



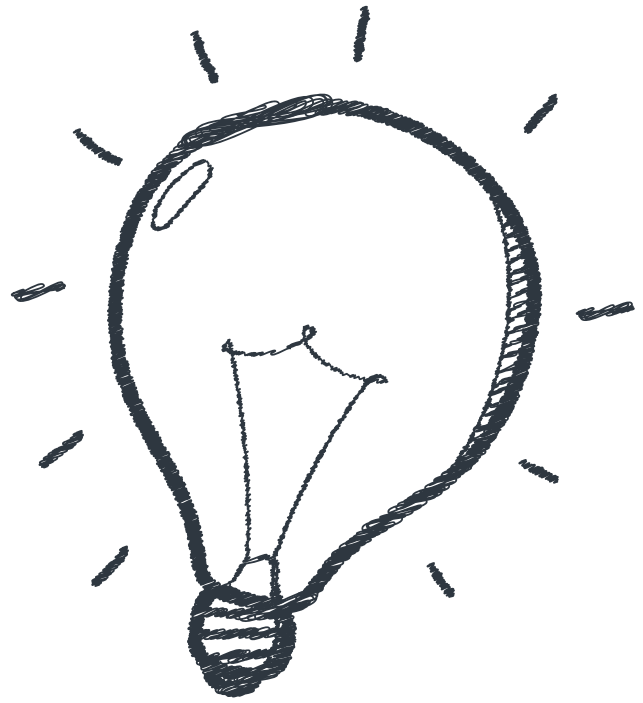
UNDERSTANDING EQUITY COMPENSATION IN TECH

A COMPREHENSIVE GUIDE



Table of Contents ::

Introduction	2
History of Equity Compensation in Tech	4
Frequently Asked Questions about Equity Compensation in Tech	5
Types of Equity Compensation	8
Benefits of Equity-based Employee Compensation	12
Understanding Section 409A	14
Conclusion	17



Introduction

In the dynamic world of technology, attracting and retaining top talent is paramount for success. One of the most effective ways companies achieve this is through equity compensation. This comprehensive guide aims to provide job seekers and hiring managers alike with a deep understanding of equity compensation in the tech industry. From its historical roots to its modern applications, we delve into the intricacies of equity compensation, offering insights into its various types, benefits, and considerations.

Also, keep in mind that we are a recruiting agency and we are reporting the things we see and have seen. None of this should be taken as financial advice and we may have stated something you disagree with - please tell us! We are not financial advisors, we are not equity experts, and we simply hope to share some of the knowledge we have gained watching candidates and clients evaluate various equity offers.

A NOTE FROM OUR CEO, SAM BRENNER:

Equity offerings in the tech industry have become a popular form of compensation, allowing employees to own a piece of the company they work for. This practice can align the interests of employees with those of the company, fostering a sense of ownership and long-term commitment. However, it also carries risks, as the value of equity can fluctuate with market conditions and the company's performance. I thought it made sense to offer you 4 different opinions from 4 incredible people in the industry:

SUPPORTERS

"Equity compensation is a powerful tool to attract top talent and incentivize them to contribute to the company's growth. It aligns the interests of employees with shareholders, driving innovation and performance."

MARC ANDREESSEN |

Co-founder of Andreessen Horowitz

CAUTIONERS

"Equity compensation can be misleading if employees don't fully understand the potential risks and rewards. It's crucial for companies to provide clear education on what equity means and its potential value."

PATTY MCCORD |

Former Chief Talent Officer at Netflix

"Offering equity is essential in startups. It helps us compete with larger companies by providing a stake in the potential success of the business."

BEN SILBERMANN |

Co-founder of Pinterest

"Relying too heavily on equity can be problematic, especially in volatile markets. Cash compensation provides more stability and predictability for employees."

LASZLO BOCK |

*Former SVP of People Operations
at Google*

Deciding to offer equity or to accept equity is a very personal choice. Seek out advisors, ask opinions and make the best decision for your business or yourself.

History of Equity Compensation in Tech

Equity compensation traces its roots back to the early days of Silicon Valley. Initially used by pioneering companies like Intel and Apple to incentivize employees, it gained widespread adoption during the dot-com boom of the 1990s. Since then, it has evolved into a standard component of compensation packages in tech companies, aligning the interests of employees with the long-term success of the company.



