

# Legal Due Diligence Checklist

A practical, investor-aligned checklist to identify enforceability gaps, ownership issues, and hidden liabilities before signing.

## How to use this checklist

Use this checklist to request documents, track exceptions, and assign follow-ups. Maintain all files in a secure data room with audit logs and permission controls.

Document category	What to review
<b>Corporate &amp; Authority</b>	<ul style="list-style-type: none"><li><input type="checkbox"/> Charter and bylaws</li><li><input type="checkbox"/> Board and shareholder approvals</li><li><input type="checkbox"/> Subsidiary structure and ownership</li><li><input type="checkbox"/> Certificates of good standing</li></ul>
<b>Equity &amp; Financing</b>	<ul style="list-style-type: none"><li><input type="checkbox"/> Cap table support</li><li><input type="checkbox"/> Option plans and grant agreements</li><li><input type="checkbox"/> SAFEs, convertible notes, warrants</li><li><input type="checkbox"/> Investor rights and side letters</li></ul>
<b>Material Contracts</b>	<ul style="list-style-type: none"><li><input type="checkbox"/> Top customer and supplier agreements</li><li><input type="checkbox"/> Change-of-control provisions</li><li><input type="checkbox"/> Assignment and consent clauses</li><li><input type="checkbox"/> Exclusivity and non-compete obligations</li></ul>
<b>Litigation &amp; Disputes</b>	<ul style="list-style-type: none"><li><input type="checkbox"/> Claims and litigation log</li><li><input type="checkbox"/> Threatened or pending disputes</li><li><input type="checkbox"/> Settlement agreements</li><li><input type="checkbox"/> Insurance coverage summaries</li></ul>
<b>Intellectual Property</b>	<ul style="list-style-type: none"><li><input type="checkbox"/> Employee invention assignments</li><li><input type="checkbox"/> Contractor IP assignment agreements</li><li><input type="checkbox"/> Trademark and patent filings</li><li><input type="checkbox"/> Inbound and outbound licences</li><li><input type="checkbox"/> Open-source software policy</li></ul>

Document category	What to review
<b>Regulatory &amp; Compliance</b>	<ul style="list-style-type: none"><li><input type="checkbox"/> Permits and licences</li><li><input type="checkbox"/> Regulatory correspondence</li><li><input type="checkbox"/> Investigations and enforcement actions</li><li><input type="checkbox"/> Compliance programme documentation</li></ul>
<b>Privacy &amp; Data Protection</b>	<ul style="list-style-type: none"><li><input type="checkbox"/> Privacy policies</li><li><input type="checkbox"/> Data processing agreements (DPAs)</li><li><input type="checkbox"/> Personal data breach history</li><li><input type="checkbox"/> Incident response records</li></ul>
<b>Employment &amp; Incentives</b>	<ul style="list-style-type: none"><li><input type="checkbox"/> Employment agreements</li><li><input type="checkbox"/> Executive compensation</li><li><input type="checkbox"/> Equity incentive plans</li><li><input type="checkbox"/> Termination and severance obligations</li></ul>
<b>One-off or Contingent Items</b>	<ul style="list-style-type: none"><li><input type="checkbox"/> Exceptional liabilities or guarantees</li><li><input type="checkbox"/> Unusual contractual obligations</li><li><input type="checkbox"/> Material indemnities</li></ul>