**[COMPANY NAME]**

[Date]

[***VIA ELECTRONIC MAIL***]

**Re: Notice of Repurchase of Common Stock**

Dear [Employee First Name]:

This letter confirms the repurchase by [Company Name] (the “**Company**”) of your shares of the Company’s common stock in connection with your separation from the Company on [Separation Date] (your “**Separation Date**”). The terms of the repurchase are as follows:

1. Pursuant to [Identify Stock Agreement] for [Number] shares, dated as of [Agreement Date] (the “**RSPA**”), you acquired [Number] shares of the Company’s common stock (the “**RSPA Shares**”) at a purchase price of $[Original Purchase Price] per share on [Acquisition Date].
2. Pursuant to [Identify Stock Agreement] for [Number] shares, dated as of [Agreement Date] (the “**Option**”), you acquired [Number] shares of the Company’s common stock (the “**Option Shares**”) at a purchase price of $[Original Purchase Price] per share on [Acquisition Date].
3. [Repeat as necessary.]
4. As of your Separation Date, you were vested as to [Number] of the RSPA Shares, and [Number] of the Option Shares. Accordingly, [Number] of your acquired shares remain unvested (the “**Unvested Shares**”).
5. As of your Separation Date, you will have no further interest in the Unvested Shares and no stockholder rights with respect to such shares.
6. The Company hereby repurchases all the Unvested Shares at the original purchase price of $[Original Purchase Price] per share.
7. To effectuate the repurchase, the Company has enclosed a check or otherwise delivered payment to you for $[Total Repurchase Price], representing the aggregate repurchase price owed by the Company for the Unvested Shares.
8. The Company’s stock records will be updated to reflect your common stock holdings of the remaining [Number] vested shares.

If you have any questions about the foregoing, please contact me; otherwise, please confirm our mutual understanding and your receipt of the aggregate repurchase price by countersigning this letter in the space provided below and returning the countersigned letter to me. Notice, however, that the repurchase will be effective regardless of whether you sign or return this letter.

[*Signature Page Follows*]

Sincerely,

**[COMPANY NAME]**

By:

Name: [Officer Name]

Title: [Officer Title]

**Acknowledged and Agreed:**

The undersigned acknowledges and agrees to the terms of this letter and acknowledges receipt of the amount of $[Total Repurchase Price] as full consideration of the repurchase price of the Unvested Shares.

**[EMPLOYEE NAME]**