Frequently Asked Questions about Equity Compensation in Tech



Q1: Should I care about equity?

A: Depends...if they are RSU's then yes, that is as good as cash. If they are options, see below, but that's a lottery ticket - make sure the base works for you.

Q2: What type of equity am I being offered?

A: Candidates often ask whether they are being offered stock options, restricted stock units (RSUs), or another form of equity. Understanding the type of equity is crucial as it affects vesting schedules, tax implications, and potential value.

Q3: What is the strike price of my stock options?

For stock options, candidates will want to know the price at which they can purchase the shares. This price affects the potential gain when exercising options. See below for Equity Options and the 409A valuation. An RSU is a publicly traded stock - so check out your favorite finance app.

Q4: What are the liquidity options for my equity?

Since private company shares are not typically traded on public markets, candidates often ask when and how they can sell their shares. They might inquire about planned IPOs, acquisition possibilities, or internal share buyback programs. Ultimately, the company has to sell or go public if they are options. RSU's can be sold easily at certain times of the year.

Q5: Can I negotiate the equity offer?

Heck yeah! And you better! Candidates may want to know if there's room to negotiate the amount or type of equity being offered as part of their compensation package.

Q6: How many rounds does your startup plan to raise?

A: Knowing the company's fundraising plans can help you gauge its growth potential and future dilution of your equity. Future funding rounds can impact the value of your equity and the overall health of the company.

Q7: When was the last 409A valuation done?

A: A 409A valuation is a formal appraisal of the company's common stock. Understanding the timing and outcome of the last valuation can provide insights into the current value of your equity and any tax implications associated with stock options.

Q8: When is the vesting schedule?

A: The vesting schedule outlines when you will earn your equity. Typically, this includes a combination of a cliff period and incremental vesting. It's crucial to know this schedule to understand how long you need to stay with the company to fully realize your equity benefits.

Q9: What happens to stock options if the startup is acquired?

A: In the event of an acquisition, the fate of your stock options can vary. They might be assumed by the acquiring company, cashed out, or canceled. Understanding these scenarios can help you make informed decisions about your employment and equity.

Q10: How long will the company's current funding last?

A: This information provides insight into the company's runway – the amount of time it can operate before needing additional funds. A longer runway indicates financial stability and a lower risk of the company running out of money.

Q11: What is the aggregate liquidation preference on top of the preferred stock?

A: Liquidation preference dictates how proceeds from a sale or liquidation of the company are distributed among shareholders. Understanding the aggregate preference helps you assess the likelihood of receiving proceeds in such an event and the potential impact on your common stock.

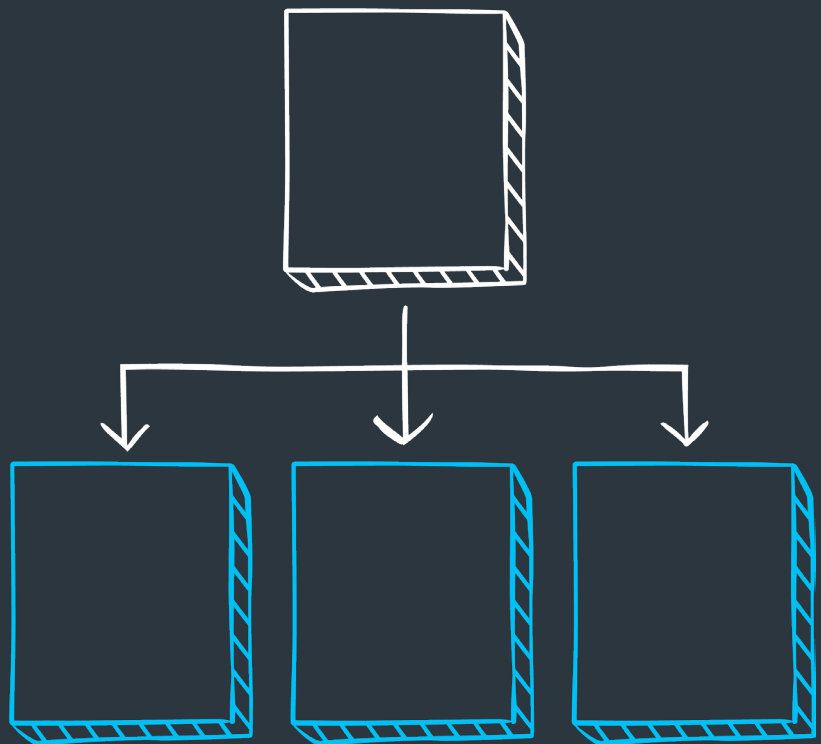
Q12: How much debt has the company raised?

