



Last updated: August 2, 2026

Google Docs Link: [Scalia Law Startup Company Law Syllabus \(Arewa\) -- Fall 2026](#)

COURSE DESCRIPTION

Startup Company Law is a business law class that will follow the lifecycle of the startup company. This class will examine core legal and business issues facing startup companies, including in relation to formation, fundraising, scaling, operations, and exit.

CLASS READINGS AND MATERIALS

- Class reading assignments and links for online class materials are available in the Class Readings document [here](#).

COURSE GOALS

This class will use and further develop students' abilities in research on topics relevant to startup companies, writing, analysis, problem-solving, and communication.

STUDENT LEARNING OUTCOMES

By the end of this course, students should be able to demonstrate:

- *vocabulary and knowledge about startup companies*
 - *knowledge and understanding about the life cycle of the startup company and legal and business issues that such companies face*
 - *understanding about the role of lawyers in matters related to startup companies*
 - *competence in researching and analyzing issues related to startup companies*
 - *experience with project management and teamwork skills*
 - *competence in written and oral communication*
 - *experience with technologies students are likely to encounter after graduation, including generative AI*
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INSTRUCTOR INFORMATION

Olufunmilayo Arewa
oarewa@gmu.edu

Office hours:

- *To be announced in class*
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Additional Information:

- *We will use Google Drive as well as Canvas for class materials this semester.*
- *Class slides will be posted on Google Drive and Canvas. Please let me know if you have any questions or concerns about our use of Google Drive.*

CLASS MEETINGS

Days/times of meetings: M 1:50-3:50 pm

COURSE READINGS/MATERIALS

Class readings should be available at the GMU Mason Square bookstore.

Primary Class Materials:

- Brad Feld and Jason Mendelson, *Venture Deals: Be Smarter Than Your Lawyer and Venture Capitalist* (4th ed. 2019) (“Feld”)
- Tom Eisenmann, *Why Startups Fail: A New Roadmap for Entrepreneurial Success* (2021) (“Eisenmann”)
- Sebastian Mallaby, *The Power Law: Venture Capital and the Making of the New Future* (2022) (“Mallaby”)
- Online class materials

COURSE POLICIES

Attendance & Tardiness

Class attendance is mandatory. You are expected to “arrive” on time and participate actively in class sessions.

Under Academic Regulation 4-1.1, “If a student is absent for any reason for more than 20 percent of the sessions of a course, the student is not eligible for credit in that course. A student who is not present for at least 75 percent of a session of the course is absent from that session.”

You may receive a reduced participation grade if you fail to attend class in whole or in part or are clearly not prepared, particularly when you have signed up to be on call. Students who are not prepared or who do not attend class regularly may receive a deduction from their participation grade. Attendance may be taken on a regular basis. You will not be penalized if you miss class due to interviews, illness, holidays, or religious observance, for example. If you are planning to miss class, please send me an email to let me know when you will miss class. If you miss class on a date that you are scheduled to be on panel, you are responsible for rescheduling the activities that you miss for another class session.

Academic Integrity

Your academic honesty is assumed, which means that I expect all of your submitted work to have come from your brain and your hand. If you’ve submitted the work of someone else, in whole or in part and without proper citation, I will not accept the assignment. Within academic communities, plagiarism represents a serious breach of trust and can carry severe consequences, including disciplinary action.

Further, the Scalia Law School Matriculation Oath and George Mason University Academic Standards require all members of this community to maintain the highest standards of personal integrity.

Late Assignments

Any course assignments, exercises, or other materials that must be submitted to me may be subject to a penalty for lateness if submitted after the due date and time (unless otherwise stated, all things due should be submitted by 11:59 pm Eastern time on the due date).

***YOU ARE RESPONSIBLE
FOR OBSERVING ALL
COURSE DEADLINES AND
INFORMING ME
IMMEDIATELY IF YOU
ANTICIPATE ANY***

PROBLEMS WITH ANY DEADLINES.

DISCLOSURES

Disability Statement

Disability Services at George Mason University is committed to providing equitable access to learning opportunities for all students by upholding the laws that ensure equal treatment of people with disabilities. If you are seeking accommodations for this class, please first visit <http://ds.gmu.edu/> for detailed information about the Disability Services registration process. Then please discuss your approved accommodations with me. Disability Services is located in Student Union Building I (SUB I), Suite 2500. Email: ods@gmu.edu | Phone: (703) 993-2474.

Class Conduct Expectations

To the extent we have any virtual classes, please mute your microphone when you are not speaking. If you have your camera on, please turn it off if you need to stand up, stretch, or make a significant movement. Feel free to turn your camera on again when you are no longer moving.

