Companies with Time-Based Sunsets on Dual-Class Stock

Company	IPO Year	Time-based sunset	Additional sunset based on dilution of outstanding	Comment
EVO Payments	2018	3 years	None	Converted in 2021
Texas Roadhouse	2004	5 years	None	Converted in 2009 to one share, one vote
Groupon	2011	5 years	None	Converted in 2016 to one share, one vote
MuleSoft	2017	5 years	None	Acquired in 2018 by Salesforce
Bloom Energy	2018	5 years	5% of outstanding common	Remains dual-class
Seer	2020	5 years	None	Remains dual-class
KnowBe4, Inc.	2021	5 years	None	Remains dual-class
Clear Secure, Inc.	2021	5 years	25% voting control	Remains dual-class
Rivian Automotive	2021	5 years	30% voting control	Remains dual-class
Braze, Inc.	2021	5 years	10% voting control	Remains dual-class
TPG, Inc.	2022	5 years	None	Remains dual-class
MaxLinear	2010	7 years	None	Converted in 2017 to one share, one vote
Yelp	2012	7 years	10% of outstanding common	Converted in 2016 to one share, one vote due to dilution sunset
Kayak Software	2012	7 years	None	Acquired in 2013 by Priceline, now Booking Holdings
Mindbody	2015	7 years	None	Acquired in 2019
Apptio	2016	7 years	25% of outstanding common	Converted in 2018 to one share, one vote; acquired in 2019
Twilio	2016	7 years	None	Remains dual-class
Smartsheet	2018	7 years	15% of outstanding common	Remains dual-class
Pluralsight	2018	7 years	None	Remains dual-class
Sprout Social	2019	7 years	10% of outstanding common	Remains dual-class
American Well	2020	7 years	5% of outstanding common	Remains dual-class
ContextLogic (Wish)	2020	7 years	5% of outstanding common	Remains dual-class
Snowflake	2020	7 years	10% of outstanding common	Remains dual-class

Company	IPO Year	Time-based sunset	Additional sunset based on dilution of outstanding	Comment
Affirm Holdings	2021	7 years	None	Remains dual-class
Oscar Health	2021	7 years	None	Remains dual-class
SEMrush Holdings, Inc.	2021	7 years	10% of outstanding common	Remains dual-class
Recursion Pharmaceuticals	2021	7 years	None	Remains dual-class
TaskUs, Inc.	2021	7 years	5% of outstanding common	Remains dual-class
Compass Inc.	2021	7 years	None	Remains dual class
Xometry, Inc.	2021	7 years	None	Remains dual-class
SentinelOne	2021	7 years	None	Remains dual-class
ForgeRock, Inc.	2021	7 years	5% of outstanding common	Remains dual-class
Toast, Inc.	2021	7 years	5% of outstanding common	Remains dual-class
Freshworks	2021	7 years	None	Remains dual-class
Clearwater Analytics Holdings, Inc.	2021	7 years	5% of outstanding common	Remains dual-class
Rent the Runway, Inc.	2021	7 years	None	Remains dual-class
Fluence Energy, Inc.	2021	7 years	None	Remains dual-class
Backblaze, Inc.	2021	7 years	10% voting control	Remains dual-class
FiscalNote Holdings, Inc.	2022	7 years	*50% of outstanding Class B*	Remains dual-class
Intuitive Machines, Inc.	2023	7 years	*Class C ownership falls below 33% of shares*	Remains dual-class
Veeva Systems	2013	10 years	None	Remains dual-class
Castlight Health	2014	10 years	None	Remains dual-class
Pure Storage	2015	10 years	10% of outstanding common	Converted in 2018 to one share, one vote due to dilution sunset
Stitch Fix	2017	10 years	10% of outstanding common	Remains dual-class
Alteryx	2017	10 years	10% of outstanding common	Remains dual-class
Hamilton Lane	2017	10 years	25% of voting power	Remains dual-class
Okta	2017	10 years	None	Remains dual-class
Zuora	2018	10 years	5% of outstanding common	Remains dual-class
Eventbrite	2018	10 years	None	Remains dual-class
Fastly	2019	10 years	10% outstanding common	Remains dual-class
Slack Technologies	2019	10 years	None	Remains dual-class
Datadog	2019	10 years	None	Remains dual-class

* Indicates a company that has incorporated with a time-based sunset that is only triggered if other qualifiers are first met.