A: The amount of debt a company has can affect its financial health and stability. High levels of debt might pose a risk to equity holders, as creditors are paid before shareholders in the event of liquidation.

Q13: What rights do I have as an equity holder?

Understanding the rights associated with their equity, such as voting rights or rights to information, is also a common concern for candidates. Short answer here is, unless you are Elon Musk - you don't have many rights. It is really just a component of your comp.

Types of Equity Compensation



Understanding the various types of equity compensation is crucial for both employees and employers. Each type offers distinct benefits and structures:

STOCK OPTIONS

Definition: *Contracts that give employees the right to buy a specified number of company shares at a predetermined price (the exercise or strike price) after a certain period (vesting period).*

PROS	CONS
<ul style="list-style-type: none">• Potential for significant financial gain if the company's stock price increases, particularly if the company goes public (IPO) or is acquired.• Encourages long-term commitment and performance, as employees benefit directly from the company's success.• Employees can choose when to exercise their options, offering flexibility in timing the financial gain, although this often requires a liquidity event such as an IPO or acquisition.	<ul style="list-style-type: none">• If the company never has a liquidity event the options are no better than lottery tickets.• If you leave the company you typically have to buy the options within a certain time period or you forfeit them altogether.• If the stock price does not rise above the strike price, the options may become worthless.• Complex tax implications, as employees may owe taxes upon exercising the options and later when they sell the shares.• Requires careful planning and financial management by employees.

RESTRICTED STOCK UNITS (RSUS)

Definition: *Company shares given to employees subject to a vesting schedule. Employees do not need to purchase the shares.*

PROS	CONS
<ul style="list-style-type: none">• Provides a clear value to employees as they receive actual shares.• Aligns employee interests with company performance, fostering a sense of ownership.• Less risky for employees compared to stock options, as RSUs always have value once vested.	<ul style="list-style-type: none">• Taxable upon vesting, which could result in a tax burden without immediate liquidity to cover it.• Potential dilution of company shares as more shares are granted.• Employees must wait for vesting to receive the shares, which could take several years.

EMPLOYEE STOCK PURCHASE PLANS (ESPPS)

