WERE AS FOLLOWS:

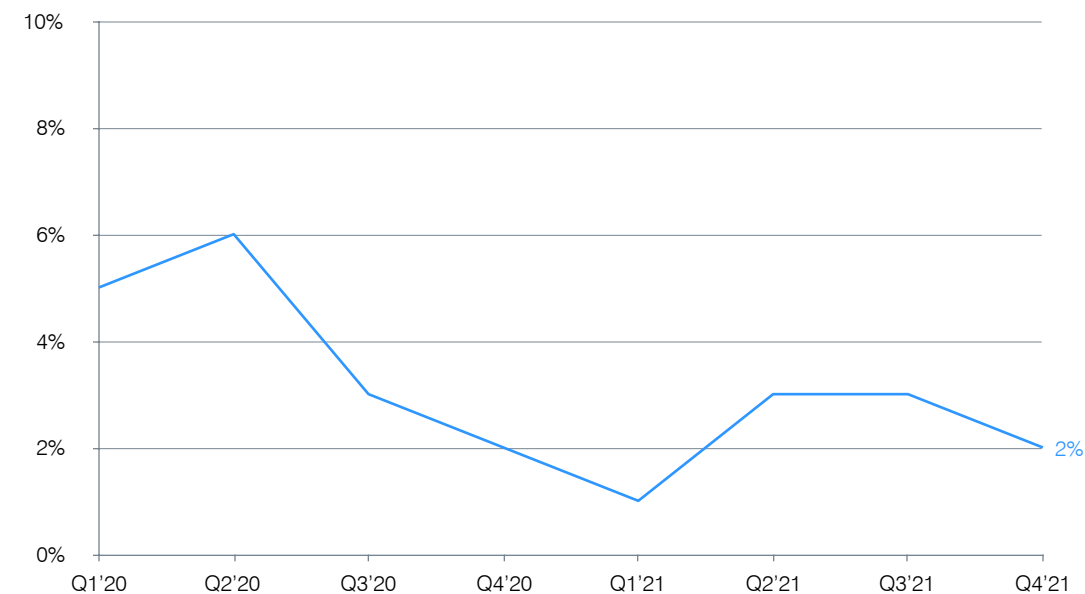


Other Terms (continued)

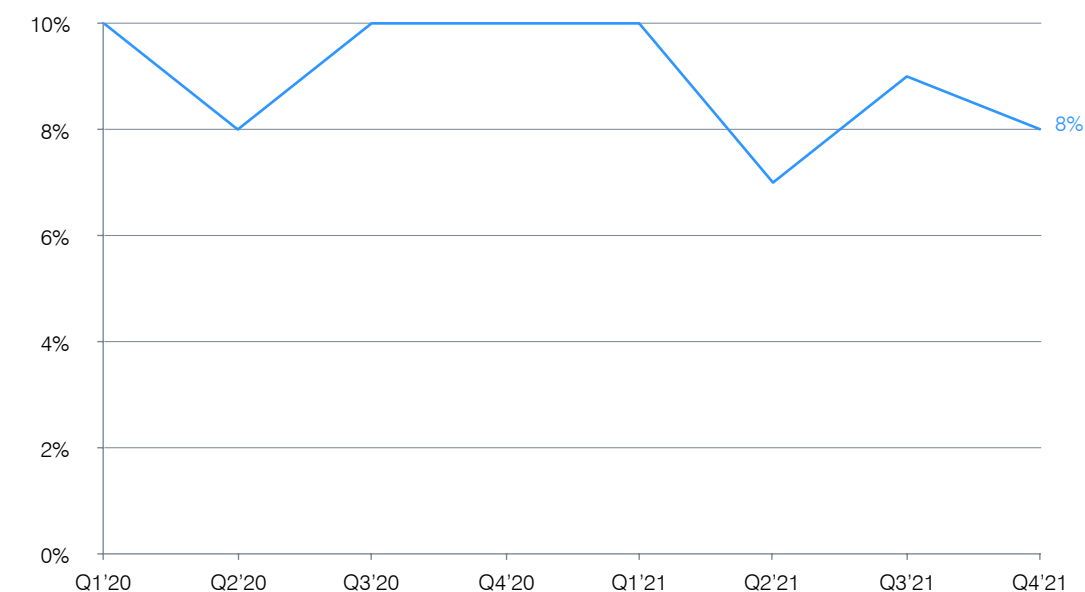
CORPORATE REORGANIZATIONS—THE PERCENTAGES OF POST-SERIES A FINANCINGS INVOLVING A CORPORATE REORGANIZATION (I.E. REVERSE SPLITS OR CONVERSION OF SHARES INTO ANOTHER SERIES OR CLASSES OF SHARES) WERE AS FOLLOWS:



PAY-TO-PLAY PROVISIONS—THE PERCENTAGES OF FINANCINGS HAVING PAY-TO-PLAY PROVISIONS WERE AS FOLLOWS:



DUAL-CLASS COMMON STOCK—THE PERCENTAGES OF FINANCINGS WITH DUAL-CLASS COMMON STOCK STRUCTURES, WHERE THERE IS ONE CLASS OF COMMON STOCK WITH MORE VOTES PER SHARE THAN THE OTHER CLASS, WERE AS FOLLOWS:



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“The best in the startups business. They are always on top of the current trends and provide the highest quality legal advice I’ve ever seen.”

–*Chambers USA*

Fenwick’s Startup & Venture Capital Team

Fenwick is one of the first technology law firms in the world. For over 45 years, we have worked closely with technology and life sciences companies that are changing the world and the investors financing them. We currently represent 1,000+ VC-backed companies, act as primary legal counsel to 60+ VC-backed companies with valuations over \$1 billion and have long-standing ties to more than 300 venture capital investors. Our VC-backed clients include many of the world’s most notable private technology companies, for whom the firm has advised in some of the largest venture capital deals in history.

Representative Venture-Backed Companies



About our Survey

The Fenwick 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.

Disclaimer

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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. 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.

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.

To view the most recent survey please visit fenwick.com/vcsurvey. To be placed on an email list for future editions of this survey please visit fenwick.com/vcsurvey/sign-up.

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