

**WILSON
SONSINI**

NEST

Accelerate Your Gaming Start-Up

NEST is an exclusive program for early-stage gaming companies that offers access to discounted legal services, other essential non-legal resources and training. Backed by one of Silicon Valley's leading law firms, Wilson Sonsini.

GAMING START-UP POWER UP

*Cash
Flow
Relief*

*Discounted
& Fixed-Fee
Legal
Services*

*Legal
Services &
Start-Up
Resources*

**ELECTRONIC
GAMING
GROUP**



<http://egg.wsgr.com>

APPLY NOW

Questions? NEST@wsgr.com

ATTORNEY ADVERTISEMENT



What Is NEST?

NEST is an exclusive program that offers select early-stage companies access to discounted legal services and other non-legal resources, such as business coaching. By the end of the program, NEST founders will be set up for success when pitching their games and companies to investors.‡

[Click here](#) for a summary of all NEST benefits.

‡Investment not guaranteed.

How Long Is The NEST Program?

A company may “NEST” in the program until it “hatches” one year later, or earlier if a significant commercial event occurs. [Click here](#) for more details on how the program works.

Who Are Potential NEST Clients?

A wide range of start-ups in the e-gaming ecosystem are eligible for NEST, including:

Game Development

- Games
- Publishers
- Distribution

Blockchain

- Content Creators (NFTs)
- Protocols/DAOs
- Infrastructure
- Marketplace
- Monetization

Technology

- Engines (e.g., Graphics, Physics, etc.)
- Platform (e.g., Roblox)
- AR/VR
- Data & Analytics
- Hardware
- Gaming Peripherals
- Streaming
- Infrastructure/Backend Services
- Anti-Cheat

Esports

- Leagues
- Tournament Organizers
- Tournament Platforms
- Coaching
- Talent Agencies

Advertising

- Mobile
- In-app purchases

For additional information about application qualifications, [click here](#).

Legal Services and Fee Deferrals

Whether you're preparing to incorporate, filing trademarks, or raising capital, Wilson Sonsini's [Electronic Gaming Group](#) has the expertise and experience to make sure your company is accelerating down the right path. NEST clients are given access to some of the most common legal services gaming start-ups need at discounted and fixed rates. In addition, companies in the NEST may be eligible for cash-flow relief through certain legal fees being deferred. [Click here](#) to learn more about fee deferrals.†

†Equity grants to WS Investments may be required for companies in certain circumstances.



Incorporation Package

If your company is not incorporated yet, you will begin your NEST journey with access to Wilson Sonsini's comprehensive Incorporation Package, powered by our proprietary client software platform, [Neuron](#). [Click here](#) to see all of the services included in the package, such as incorporation and qualification services, corporate governance services, and employee matters services.

Discounted and Fixed-Fee Legal Services

NEST clients are given access to some of the most common legal services gaming start-ups need to launch their projects and raise capital at discounted and fixed-fee rates, including:*

- Contract Review and Negotiation
- Custom Publishing Agreement Drafting
- Development Agreement
- Employee Handbook
- Evaluation Agreement
- Financing Term Sheet Drafting/Negotiation
- Intellectual Property Advisement (up to 1 hr.)
- Intellectual Property Assignments
- Investment Round Drafting/Negotiation
- Open-Source Policy
- Patentability Advisement (up to 1 hour)
- Privacy Policy (information-only website)
- Publishing Agreement Drafting/Negotiation
- TCPA Advisement (up to 1 hour)
- Terms of Use (information-only website)
- Trademark Clearance (preliminary)
- U.S. TM Application (not including TM clearance, government filing fees, or ongoing TM prosecution)
- U.S. State Privacy Law Advisement

* List of services is subject to change.

Additional Legal Services

As a fully engaged client of Wilson Sonsini, companies will have access to all legal services offered by the firm. However, the services that fall outside the NEST program are offered at the firm's standard billing rates. [Click here](#) for a list of these other services you may be interested in, including technology transactions, litigation, and cybersecurity.

How the NEST Program Works

What is the NEST program?

NEST is Wilson Sonsini's program for early-stage gaming companies that offers access to discounted legal services and other nonlegal resources.

How long can a company participate in the NEST program?

The NEST program is designed to last until the earlier of one year or until the company experiences a significant commercial event, such as a publishing deal, an acquisition, or a financing.

What are some benefits of joining the NEST program?*

NEST cash flow relief through deferrals and special pricing options for some of the most common legal services that gaming start-ups need to launch their projects and raise capital.

See Wilson Sonsini's [incorporation services](#), [full suite of legal services](#), and [other resources and training](#) made available through the NEST program.

What is a fee deferral?