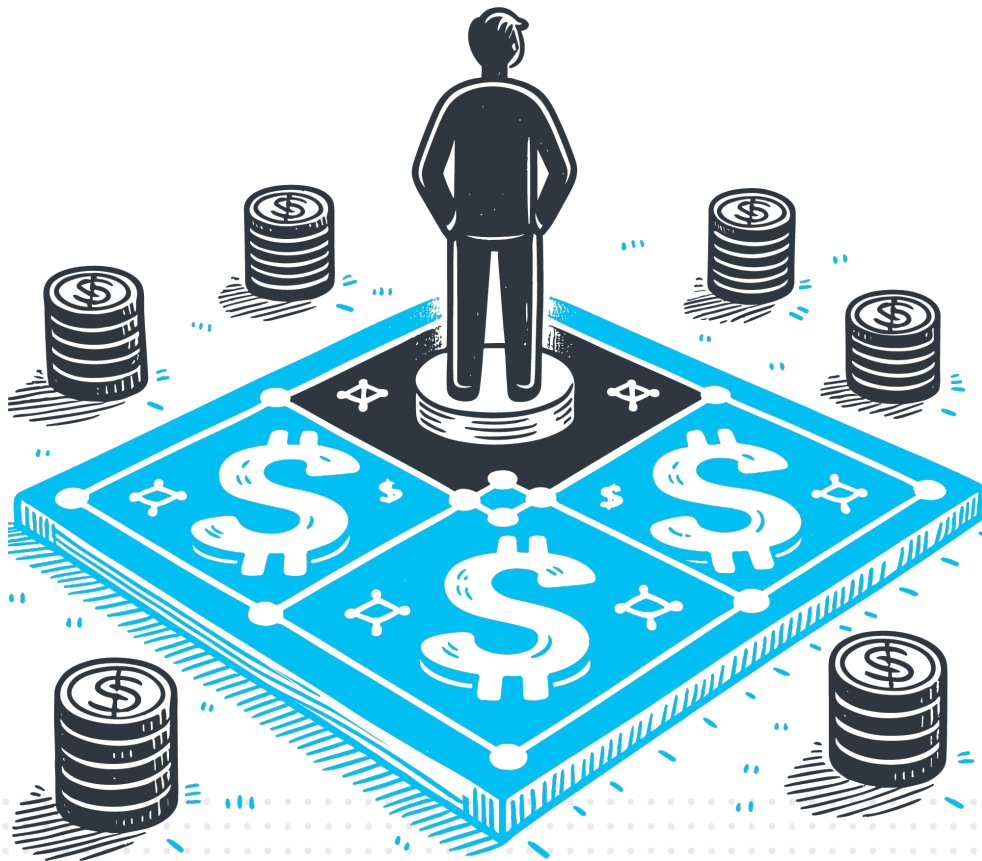
Definition: *Programs allowing employees to purchase company stock at a discounted price through payroll deductions over a set offering period.*

PROS	CONS
<ul style="list-style-type: none">• Encourages employee ownership and investment in the company.• The discount on stock purchases offers immediate value and potential for financial gain.• Often includes a “lookback” feature allowing employees to purchase stock at a discount at the beginning or end of the offering period.	<ul style="list-style-type: none">• Requires employees to use their own funds to purchase shares, which could be a financial burden.• Potential financial risk if the stock price declines after purchase.• May be subject to specific IRS rules and limits, adding complexity.

STOCK GRANTS

Definition: Direct grants of company shares to employees, usually without a vesting period or purchase requirement.

PROS	CONS
<ul style="list-style-type: none">• Immediate value for employees without the need for upfront investment.• Simple to understand and administer compared to other forms of equity compensation.• Helps quickly align employees' interests with those of the company.	<ul style="list-style-type: none">• Immediate tax implications, as the value of the grant is considered taxable income.• Potential dilution of company shares, impacting existing shareholders.• Does not provide a long-term incentive to stay with the company if there are no vesting conditions.



Benefits of Equity-Based Employee Compensation



Equity compensation offers numerous advantages for both employees and employers:

FOR EMPLOYEES

- **Financial Rewards:** Potential for substantial financial gains, especially in high-growth companies. Early-stage employees in successful startups can see significant appreciation in the value of their equity. For instance, early employees of companies like Facebook or Google reaped substantial rewards as these companies grew.
- **Ownership and Alignment:** Fosters a sense of ownership, aligning employee interests with the company's success. Employees are more likely to be motivated and committed to the company's goals, knowing that their efforts directly impact their financial well-being.
- **Retention:** Equity vesting schedules incentivize employees to stay with the company longer, reducing turnover. This is particularly important in the tech industry, where competition for talent is fierce and employee loyalty can be challenging to maintain.

FOR EMPLOYERS

- **Attraction of Top Talent:** Offering equity can make compensation packages more competitive, attracting high-caliber candidates who might otherwise go to other companies. This is crucial for startups and smaller companies that might not be able to offer salaries comparable to large tech giants.
- **Cash Flow Management:** Allows companies to offer valuable compensation without immediate cash outlays, which is especially beneficial for startups with limited cash flow. This enables companies to invest their capital in other critical areas such as product development or market expansion.
- **Performance Incentive:** Aligns employees' financial interests with the company's performance, encouraging higher productivity and innovation. Employees with a stake in the company are more likely to go above and beyond in their roles, driving the company towards greater success.
- **Reduced Turnover:** With equity as part of the compensation package, employees have a vested interest in staying with the company through the vesting period, thereby reducing turnover and the costs associated with recruiting and training new employees.

