

FINANCING

Activity

Deal Size

By Stage

By Geo

Top Investors

M&A & IPO

Activity

Lifespan

Amount raised

Top Acquirers

\$977.6M

+13.89%

155

Funding in last year

YoY Funding Growth

Deals in last year

38

\$229.5M

Q2'15

Avg Deals per Quarter

Avg Funding per Quarter

Biggest Quarter (\$ Funding)



CBINSIGHTS

WeWork

WEWORK COMPANIES INC.

RESTATED CERTIFICATE OF INCORPORATION

(Pursuant to Sections 242 and 245 of the
General Corporation Law of the State of Delaware)

WeWork Companies Inc., a corporation organized and existing under and by virtue of the provisions of the General Corporation Law of the State of Delaware (the "**General Corporation Law**"), does hereby certify as follows:

1. The name of this corporation is WeWork Companies Inc. This corporation was originally incorporated pursuant to the General Corporation Law on May 29, 2013 under the name WeWork Companies Inc.

2. The Board of Directors of this corporation duly adopted resolutions proposing to amend and restate the Certificate of Incorporation of this corporation, declaring said amendment and restatement to be advisable and in the best interests of this corporation and its stockholders, and authorizing the appropriate officers of this corporation to solicit the consent of the stockholders therefor, which resolution setting forth the proposed amendment and restatement is as follows.

RESOLVED, that the Certificate of Incorporation of this corporation be amended and restated in its entirety to read as set forth on Exhibit A attached hereto and incorporated herein by this reference.

Exhibit A referred to in the resolution above is attached hereto as Exhibit A and is hereby incorporated herein by this reference.

3. This Restated Certificate of Incorporation was approved by the holders of the requisite number of shares of this corporation in accordance with Section 228 of the General Corporation Law.

4. This Restated Certificate of Incorporation, which restates and integrates and further amends the provisions of this corporation's Certificate of Incorporation, has been duly adopted in accordance with Sections 242 and 245 of the General Corporation Law.

IN WITNESS WHEREOF, this Restated Certificate of Incorporation has been executed by a duly authorized officer of this corporation on this March 13, 2017.

By: 
Adam Neumann
Chief Executive Officer

Exhibit A

**RESTATED CERTIFICATE OF INCORPORATION
OF
WEWORK COMPANIES INC.**

FIRST: The name of this corporation is WeWork Companies Inc. (the “Corporation”).

SECOND: The address of the registered office of the Corporation in the State of Delaware is 2711 Centerville Road, Suite 400, in the City of Wilmington, County of New Castle, Delaware 19808. The name of its registered agent at such address is Corporation Service Company.

THIRD: The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the provisions of the General Corporation Law of the State of Delaware (the “General Corporation Law”).

FOURTH: The total number of shares of all classes of stock which the Corporation shall have authority to issue is 759,921,096 (representing a decrease in the total number of shares of all classes of stock from 762,286,698), of which (i) 614,925,731 shares shall be Common Stock, \$0.001 par value per share (“Common Stock”) (representing a decrease in the number of shares of Common Stock from 616,108,532), and (ii) 144,995,365 shares of Preferred Stock, \$0.001 par value per share (“Preferred Stock”) (representing a decrease in the number of shares of Preferred Stock from 146,178,166).

FIFTH: The following is a statement of the designations and the powers, privileges and rights, and the qualifications, limitations or restrictions thereof in respect of each class of capital stock of the Corporation.

A. PREFERRED STOCK

38,392,950 shares of the authorized Preferred Stock of the Corporation are hereby designated “Series A Convertible Preferred Stock” (the “Series A Preferred Stock”), 22,165,260 shares of the authorized Preferred Stock of the Corporation are hereby designated “Series B Convertible Preferred Stock” (the “Series B Preferred Stock”), 29,189,230 shares of the authorized Preferred Stock of the Corporation are hereby designated “Series C Convertible Preferred Stock” (the “Series C Preferred Stock”), 11,939,097 shares of the authorized Preferred Stock of the Corporation are hereby designated “Series D-1 Convertible Preferred Stock” (the “Series D-1 Preferred Stock”), 9,380,718 shares of the authorized Preferred Stock of the Corporation are hereby designated “Series D-2 Convertible Preferred Stock” (the “Series D-2 Preferred Stock” and together with the Series D-1 Preferred Stock, the “Series D Preferred Stock”), 13,193,676 shares of the authorized Preferred Stock of the Corporation are hereby designated “Series E Convertible Preferred Stock” (the “Series E Preferred Stock”), 14,942,546 shares of the authorized Preferred Stock of the Corporation are hereby designated “Series F Convertible Preferred Stock” (the “Series F Preferred Stock”), 5,790,388 shares of the authorized Preferred Stock of the Corporation are hereby designated “Series G Convertible Preferred Stock” (the “Series G Preferred Stock”) and 1,500 shares of the authorized Preferred Stock of the Corporation are hereby designated “Junior Non-Voting Preferred Stock” (the

