



BEHAVIORAL CREDIT INTELLIGENCE

SAFE VALUATION ANALYSIS · RESTATED PRO FORMA V3.3

Where the \$15M SAFE cap should land

BehavFI, Inc. — a Delaware corporation · September 2026 · Confidential board and investor working draft

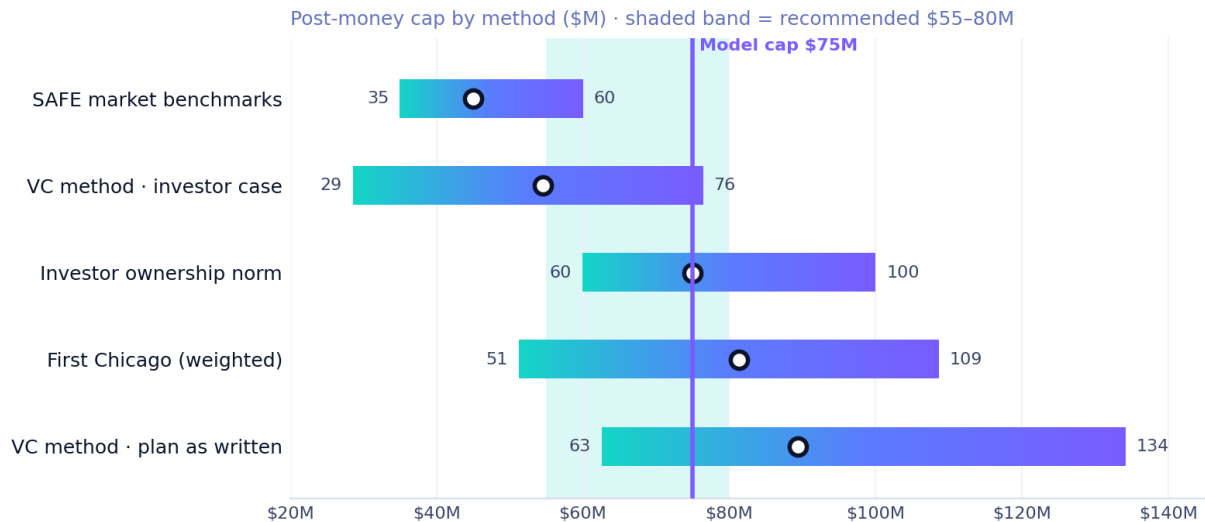
SUMMARY

The v3.3 pro forma contemplates \$15M of post-money SAFE proceeds at a \$75M valuation cap, converting to 20.0%. Five valuation methods, run against the plan and against a diligence-adjusted investor case, support a post-money cap between \$55M and \$80M, with a triangulated point estimate of \$65M. The proposed \$75M sits inside that band, in its upper half, and is defensible as an opening position.

NEGOTIATING BAND	POINT ESTIMATE	PROPOSED IN MODEL	FLOOR · STRETCH
\$55–80M Post-money · 18.8%–27.3% for \$15M	\$65M 23.1% to SAFE holders	\$75M 20.0% · inside the band	\$50M · \$100M Walk-away · needs traction

Bottom line. Open at \$75M, be prepared to close at \$65M for a lead who brings the Series A relationship, and treat \$50M as the walk-away floor. A two-tranche structure (\$5M at \$55M, then \$10M at \$90M on milestones) delivers the same 20% dilution while moving investor risk onto milestones the board already plans to measure.

1. Triangulation



Method	Low \$M	Central \$M	High \$M	Key inputs
SAFE market benchmarks	35.0	45.0	60.0	Carta Q2 2026: \$2.5M+ SAFE median cap \$35M, P75 \$50M; size premium for \$15M
VC method · investor case	28.6	54.6	76.4	Yr 5 revenue \$409M; 3.5–7× EV/revenue; 15–20× target; 40% retained
Investor ownership norm	60.0	75.0	100.0	\$15M lead buying 15–25%
First Chicago (weighted)	51.3	81.4	108.6	Plan 5% · investor 30% · downside 30% · failure 35%; 40–50% discount; 40–60% retained
VC method · plan as written	62.6	89.4	134.1	Yr 5 revenue \$1,072M; 3.5–5× EV/revenue; 20–30× target; 50% retained

Market benchmarks anchor the low end because SAFE caps are set by what the round clears at, not by discounted plan value. The fundamental methods sit higher because even the haircut investor case is a large business by Year 5. The band is where the two views overlap.

2. Operating cases

The v3.3 consumer engine was rebuilt from its unit drivers and ties to the workbook within 0.1%. It was then re-run with the three assumptions an investor will challenge first: member volume, paid conversion and acquisition cost. Pricing, unit costs, the chain program and international spend are left as modelled.