Understanding Section 409A



As equity compensation has become more common, it's crucial for both employees and employers to understand the regulatory framework that governs it. One of the most important regulations to be aware of is Section 409A of the Internal Revenue Code.

WHAT IS SECTION 409A?

Section 409A of the Internal Revenue Code governs the treatment of nonqualified deferred compensation. Enacted as part of the American Jobs Creation Act of 2004, it sets strict requirements for the timing of deferrals and distributions of compensation to avoid adverse tax consequences.

KEY PROVISIONS OF SECTION 409A

Timing of Elections

- **Initial Deferral Elections:** Employees must decide to defer compensation before the beginning of the year in which they earn it. For newly eligible employees, they must make this election within 30 days of becoming eligible.
- **Subsequent Changes:** Any changes to the time or form of payment must be made at least 12 months before the payment is due and must delay the payment by at least five years from the original payment date.

Distribution Rules

- **Permissible Payment Events:** Payments can only be made upon specific events, such as separation from service, disability, death, a fixed time or schedule, a change in ownership or control of the company, or an unforeseeable emergency.
- **Specified Employees:** For publicly traded companies, "specified employees" (typically top executives) have to wait at least six months after separation from service to receive payments.

CONSEQUENCES OF NON-COMPLIANCE

Failure to comply with Section 409A can result in severe tax penalties for the employee, including:

- Immediate taxation of deferred amounts.
- An additional 20% penalty tax on the amounts included in income.
- Potential interest charges on underpayments of tax.

RELEVANCE TO EQUITY COMPENSATION

Stock Options and 409A

- **Incentive Stock Options (ISOs):** Generally exempt from 409A if they meet specific criteria.
- **Nonqualified Stock Options (NSOs):** Must have an exercise price at least equal to the fair market value of the underlying stock on the grant date to avoid 409A issues.

Restricted Stock Units (RSUs) and 409A

- RSUs can be subject to 409A if the distribution timing does not comply with the permissible payment events.

IMPORTANCE FOR EMPLOYERS AND EMPLOYEES

For Employers

- Ensuring compliance with 409A is critical to avoid penalties for employees and potential legal issues for the company.
- Properly structured equity compensation plans can attract and retain talent without the risk of triggering adverse tax consequences.

For Employees

- Understanding 409A implications helps employees plan their finances better and avoid unexpected tax liabilities.
- Awareness of 409A can guide employees in making informed decisions about deferral elections and the timing of income realization.

Practical Steps for Compliance

- **Valuation:** Regularly obtain fair market valuations of company stock to ensure that stock options are granted at or above fair market value.
- **Documentation:** Ensure that all deferred compensation plans and agreements are documented clearly and in compliance with 409A requirements.
- **Employee Education:** Educate employees about 409A rules and the importance of making timely deferral elections and understanding distribution triggers.

Conclusion

Equity compensation stands as a cornerstone of the tech industry, offering a powerful tool for attracting, retaining, and motivating top talent. With its myriad benefits and applications, it remains a key driver of success in the ever-evolving landscape of technology. As you navigate the intricacies of equity compensation, trust CRB Workforce to be your partner in achieving your goals and propelling your organization to new heights.

Ready to unlock the full potential of equity compensation? Contact CRB Workforce today to learn how we can help you navigate the complexities of equity compensation and achieve your recruitment goals.

ABOUT CRB WORKFORCE

At CRB Workforce, we specialize in sourcing top talent for the Technology and Marketing sectors, with a specific focus on serving the unique needs of the EdTech/HigherEd, Entertainment, Travel/Leisure, and Consumer Apparel industries. Whether you're in need of short or long-term hires, executive talent to join your team, or ongoing consultation support, we have streamlined our services to ensure a seamless journey from Point A to Point Z, sans the headaches. From handling the plans, searches, interviews, and negotiations, to onboarding, we take care of every aspect of the recruitment process with precision and care. What sets us apart is our unwavering commitment to our clients.

While other recruitment agencies may bid farewell after contracts are signed, we remain fully dedicated to supporting your needs even after the ink has dried. Trust CRB Workforce to be your strategic partner in achieving your goals.

DISCLAIMER

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