Company	IPO Year	Time-based sunset	Additional sunset based on dilution of outstanding	Comment
SmileDirectClub	2019	10 years	None	Remains dual-class
Peloton Interactive	2019	10 years	1% of outstanding common	Remains dual-class
Asana	2020	10 years	None	Remains dual-class
Pubmatic	2020	10 years	None	Remains dual-class
Volta Industries	2021	10 years	None	Remain dual-class
Archer (de-SPAC Atlas Crest Investment Corp. Class A)	2021	10 years	None	Remains dual-class
ACV Auctions Inc.	2021	10 years	5% of outstanding common	Remains dual-class
Marqeta, Inc.	2021	10 years	None	Remains dual-class
FIGS, Inc.	2021	10 years	None	Remains dual-class
Doximity, Inc.	2021	10 years	None	Remains-dual-class
Confluent, Inc.	2021	10 years	10% of outstanding common	Remains dual-class
Nextdoor Holdings, Inc.	2021	10 years	None	Remains dual-class
Planet Labs PBC	2021	10 years	None	Remains dual-class
Clover Health Investments, Corp.	2021	10 years	None	Remains dual-class
Warby Parker Inc.	2021	10 years	None	Remains dual-class
Gitlab, Inc.	2021	10 years	5% of outstanding common	Remains dual-class
Brilliant Earth Group, Inc.	2021	10 years	8% of outstanding common	Remains dual-class
P10, INC.	2021	10 years	10% of outstanding common	Remains dual-class
Allbirds, Inc.	2021	10 years*	10% of outstanding common	Remains dual-class
Sweetgreen, Inc.	2021	10 years	None	Remains dual-class
HashiCorp, Inc.	2021	10 years	None	Remains dual-class
SoundHound AI, Inc.	2022	10 years	None	Remains dual-class
Altair Engineering	2017	12 years	10% of outstanding common	Remains dual-class
Fitbit	2015	12 years	None	Remains dual-class
Zoom Video Communications	2019	15 years	None	Remains dual-class
Hagerty, Inc.	2021	15 years	None	Remains dual-class
Roblox	2021	15 years	None	Remains dual-class
Robinhood Markets, Inc.	2021	15 years	5% of outstanding common	Remains-dual class
Nutanix	2016	17 years	None	Remains dual-class

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Company	IPO Year	Time-based sunset	Additional sunset based on dilution of outstanding	Comment
Workday	2012	20 years	9% of outstanding common	Remains dual-class
Airbnb	2020	20 years	None	Remains dual-class
C3.ai	2020	20 years	None	Remains dual-class
Blend Labs, Inc.	2021	50 years	None	Remains dual-class

Why Sunsets?

The principle of one share, one vote is a foundation of good corporate governance and equitable treatment of investors. CII believes public companies should provide all shareholders with voting rights proportional to their holdings. While the first policy adopted by CII in 1985 endorsed one share, one vote, CII members have since approved a statement on expectations for newly public companies that calls for those using unequal voting structures to adopt sunset mechanisms that revert to one share, one vote within a reasonably limited period.

An increasing number of dual-class companies have elected to go public with time-based sunset provisions incorporated into their charters. Each of the companies in the table above features provisions providing for a fixed point in time at which the class of shares with superior voting rights will automatically convert into common stock with one vote per share. Many dual-class companies also have sunsets triggered when the superior class of shares is diluted below a prescribed threshold of outstanding common, also included in the table above. Some companies not included in the table have event-driven sunsets, preserving unequal voting rights for as long as circumstances permit, such as an insider's departure, disability, death, or transfer of shares.

CII believes that based on the experience of numerous dual-class companies specifically, and the results of empirical research generally, a sunset of seven years or less offers an appropriate period to harness whatever benefits of innovation and control a dual-class structure may provide at newly public companies while mitigating the agency costs it imposes over time. To that end, CII submitted petitions to NYSE and NASDAQ in October 2018 asking these exchanges to require newly listed companies with dual-class structures to adopt a time-based sunset of seven years or less, subject to extension by a vote of all shareholders voting on a one share, one vote basis.

* Indicates a company that has incorporated with a time-based sunset that is only triggered if other qualifiers are first met.