\$M	Yr 1	Yr 2	Yr 3	Yr 4	Yr 5	Peak need
Plan (as modelled)						
Revenue	15.0	132.4	554.7	771.2	1,072.4	
EBITDA	(10.5)	56.0	312.7	480.7	706.0	(10.5)
Investor case						
Revenue	6.0	53.5	216.3	297.5	409.2	
EBITDA	(20.3)	(40.7)	(79.9)	62.9	103.9	(141.0)
Downside case						
Revenue	2.3	20.5	81.3	111.2	152.1	
EBITDA	(21.0)	(50.4)	(128.0)	(50.0)	(56.4)	(305.8)

Investor case: members at 50% of the plan curve (15.7M by Year 5); paid conversion 24% (18% core, 6% premium); \$30 acquisition cost per new member; twelve B2B verticals at plan. **Downside:** members at 25%; conversion 13%; \$45 per new member; B2B verticals at 50%. Peak need is the deepest cumulative EBITDA deficit in Years 1–5, before contingency.

3. Diligence flags

Each point comes directly from the workbook. They explain why fundamental methods are run on the investor case, and why market benchmarks carry weight.

- **Paid conversion of 47% of members** (35% core, 12% premium), flat for five years. Open item V-2 records this as a direction, not an observed rate. Consumer freemium products usually convert low single digits. App (Basic) is free, credit visibility drives fee conversion..
- **Near-zero acquisition cost.** Sales and marketing non-personnel spend, which includes consumer CAC, divided by new members runs \$2.00–\$6.22 a member. Year 2 adds 3.3M members on \$9.0M. App (Basic) free. Revenue after marketing discount.
- **EBITDA positive in Year 2 at 42%, rising to 66% by Year 5.** Listed bureaus run about 32–36% EBITDA margins (TransUnion) trades at 3.6× revenue and 10.1× EBITDA). Digital data discount to fiat.
- **The \$15M covers only the plan's burn.** The plan needs \$13.1M including a 25% contingency. In the investor case Year 1 burn is \$20.3M, so \$15M funds about nine months, and the five-year need is roughly \$141M. A Series A within 12 months should be assumed.

- **No cohort retention curve (W-1, Open – High).** Years 3–5 volume is the v2.7 curve re-based by 1.6×, so investors will price it as extrapolation.. Retention lifetime.
- **Revenue per employee of \$3.0M** is 7.8× the listed-bureau benchmark carried on the Headcount sheet; W-3 asks the board to ratify the ceiling.. Head count dispute driven.

4. Recommended structure

Option	Cap	SAFE %	Rationale
Anchor (recommended)	\$75M	20.0%	Inside the band; 5.0× Yr 1 and 0.57× Yr 2 plan revenue
Settlement point	\$65M	23.1%	Triangulated midpoint; for a lead who brings the Series A
Two tranches	\$55M / \$90M	20.2%	\$5M now; \$10M after the V-1 price test and two quarters of conversion data. Effective cap \$74M
Walk-away floor	\$50M	30.0%	Below this, a priced Series Seed is the better instrument

TERMS TO PAIR WITH THE CAP

- Use the post-money SAFE (YC standard). Each holder's percentage is fixed at signing, and all SAFE dilution falls on common and existing holders, Millennial Learning Systems included.
- Cap-only is market at this stage. If a lead insists on a discount, 15–20% is customary.
- Offer MFN to early closers and pro-rata rights by side letter to the lead.
- At \$15M, expect requests for information rights, and some leads will ask for a priced round with a board seat. Prepare both documents.
- Before the round, close the evidence gaps that move the cap most: the V-1 pricing test design, a first cohort retention read (W-1) and signed B2B pilots for the twelve verticals.

5. Method notes

- **VC method:** post-money = Year 5 revenue × exit EV/revenue × ownership retained after later rounds ÷ investor target multiple. 15× over five years is a 72% IRR; 20× is 82%.
- **First Chicago:** probability-weighted Year 5 exit equity (plan and investor case at 5× revenue, downside at 2×, failure at zero), multiplied by retention and discounted five years.
- **Market benchmarks:** Carta Q2 2026 post-money SAFE caps by round size as reported by Finro; the 90th percentile (\$100M) is driven mainly by AI companies and is not applied to BehavFI.
- **Comparables:** TransUnion, Equifax and Experian at 3.4–3.6× LTM revenue and 10–11× LTM EBITDA (Multiples.vc, September 2026); Equifax 12.6× EV/EBITDA on GuruFocus.

This is a planning estimate to support negotiation. It is not a fairness opinion or a 409A valuation, and it is not legal or investment advice. All pro forma figures are unaudited projections and are not a prediction of results. Have securities counsel review final SAFE terms.

SOURCES

Finro, SAFE Valuation Caps in 2026 — finrofca.com/news/safe-valuation-caps-2026 · Carta, State of Pre-Seed 2025 — carta.com/data/state-of-pre-seed-2025 · Multiples.vc, TransUnion valuation multiples — multiples.vc/public-comps/transunion-valuation-multiples · GuruFocus, Equifax EV/EBITDA — gurufocus.com/term/ev2ebitda/EFX · BehavFI Restated Pro Forma v3.3, September 2026.