“Junior Preferred Stock”). The Series A Preferred Stock, the Series B Preferred Stock, the Series C Preferred Stock, the Series D Preferred Stock, the Series E Preferred Stock, the Series F Preferred Stock and the Series G Preferred Stock are hereinafter referred to as the **“Senior Preferred Stock”**. The Senior Preferred Stock and the Junior Preferred Stock shall have the following rights, preferences, powers, privileges and restrictions, qualifications and limitations. Unless otherwise indicated, references to “Sections” or “Subsections” in this Part A of this Article Fifth refer to sections and subsections of Part A of this Article Fifth.

1. Dividends.

1.1 The Corporation shall not declare, pay or set aside any dividends on shares of any class or series of capital stock of the Corporation (other than dividends on shares of Class A Common Stock or Class B Common Stock payable in shares of Class A Common Stock or Class B Common Stock, as applicable) unless (in addition to the obtaining of any consents required elsewhere in the Restated Certificate) the holders of each series of Senior Preferred Stock (other than such class or series if such class or series is Senior Preferred Stock) then outstanding shall first receive, or simultaneously receive, a dividend on each outstanding share of such series of Senior Preferred Stock in an amount at least equal to (i) in the case of a dividend on Class A Common Stock or Class B Common Stock or any class or series that is convertible into Class A Common Stock or Class B Common Stock, that dividend per share of such series of Senior Preferred Stock as would equal the product of (A) the dividend payable on each share of such class or series determined, if applicable, as if all shares of such class or series had been converted into Class A Common Stock, and (B) the number of shares of Class A Common Stock issuable upon conversion of a share of such series of Senior Preferred Stock, in each case calculated on the record date for determination of holders entitled to receive such dividend or (ii) in the case of a dividend on any class or series that is not convertible into Class A Common Stock or Class B Common Stock, at a rate per share of such series of Senior Preferred Stock determined by (A) dividing the amount of the dividend payable on each share of such class or series of capital stock by the original issuance price of such class or series of capital stock (subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar recapitalization with respect to such class or series) and (B) multiplying such fraction by an amount equal to the applicable Original Issue Price for such series (as defined below); provided that if the Corporation declares, pays or sets aside, on the same date, a dividend on shares of more than one class or series of capital stock of the Corporation, the dividend payable to the holders of a series of Senior Preferred Stock pursuant to this Section 1 shall be calculated based upon the dividend on the class or series of capital stock that would result in the highest dividend for such series of Senior Preferred Stock. The **“Original Issue Price”** shall mean (u) with respect to the Series A Preferred Stock, \$0.455815 per share (the **“Series A Original Issue Price”**), (v) with respect to the Series B Preferred Stock, \$1.851487 per share (the **“Series B Original Issue Price”**), (w) with respect to the Series C Preferred Stock, \$5.359380 per share (the **“Series C Original Issue Price”**), (x) with respect to the Series D-1 Preferred Stock, \$16.65116 per share (the **“Series D-1 Original Issue Price”**), (y) with respect to the Series D-2 Preferred Stock, \$16.65116 per share (the **“Series D-2 Original Issue Price”**), (z) with respect to the Series E Preferred Stock, \$32.88957 per share (the **“Series E Original Issue Price”**), (aa) with respect to the Series F Preferred Stock, \$50.19225 per share (the **“Series F Original Issue Price”**), (bb) with respect to the Series G Preferred Stock, \$51.81 per share (the **“Series G Original Issue Price”**), and (cc) with respect to the Junior Preferred Stock, \$866.666667 per share (the **“Junior Preferred Original Issue Price”**), in each case

Looking for more valuation data?

The CB Insights platform has filings for thousands of rounds of investments. Request access below.

[REQUEST ACCESS](#)

 CBINSIGHTS

WeWork