A "fee deferral" is a cash-flow relief mechanism whereby certain legal expenses are deferred for a period of time, allowing a start-up to get the legal services they need now and pay for them later.

Will I have access to legal services not listed above?

Yes! As a fully engaged client of Wilson Sonsini, you will have access to all legal services offered by the firm. However, such services are offered at the firm's standard billing rates and fall outside of the NEST program.



** The offerings provided through the NEST program are subject to change. Benefits will be detailed in an engagement letter with NEST program participants. Investment not guaranteed.*

Application Qualifications

What kinds of gaming companies are eligible to apply?

A wide range of start-ups in the gaming industry are eligible to apply to the NEST program. [Here is a sample list of potential start-ups.](#)

I haven't incorporated my company yet; am I still eligible for the NEST program?

Yes! Incorporation is a service made available through the NEST program for those companies that are not yet incorporated. [Click here](#) to learn more about what's included in our Incorporation Package.

My company is already incorporated; am I still eligible for the NEST program?

Yes! Prior incorporation does not impact application eligibility.

Does my company need to be incorporated in the United States to be eligible for the NEST program?

The NEST program is specifically tailored to United States corporations. However, you may still engage with Wilson Sonsini for the firm's standard services.

My company has already raised funds; am I still eligible for the NEST program?

The NEST program is designed for early-stage start-ups. Depending on how much your company has raised, Wilson Sonsini may determine that your company is better suited for the firm's traditional service models.

Are there any other requirements for eligibility to apply to the NEST program (e.g., minimum number of employees, prior funding, etc.)?

No. Wilson Sonsini reviews each NEST applicant holistically, taking into account a variety of factors. You should include all relevant information in your application.



Application Process

When and how can I apply?

NEST is offered on an open and rolling enrollment basis and you may apply at any time. When ready you can apply [here](#).

What information do I need to provide in the application?

The application requires you to provide certain information about yourself and your company in order to streamline our review process and better assess your qualifications for the NEST program. [Click here](#) to read what information you will need to begin the application process.

When do I find out if I have been accepted into the NEST program?

Generally, within four weeks of submitting your application you will be notified by Wilson Sonsini via the email listed in your application if you have been accepted into the NEST program.

When does the NEST program officially start if I've been accepted?

Accepted applicants will receive intake and onboarding instructions via the email listed in your application.

If I don't get into the NEST program, can I still engage with Wilson Sonsini to provide legal services for my game company?

Yes! While the NEST program is specifically designed for early-stage gaming companies, Wilson Sonsini provides legal services that are suited for game companies through all stages of their business's life cycle, ranging from start-ups all the way to well-established companies.



Don't see your question above? We'd be happy to answer any of your other inquiries! Please contact us at NEST@wsgr.com.

What Materials Are Required to Apply to NEST?

The NEST application process is simple and should take less than 15 minutes. To streamline the application process, collect the following materials in advance:

- basic company details and description, including any link(s) to product demos;
- company legal background (e.g., official name, state of incorporation, prior funding details);
- background of founder(s) and link(s) to LinkedIn profile(s), personal website(s), or similar; and
- basic details regarding company strategy and competitive environment.

For additional information about the application process, [click here](#).



Legal Disclaimer

Wilson Sonsini Goodrich & Rosati PC (“Wilson Sonsini”, “us” or “our”) is committed to ensuring the privacy and integrity of information you share with us. **You expressly acknowledge that, to the extent that you convey or otherwise provide information in applying to NEST, doing so does not and will not create an attorney-client relationship between you and Wilson Sonsini, and will not be used as a basis to seek to disqualify Wilson Sonsini from representing any Wilson Sonsini client in any matter, present or future.** You should refrain from submitting any information you believe to be confidential in your application to NEST. Should you wish to retain Wilson Sonsini, Wilson Sonsini will conduct an appropriate engagement evaluation (including an investigation of any professional responsibility issues), and any retention will occur only following that evaluation and an appropriate acceptance and acknowledgement of any retention in writing in the form of an agreed-to engagement letter.

As noted above, your application to NEST does not create an attorney-client relationship between you and Wilson Sonsini. Unless you are a previously existing Wilson Sonsini client (in which case the terms of our relationship are reflected in appropriate engagement letters with you), you understand that Wilson Sonsini may currently be representing one or more clients adverse to you and, further, that Wilson Sonsini remains free to represent clients adverse to you in the future, in each case without notice to or consent by you.

As part of the normal operation of the underlying software, the NEST Application temporarily stores information that you have entered so that the underlying software can operate as designed. By submitting your NEST Application, you confirm that you have authority to share any information that you furnish. Except as prohibited by law, we disclaim any and all liability in connection with the collection, use or disclosure of the information furnished by you or otherwise collected by the NEST Application. Please note that Wilson Sonsini cannot guarantee the security of any information transmitted to us over the internet. Please also refer to the [Privacy Policy](#) that generally governs the use, of Wilson Sonsini’s website.