Students can expect their instructors to encourage creativity, and to be concerned for the educational experience of each student in the class, respectful of individual differences, knowledgeable and enthusiastic about course material, prepared for class, reasonably open and accessible to discuss class material and assignments, and rigorous yet supportive in maintaining high standards for performance.

Students are expected to work, individually and together, to create an atmosphere that is safe, valuing of one another, and open to diverse perspectives. Students are expected to show courtesy, civility, and respect for one another and for the instructors. Comments that degrade or ridicule another, whether based on individual or cultural differences, are unacceptable.

Recording of Class Sessions

Under [Academic Regulation 4-2.2](#), no portion of a class session or an examination may be preserved by means of a recording device such as an audio recording device or camera. Any exceptions to this policy must be expressly permitted in writing by me. However, I have authorized the Law School's official recording of all sessions solely for purposes of accommodating excused absences.

Any recordings of class sessions can only be used for a student's

personal educational use. Students are not permitted to copy, publish, or redistribute audio or video recordings of any portion of the class session to individuals who are not students in the course or academic program without the express permission of the faculty member and of any students who are recorded. Distribution without permission may be a violation of educational privacy law, known as FERPA as well as certain copyright laws. Any recordings of this course made by the instructor or university are the property of George Mason University.

Technology

This class may involve use of a number of technologies, including Generative AI (GAI) and applications such as Excel, Google Sheets, Google Forms, and Google Docs.

You may use Generative AI for all aspects of your work in this class other than the final exam.

As you consider or use Generative AI in this class, please consider the implications of GAI generally (background discussion [here](#) and [here](#)), as well as in legal contexts (background discussion [here](#)). Please also consider ways some lawyers have used or misused GAI, including as described [here](#), [here](#) and [here](#).

University Resources

University Life provides student support resources such as [Counseling and Psychological Services](#), [Student Health Services](#), and the [Student Support and Advocacy Center](#) Information about University Life on the Mason Square Campus is available [here](#).

EVALUATION

Activity/Assignment	% of total grade*	Due Date / Comments
1. Participation (attendance, class participation)	10%	
2. Class Journal	10%	Weekly entries should be completed by noon on the day of each class session
3. Final Exam	80%	<i>December 4, noon</i>

* You must meet all class requirements to receive a passing grade in this class, including the submission of a class journal.

EVALUATION POLICIES

Course Requirements

1. PARTICIPATION

- Participation will include different components, including:
 - Class participation
 - Participation in class projects
- Class attendance is mandatory
- You may receive a reduced participation grade if you fail to attend class sessions or if you are not prepared for class
- Please be sure to let me know if you will miss class. You will not be penalized for missing class for interviews. You will also not be penalized if you would like to miss class due to illness, for holidays, religious observance, or job interviews

Participation – Assessment and Evaluation: Class Panel participation and class participation outside of panel (i.e., participation when you have not signed up for panel for a particular day) will be assessed based on the following criteria:

- Preparation as evident through questions asked in class or answers to questions directed to you or both
 - Presentation and discussion of any cases that you discuss during the class session
 - Thoughtfulness concerning topics or cases that you discuss
 - Other contributions to a class session
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Participation – Assessment and Evaluation: I will assign participation scores for each class session based on the following criteria:

<u>Score</u>	<u>Description</u>
<u>3 – Excellent</u>	Consistently prepared; panel responses demonstrate thorough command of assigned materials; non-panel contributions are substantive and advance class discussion; engages constructively with hypotheticals and fellow students' arguments
<u>2 – Satisfactory</u>	Generally prepared; panel responses are adequate with occasional gaps; participates in class discussion; engagement is consistent though sometimes surface-level
<u>1 — Developing</u>	Inconsistently prepared; panel responses reveal incomplete preparation; contributions to class discussion are minimal or reactive rather than analytical
<u>0 — Not participating</u>	Repeated absences or persistent failure to prepare for panel; does not contribute meaningfully to class discussion; failure to appear for a scheduled panel without notice or rescheduling of the panel appearance

2. CLASS JOURNAL

- ***This journal should be in a single document that is shared with me (e.g., on Microsoft OneDrive or Google Documents)***
- You must share this journal with me by Class 2
- You do not need to email me when you complete your journal submission, but please make sure that you share the location of your journal with me
- You must write at least 200 words every week in your journal
- Your journal should include a brief discussion/summary of assigned class readings and key issues that you identified in those readings
- At times, you will have assigned issues or topics that you must cover in your journal
 - These topics will be listed in the syllabus or class slides
- The journal is an ideal place for you to answer or engage with class discussion questions (this is not required)
- You may keep an audio journal or a journal in some other type of visual or other format but should share the audio file with me. In addition to traditional written documents, please feel free to submit the following as a journal (please be sure to put links to any of this content in your class journal Google Document):
 - Audio recordings
 - Video recordings
 - Poetry or creative writing
 - Dedicated social media page with postings
 - Other formats that you have discussed with me
- All journal entries should be located in the same location so that I can review all entries at any point in time
- Your journal should discuss issues related to class sessions, class readings, or topics related to class materials
- I may refer to issues discussed in class journals during class sessions
- Sample weekly journal entries:
 - Questions about class or class readings
 - Things that were not clear from the reading or class sessions
 - Current event topics relevant to class materials
 - Relevance of class topics
 - Continued thoughts related to class discussions or class readings

