

[Company Name]

[Company Address]
[City, State, Zip Code]

[Date]

RE: Equity Placement Offer

Dear [Executive Name],

Following our recent Series A funding round, [Company Name] (the "Company") is pleased to offer you an equity placement as part of your executive compensation package. This offer is subject to the approval of the Company's Board of Directors.

1. Equity Grant

Subject to Board approval, you will be granted [Number] [Stock Options / Restricted Stock Units] representing approximately [Percentage]% of the Company's fully diluted capitalization as of the closing of the Series A financing.

2. Vesting Schedule

Your equity grant will be subject to a standard four-year vesting schedule. [Percentage]% of the shares shall vest on the first anniversary of your [Start Date / Grant Date] (the "Cliff"), and the remaining shares shall vest in equal monthly installments over the following 36 months, provided you remain in continuous service with the Company.

3. Strike Price

The exercise price per share will be determined by the Board of Directors at the time of the grant and will be equal to the Fair Market Value (FMV) as determined by a 409A valuation.

4. Acceleration

In the event of a Change of Control (as defined in the Equity Incentive Plan), you will be entitled to [Single-Trigger / Double-Trigger] acceleration of [Percentage]% of your unvested shares, subject to the terms of your formal Equity Agreement.

5. Plan Governance

This grant is subject to the terms and conditions of the [Company Name] [Year] Equity Incentive Plan and the execution of a formal Stock Option Agreement or Restricted Stock Purchase Agreement.

Please indicate your acceptance of this equity offer by signing below.

Sincerely,

[Name of CEO/Chairperson]
[Title]
[Company Name]

Acceptance:

I accept the equity placement offer as outlined above.

Signature: _____

Date: _____