

How to use this PDF

- 1) Create a single data room folder. Keep names boring and consistent.
- 2) Work top to bottom. Mark each item as done.
- 3) If something does not exist yet, write a note and a date for when it will exist. Investors can handle honest gaps. They cannot handle surprises.

Three real world gotchas (from deals we've watched)

- Contractor built the MVP, but no IP assignment was signed. The fix is easy, unless the contractor disappeared.
- SAFE side letter included a weird pro rata right. It stayed hidden until late diligence and slowed the round.
- Founder said "SOC 2 in progress" but had no policy, no MFA, and no audit plan. Better to say "not yet" and show your baseline.

One page checklist (high signal)

If you only do one thing: make sure every box below has a link in your data room. This removes 80% of investor friction at pre seed.

Category	Items
Corporate	☐ Certificate of incorporation + amendments ☐ Bylaws / operating agreement ☐ Board and stockholder consents (material actions) ☐ Good standing certificate
Cap table	☐ Cap table (current + fully diluted) ☐ SAFE / note docs + side letters ☐ Equity plan + option grant ledger ☐ 409A (if applicable)
IP	☐ Founder IP assignment ☐ Contractor and advisor IP assignment ☐ Open source dependency list + policy ☐ Trademarks / patents (if any)
Product + tech	☐ Product one pager + demo ☐ Roadmap (6-12 months) with assumptions ☐ Architecture diagram ☐ Vendor list (cloud, auth, payments, analytics)
Security + privacy	☐ PII and data handling summary ☐ Privacy policy + terms of service ☐ MFA + access process documented ☐ Incident response starter (simple is fine)
Financials	☐ 12 month P&L; (actuals) ☐ Cash + runway calc ☐ 18-24 month forecast with assumptions ☐ Bank statements (last 3 months)
Go to market	☐ ICP + buyer / user mapping ☐ Pipeline report (if selling) ☐ Experiment log (what you tried, results) ☐ Sales materials (deck, one pager)
People + legal	☐ Employment agreements + IP assignment ☐ Contractor agreements ☐ Material contracts list (top 10) ☐ Litigation / claims summary (if any)

Data room structure (copy this)

Boring folder names win. This structure works with most VCs and keeps you from losing files in week three of fundraising.

- [] 00_README
- [] 01_Corporate
- [] 02_CapTable
- [] 03_IP
- [] 04_Product
- [] 05_Tech
- [] 06_Security
- [] 07_Financials
- [] 08_GoToMarket
- [] 09_Customers
- [] 10_People
- [] 11_Legal
- [] 12_Fundraise

Verified readiness scorecard

Use this to decide what to fix first. The goal is not perfection. The goal is removing deal blockers and minimizing investor follow ups.

Score	Meaning	What to do next
0.95 to 1.00	Verified-ready	Most items are Ready or Shared with working links.
0.80 to 0.94	Investor-ready	You will get through diligence, but expect extra questions.
Below 0.80	Needs cleanup	Focus on cap table, IP assignment, and basic financials first.

The Excel checklist includes a dashboard and status drop downs so you can track progress and share a clean index with investors.