



Jonathan D. Gworek

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An experienced and versatile corporate attorney, Jon guides entrepreneurs, technology start-ups, and emerging companies from formation through liquidity event. He prides himself in helping clients navigate their way through transactions, distilling complex legal issues to clear and actionable business decisions, and getting deals closed successfully.

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, a range of commercial transactions including licenses, joint ventures, and other strategic alliances, and mergers and acquisitions. Jon also represents several angel and venture capital investors, as well as impact investors including the venture capital arms of non-profit foundations. 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 several leadership positions in the legal and venture communities. Jon is active in the American Bar Association, where he is past chair of the Private Equity and Venture Capital Committee, a committee that 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. He is a past chair of the MIT Enterprise Forum of Cambridge and was a longstanding member of its Executive Committee. Jon was also a former member of the **National Venture Capital Association's General Counsel Advisory Board** and its Model Documents Standing Committee. In this capacity, he was 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 recently completed a five-year term as president of his class. Jon is also a prolific author of many articles related to start-ups, emerging companies and early-stage finance, and a frequent speaker. He has been interviewed on Bloomberg radio, and for publications including Massachusetts High Tech magazine, among others.

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
Life Sciences
Software-as-a-Service

Representative Matters

- Represented our client Agrivida, a biotechnology company focused on developing and commercializing a new generation of enzyme solutions to feed livestock more efficiently, reduce negative environmental impacts, and produce more healthful food, in its acquisition by Novus International, Inc.
- Supported the Myeloma Investment Fund (MIF) in its investment in Envisagenics, a biotechnology company pioneering the development of RNA splicing technology.
- Represented IA Capital Group, a private investment firm dedicated to supporting innovative entrepreneurs, has recently completed a Series A financing investment in Retirable.

Affiliations

American Bar Association

Massachusetts Bar Association

Boston Bar Association

ABA Private Equity and Venture Capital Committee

Brown University

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