Class Journal – Assessment and Evaluation: Class journals will be assessed based on the following criteria:

- Relevance to class topics, themes, and materials
 - Substantive nature of discussion in journal
 - Clarity of discussion in journal
 - Timeliness and consistency of journal entries
 - Quality, creativity, and thoughtfulness or thoroughness of any discussion of current events, class activities, readings, topics or cases, and other issues
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Class Journal – Assessment and Evaluation: I will assign scores for each journal submission based on the following criteria:

<u>Score</u>	<u>Description</u>
<u>3 – Excellent</u>	Entry demonstrates thorough engagement with assigned readings and class discussion. The student articulates key legal and business concepts clearly, connects them to real-world startup contexts, and offers original analysis or observations. Writing is organized and largely free of errors.
<u>2 – Satisfactory</u>	Entry demonstrates adequate engagement with readings and class discussion. The student identifies relevant concepts and makes some connection to startup company law, but analysis may be incomplete or surface-level. Writing is generally clear with minor errors.
<u>1 — Developing</u>	Entry demonstrates minimal engagement. The student references some concepts but does not develop them or connect them meaningfully to course material. Writing may be disorganized or contain significant errors.
<u>0 — Not satisfactory</u>	No entry submitted, or submission is substantially off-topic, incoherent, or too brief to be evaluated.

3. FINAL EXAM

- The final exam will be a 4-hour open book examination administered at the law school on the date set by the Registrar
- The final exam may include any or all of the following:
 - multiple choice questions
 - essay questions
 - short answer questions

Final Exam – Assessment and Evaluation: Final Exams will be assessed based on the following criteria:

- In the case of any multiple choice questions, correctness of the answer
 - In the case of any short answer questions, the extent to which the answer addresses the question asked within the confines of any specified word limit
 - In the case of any essay questions and answers to hypothetical scenarios, scenarios based on real-world events and other non-mathematical problems (other than short answer questions, multiple choice questions, or other types of questions identified above), the following criteria:
 - Ability to identify relevant issues
 - Identification, discussion, and analysis of laws, regulations, and other important factors relevant to the issues identified
 - Implications of discussion and analysis / Conclusions / Answer
 - Answer to question actually asked
 - Please be sure to go back and read the question frequently as you complete your answer to ensure that you answer is fully responsive to the question actually asked
 - Identification of areas of uncertainty or unknowns that might impact your discussion, analysis, and conclusion(s) of discussion and analysis
 - Compliance with any word limits
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CLASS OUTLINE

Below is an outline of class topics this semester. Please note that class topics and class readings are subject to change.

Scalia Law Startup Company Law Class Outline -- Fall 2026			
Class	Day	Date	Class Session Topic
1	M	8/17	Introduction -- Startup Companies in Global Perspective
2	M	8/24	What is a Startup Company? Working with Startup Companies
3	M	8/31	Transactional Lawyering and Deal Documents
	M	9/7	LABOR DAY -- NO CLASS SESSION
4	W	9/9	Entity Formation and Early Legal Issues (LAW SCHOOL OBSERVES A MONDAY SCHEDULE)
5	M	9/14	Founders, Co-Founder Agreements, and Equity
6	M	9/21	Early Stage Financing: SAFEs, Angels, and Seed Rounds
7	M	9/28	Venture Capital and Startup Financing I
8	M	10/5	Venture Capital and Startup Financing II
	M	10/12	FALL BREAK -- NO CLASS SESSION
9	M	10/19	IP, Privacy, Security, and Technology Issues for Startups
10	M	10/26	Scaling: Employment, Human Capital, and Compliance
11	M	11/2	Startup Failures: Legal and Business Reasons
12	M	11/9	Exit Strategies: IPOs, M&A, and Secondary Sales
13	M	11/16	AI Company Case Studies and Review

CLASS READING ASSIGNMENTS

Class reading assignments are available here: [Scalia Law Startup Law Reading Assignments -- Fall 2026](#). Please note that class topics and class readings are subject to change. Please let me know if you have any problems with links to reading assignments. As a first step, try doing a Google search for the title of the reading listed on the syllabus if you have problems with links. Also please let me know if you have problems with links.