

BEFORE YOU RAISE

The US Fundraising Readiness Checklist

US investors do not fund a pitch deck alone. They fund a company that holds up under due diligence. This is the self-audit that shows you where your gaps are, before an investor finds them.

\$274_{bn}

Raised by US companies in 2025

~64%

Of all global venture funding

6

Areas investors examine in diligence

How to use this checklist

Work through the six areas on the pages that follow. Tick each item you can honestly say is already true. Add up your ticks at the end and read your score. The gaps that show up are your pre-raise to-do list.

Why readiness matters more than the pitch. US investors move fast, but they check hard. Diligence examines your structure, your cap table, your IP, your US employment setup, your books, and your US presence. A weakness in any one can slow a deal or lower your valuation. In our experience, the gaps cluster in two places founders neglect: US employment compliance and bookkeeping. Both are fixable, and far faster to sort than a corporate restructuring.

The six areas investors examine:

**01****Entity & Structure**

Delaware C Corp, flip timing, EIN, address

**02****Cap Table & Equity**

Clean records, vesting, options, SAFEs

**03****Intellectual Property**

Company-owned IP, signed assignment

**04****US Employment**

Classification, benefits, payroll tax

**05****Financials & Books**

Investor-ready accounts, transfer pricing

**06****US Presence**

Real address, traction, bank account



01 Entity & Structure

Investors need to know what they are buying into, and that it is built to take investment.

- You know whether US investors expect a Delaware C Corp, and by which round.
- If you plan to flip, you have modelled the timing so it does not land mid-raise.
- You have chosen the right US state to operate in, not just to incorporate in.
- You have a registered agent and a real US business address in place.
- You hold an EIN, or you know exactly how and when you will get one.

Watch out: Delaware's default franchise tax method can bill a young startup around \$85,000. Filing under the Assumed Par Value method usually brings it back to a few hundred dollars.



02 Cap Table & Equity

A messy cap table signals risk before anyone reads your numbers.

- Your cap table is clean, current, and matches your legal documents.
- Founder vesting and any option pool are documented, not just agreed verbally.
- Prior SAFEs, notes, and SEIS or EIS investments are recorded accurately.
- You can produce a fully diluted cap table in minutes, not days.
- You understand how a flip would affect UK shareholders and their tax relief.

Watch out: preserving SEIS or EIS relief through a Delaware flip needs HMRC pre-clearance. Sort it before you restructure, not after.



03 Intellectual Property

Investors want the company to own what makes it valuable.

- All IP is owned by the company, not by founders or contractors personally.
- Every employee and contractor has signed IP assignment.
- Trademarks and key domains are secured in the US, not only at home.
- Ownership is clear between your UK and US entities, with no grey areas.

Watch out: contractor-created IP does not transfer automatically. Get signed assignment from every contractor, past and present.



04 US Employment & Compliance

This is where founders get caught most in diligence.

- Anyone you pay in the US is classified correctly as an employee or contractor.
- US hires have compliant contracts, benefits, and workers' compensation.
- You are registered for payroll tax in every state where you employ people.
- You know the true cost of a US hire, including employer taxes and benefits.
- Your first US hires are set up compliantly, whether direct or through an EOR.

Watch out: worker misclassification is the single most common diligence red flag. Check every US contractor against the correct test before you raise.



05 Financials & Bookkeeping

Investors need numbers they can trust, on short notice.

- Your books are up to date and investor-ready, not months behind.
- If you run two entities, both sets of accounts are clean and reconciled.
- You have a handle on transfer pricing between your UK and US entities.
- Your burn rate and runway reflect real US costs, not home-market estimates.
- You can share management accounts on short notice during diligence.

Watch out: if you run a UK and a US entity, you need a transfer pricing policy for how they charge each other. HMRC will look for it.



06 US Operational Presence

Investors want to see you are serious about the US, not just curious.

- You have a US address and phone presence that stands up to scrutiny.
- You can show real US traction: customers, pipeline, or partnerships.
- You have a plan for how the US team will be hired and managed.
- You have a US bank account, or a clear path to opening one.

Watch out: a PO box is not enough for state registration or banking. You need a real US business address.

Red flags that stall a raise

- ✗ Misclassified US contractors who should be employees.
- ✗ Books that are months behind when diligence begins.
- ✗ A messy or out-of-date cap table.
- ✗ A flip attempted mid-raise, adding weeks of delay.
- ✗ IP owned by people rather than the company.
- ✗ No US bank account or verifiable US address.

Score yourself

Count the boxes you ticked across all six areas. There are 28 in total. Find your band below.

24–28

Investor-ready

Your foundations hold up. Tidy the last few items and focus on the raise itself.

17–23

Close, with gaps to close

You are most of the way there. Prioritise employment compliance and bookkeeping first.

Below

17

Groundwork needed first

Build the foundations before you open investor conversations. It is quicker than it looks with the right help.

What to fix first. Most founders lose points in the same two areas: US employment compliance and bookkeeping. Neither needs a restructuring to fix. Get worker classification right, get your books current, and you clear the two findings investors probe hardest.



NOT SURE YOU ARE READY?

Talk to Foothold America

We are the US expansion specialists that UK and European founders call before, during, and after a raise. We handle the operational reality investors examine, so your US foundations are solid when it counts. Trusted partner since 2015.

US Entity Setup

Registered Agent & US Address

EIN & Bank Support

Payroll & Benefits

Bookkeeping

Employer of Record

PEO+ Cross-Border Support

Virtual Office

WEBSITE

footholdamerica.com

EMAIL

info@footholdamerica.com

OFFICES

Boston • London

Empowering US Growth. Human-led US expertise for international founders.