



Herbert P. Moore, Jr.

Partner

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Practice Areas

Private Equity & Venture

Fund Formation &
Management

Venture

Bar Memberships

New York

New Jersey

JR advises venture capital and private equity fund sponsors on fund formation, ongoing operational matters, and portfolio investment transactions. His practice spans the full lifecycle of private funds, including formation, marketing, closings, and governance, as well as transactions involving transfers of limited partnership interests, portfolio investments, and other related operational and strategic matters. He also represents institutional investors in connection with commitments to private investment funds including venture capital, growth equity and private equity funds.

He regularly drafts, reviews, and negotiates fund and investment documentation, including offering materials, limited partnership and operating agreements, internal general partner and management company agreements, subscription agreements, side letters, and LP transfer agreements.

In addition, JR represents startups, early-stage, and growth-stage companies throughout their corporate lifecycle and counsels investors in venture capital transactions, including the identification and investment in technology companies across a range of industries and geographies.

Other Info About JR

Experience

Private Investment Fund Formation

Fund formation counsel to a \$300 million early-stage venture capital fund focused on investing in Web3, blockchain, and high-tech startups. Drafted and negotiated the LPA, PPM, subscription documents, and side letters with institutional and strategic

investors. Also advised on sponsor economics and managed the investor subscription process.

Advised a \$250 million early-stage venture fund focused exclusively on investing in companies building the infrastructure and applications for public blockchains. Handled the structuring and formation of a main fund for Qualified Purchasers and a parallel fund for non-QPs.

Represented a \$130 million Fund V for a global, multi-stage venture firm focused on deep tech startups which included the structuring and formation of a Cayman feeder fund and drafting bespoke side letters for non-U.S. investors.

Fund formation counsel to a \$30 million Fund I and \$50 million Fund II for a life sciences venture fund focused on investing where biology and technology converge.

Lead counsel to an emerging venture capital sponsor on the formation of an inaugural \$40 million Fund I and a \$134 million Fund II, among the earliest diversity-focused venture capital funds in the U.S. Advised on fund structuring, offering documents, investor negotiations, and regulatory considerations.

Represented an emerging manager on the formation of a \$20 million Fund I and a \$50 million Fund II, focused on investing in early-stage B2B data technology companies. Drafted and negotiated the LPA, PPM, subscription documents, and side letters and managed the investor subscription process.

LP-side Commitments to Private Investment Funds

Advised an institutional investor on a \$5 million commitment into a growth equity fund including conducting a fund structure review, fee and expense analysis, and side letter negotiation.

Represented a Fortune 500 insurance and investment management company on a \$10 million commitment to an early-stage venture capital fund, including fund diligence and side letter negotiations.

Advised an institutional investor on its \$8 million commitment to a mid- to late-stage growth equity fund, including transaction

diligence, negotiation of LPA amendments, and side letter negotiations.

Venture Capital Financings

AI-powered Data Analytics Company – Series Pre-Seed

Lead counsel to an AI-powered company that extracts key data from millions of municipal records on its \$1.5 million Series Pre-Seed financing. Drafted and negotiated all investment transaction documents from term sheet through closing.

Unmanned Aerial Vehicle (UAV) Company – Series Seed

Lead counsel to a seed-stage venture fund on its \$1.5 million Series Seed investment in an Unmanned Aerial Vehicle (UAV) company. Drafted and negotiated investment transaction documents and advised client on charter amendments, investor-rights documentation, protective provisions, and board-level governance.

Online Identity Verification Company – Series A

Represented a venture fund on multiple bridge financings followed by a \$20 million Series A financing of a leading online identity-verification company. Drafted and negotiated all primary investment transaction documents.

Insurtech Company – Series Seed

Advised a venture fund on its \$2 million Series Seed investment in an emerging Insurtech company. Negotiated preferred-stock financing documents and advised on post-closing governance matters.

Robotics/AI Manufacturing & Logistics Company – Series A

Lead counsel to a venture fund on its \$2 million Series A investment in a robotics company leveraging AI for manufacturing and logistics. Drafted and negotiated all primary investment transaction documents and counseled on financing terms, governance rights, and long-term investor protections.

Meal Kit Delivery Company – Series Seed to Series C and Exit

Represented a venture fund on multiple investments from Series Seed through Series C in a high-growth meal-kit delivery company and served as investor counsel during the company's acquisition. Negotiated financing documents, corporate governance matters, and exit-related terms.

Additional Emerging Companies & Venture Capital (ECVC) Experience

Counseling early-stage technology companies on corporate formation, capitalization, founder equity structuring, stock issuances, and governance practices.

Advising emerging companies on venture financing strategy, negotiation of term sheets, preparation for investor diligence, and commercial contract matters.

Drafting and negotiating equity incentive plans, option award agreements, early-exercise arrangements, and related corporate governance documents.

Supporting technology startups on commercialization efforts, including IP licensing, technology-development arrangements, and strategic partnership agreements.

Education

New York Law School, J.D.

Rutgers University, B.A.

Professional Affiliations

Member, American Bar Association

Member, New Jersey State Bar Association

Member, New York Law School Alumni Association

Member, Rutgers University Alumni Association

Presentations

Speaker, "Critical Legal Issues for Startups," University of Florida, July 8, 2026

Speaker, "Negotiating a Venture Capital Term Sheet, Material Change Institute," January 7, 2022

Speaker, "Organizing a Venture Capital Fund: An Overview," New York Law School, October 19, 2021

Speaker, "Critical Legal Issues for Startups," New York Law School, February 23, 2021

Speaker, "Early-Stage Venture Capital Transactions: Key Terms and Concepts," Harlem Capital, November 17, 2020

Speaker, "Meet the Negotiators Workshop," youngStartup Ventures: Venture Summit Virtual Connect, August 6, 2020

Major Publications

Author, "Who's Got Next? Preparing for EDGAR Next – A Guide for Private Investment Fund Managers," *Goodwin Client Alert*, March 20, 2025

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