[APPLY NOW](#)

Questions? Contact us at NEST@wsgr.com

Services Included In The Incorporation Package:*

NEST clients may begin their journey with access to Wilson Sonsini's comprehensive incorporation package[†]

Incorporation and Qualification

- Reservation of company name
- Certificate of incorporation and bylaws
- Action by incorporator
- Action by written consent of the board of directors in lieu of first meeting
- Form SS-4 Application for Employer Identification Number (and state tax application for state where the business is located)
- Qualification to do business as a foreign corporation in the state where the business is located (required since incorporated in Delaware)
- Corporate records and minute book

Initial Capitalization

- Restricted stock purchase agreements for up to four founders
- Stock certificates and receipts for up to four founders
- Action by written consent of the board of directors authorizing initial stock issuances to founders
- State securities filings for stock issuances to founders
- Equity incentive plan
- Form of stock option agreement for issuances under the equity incentive plan (form only)
- Action by written consent of the board of directors to approve the equity incentive plan and the form of stock option agreement
- Action by written consent of the stockholders to approve the equity incentive plan
- Stock option grants to founders (if applicable)
- Action by written consent of the board of directors approving option grants to founders (if applicable)
- State securities filings for stock option grants to founders (if applicable)
- Form U-2 Uniform Consent to Service of Process (in connection with securities filings)

Corporate Governance

- Form of indemnification agreement for directors and officers (form only)
- Action by written consent of the board of directors to approve form of indemnification agreement
- Action by written consent of the stockholders to approve form of indemnification agreement

Employee Matters

- Form of offer letter for employees (form only)
- Form of at-will employment, confidential information, invention assignment, and arbitration agreement (form only)
- Form of consulting agreement (form only)

Intellectual Property

- Forms of mutual nondisclosure agreement and one-way nondisclosure agreement (forms only)
- Standard memo on trademark issues for a new company

Consultation with Specialized Attorneys

- One hour of advice on protecting and monetizing the Company's intellectual property
- One hour of advice on employment matters
- One hour of advice on benefits matters
- One other hour of advice from one of our other specialty departments, all of which are highly experienced with issues typically facing newly formed and private companies

† If your e-gaming start-up has already been incorporated, you may still be eligible to participate in NEST.

** Incorporation package content is subject to change.*

Access To All Firm Legal Services

As a fully engaged client of Wilson Sonsini, companies will have access to all legal services offered by the firm. However, the services that fall outside the NEST program are offered at the firm's standard billing rates. Services include:

Corporate Fundamentals

- Private and public equity and debt financing deals
- Mergers, acquisitions, and asset purchases and sales

Technology Transactions

- Licensing key technologies and third-party IP
 - Graphics and sound engines
 - Artificial intelligence (AI)
 - Modeling and auto-terrain generating software
 - Augmented reality (AR) hardware and software
 - Virtual reality (VR) hardware and software
 - Voice and facial recognition
 - Cloud-gaming services
 - Wearable peripherals
- Game development, music, and publishing deals
- Strategic partnerships, joint ventures, and development agreements
- In-licensing of music and other third-party IP

Intellectual Property Strategy

- Protecting technologies and new inventions
- Registering trademarks, copyrights, and patents
- Digital Millennium Copyright Act (DMCA) and Communications Decency Act (CDA)
- Copyright strategy
- User-generated or user-provided content

Privacy, Cybersecurity, and Data Protection

- Privacy and information security policies and compliance
- Children's Online Privacy Protection Act (COPPA)
- California Consumer Privacy Act (CCPA)
- EU General Data Protection Regulation (GDPR)

Litigation

- Patent, copyright, and trademark infringement
- Trade secret misappropriation
- Labor and employment disputes
- Consumer class action lawsuits
- False advertising and unfair competition claims
- Computer Fraud and Abuse Act (CFAA) litigation
- Corporate governance and securities litigation
- Commercial contract litigation
- Arbitration

Game Monetization and Advertising Strategies

- Payments, money, and virtual currency transmission
- Loot boxes, in-game credits, and other virtual items
- Sweepstakes, contests, and gambling
- Blockchain technology and cryptocurrencies
- Compliance with federal and state advertising laws

Antitrust and Competition

- Criminal and civil investigations
- Commission, and Competition and Markets Authority
- Merger control filings and clearance
- Consumer protection
- Antitrust litigation
- Business strategy
 - Pricing and distribution
 - IP licensing
 - Standard setting and patent pooling
 - Pre-merger and merger integration counseling

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