

# TSIS 1

Reverse-Engineering the Deal: Valuation & Cap Table Analysis

23B151046-Pyurko Yekaterina

## 1. Selection & News Reconnaissance

- ★ **Target:** Higgsfield AI (Founded by Alex Mashrabov & Yerzat Dulat)
- ★ **Trigger Event:** Series A Extension Round
- ★ **Date:** January 15, 2026
- ★ **Source:** [TechFundingNews: Higgsfield raises \\$80M extension at \\$1.3B Valuation](#)
- ★ **Core Data:**
  - Investment Amount (I): \$80,000,000
  - Post-Money Valuation ( $V_{post}$ ): \$1,300,000,000
  - Key Growth Metric: Hit a \$200M Annual Recurring Revenue (ARR) run rate.

## 2. Financial Reconstruction

Using the "Reverse-Engineering" method, we solve for the pre-money value and the exact entry stake.

**A. Pre-Money Valuation ( $V_{pre}$ )** The value before the \$80M check was signed:

$$V_{pre} = V_{post} - I$$

$$V_{pre} = \$1,300,000,000 - \$80,000,000 = \$1,220,000,000$$

**B. Investor Stake %** The equity percentage acquired by the new syndicate (Accel, Menlo Ventures, GFT):

$$\text{Investor Stake} = I / V_{post}$$

Investor Stake =  $80,000,000 / 1,300,000,000 \approx 6.15\%$

**C. Dilution Factor** Existing shareholders (Founders/Seed) were diluted by:

$$\text{Dilution} = 1 - (\frac{V_{\text{pre}}}{V_{\text{post}}}) = 6.15\%$$

### 3. Cap Table Modeling (Higgsfield AI)

Following your requested format, here is the reconstruction of the share distribution.

#### Pre-money:

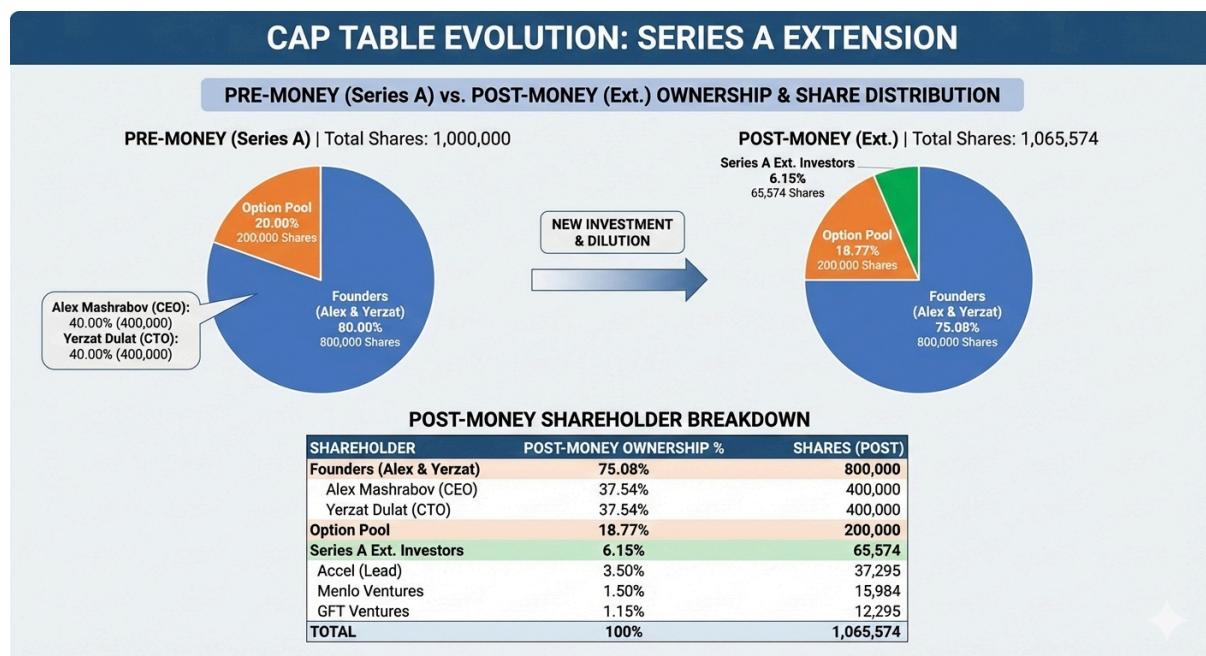
$$6.15\% \rightarrow 61,538 \mid 100\% \rightarrow 1,000,000$$

#### Post-money:

$$6.15\% \rightarrow 65,574 \mid 100\% \rightarrow 1,065,574$$

Shareholder	Pre-Money (idea)	Post-Money (pre-seed)	Shares (Post)
Founders	80.00%	75.08%	800,000
Alex Mashrabov (CEO)	40.00%	37.54%	400,000
Yerzat Dulat (CTO)	40.00%	37.54%	400,000

<b>Option Pool</b>	<b>20.00%</b>	<b>18.77%</b>	<b>200,000</b>
<b>Series A Ext. Investors</b>	-	<b>6.15%</b>	<b>65,574</b>
<i>Accel (Lead)</i>	-	3.50%	37,295
<i>Menlo Ventures</i>	-	1.50%	15,984
<i>GFT Ventures</i>	-	1.15%	12,295
<b>TOTAL</b>	<b>100% (1,000,000)</b>	<b>100%</b> <b>(1,065,574)</b>	



## 4. Contextual Analysis (The "Why")

**The "AI Multiplier" vs. Regional Premium** Higgsfield's valuation is a masterclass in the "**AI Infrastructure Premium.**" While regional giants like Uzum command a premium for dominating a specific market (Uzbekistan's 35M+ population), Higgsfield's \$1.3B tag is globally benchmarked. At a \$200M ARR, they are trading at a **6.5× revenue multiple**. This is remarkably efficient compared to the "AI Hype" of 2024, where multiples reached 50×, suggesting that Higgsfield is being valued as a "Production Utility" rather than a speculative play.

**Jurisdiction: AIFC vs. Delaware** The founders utilize a **Delaware C-Corp** structure for the parent company to facilitate investment from Tier-1 US VCs like Accel. However, their presence in the Central Asian ecosystem is a strong signal for **AIFC (English Law)**. For Kazakhstani founders, the AIFC acts as a "testing ground" for English Law principles, allowing them to speak the same legal language as Silicon Valley investors.

**Investor Confidence** The confidence stems from the company's pivot to **Enterprise B2B**. By focusing on social media marketers rather than general consumers, they transitioned from "Viral Tool" to "Daily Workflow," which significantly lowers churn and justifies the \$80M injection during a period of tighter VC liquidity in early 2026.