



QAPITA

Shareholder *Register Guide*

73% of startups carry cap table or register errors into their first institutional round. This guide closes that gap with the exact fields, rules, and template your register needs.

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THE CENTRAL PROBLEM

Your Cap Table Is an Opinion. Your Register Is Evidence.

Most founders treat the cap table as the finish line: get the spreadsheet clean, and diligence will take care of itself. It won't. A cap table is a forward-looking model: it can include unvested options, unsigned SAFEs, and projected pools that don't yet exist as real, executed ownership. A shareholder register only records what has actually happened: shares actually issued, to people who actually hold them, backed by actual documentation.

Call the space between those two documents the diligence gap: everything your cap table assumes that your register can't yet prove. It is the single most common reason a clean-looking startup still gets hard questions from an acquirer's counsel or a Series B lead's auditor and this guide is built around closing it, section by section.

73%

of startups carry cap table
or register errors into their
first institutional round

4–8 Weeks

typical delay to a financing
close once diligence
surfaces those errors

40%

of companies have unsigned
option agreements surface
during an audit

Source: industry due-diligence research on startup cap table and equity record-keeping errors (Lucid, 2026).

THE FUNDAMENTALS

What Is a Shareholder Register?

A shareholder register (also called a shareholder list in the U.S.) is the official, continuously updated record of every active equity owner in a company. It captures who owns shares today, how many they hold, and the essential details needed to prove that ownership at any given moment.

Every shareholder is logged individually, typically in alphabetical order, together with their contact details, occupation, the number and class of shares they hold, and the price they paid for those shares. Because it is the definitive source of "who owns what," the register is used constantly in legal due diligence by auditors, investors, and regulators.

Outside the U.S., the term "shareholder register" is used almost universally; American companies more often call the same document a "shareholder list." Whatever the label, the underlying purpose is identical — a living, auditable proof of ownership.



Why it exists

To give the company, its investors, and regulators a single, trustworthy answer to one question: who legally owns this business right now?

Common Names

Global: Shareholder Register

United States: Shareholder List

WHY IT MATTERS

A Legal Document, Not Just a Spreadsheet

Maintaining an accurate shareholder register is not administrative housekeeping, it is a legal obligation. The register serves as documentary proof of ownership, and it is the first artifact auditors, acquirers, and investors request the moment legal due diligence begins.



Proof of Ownership

It is the legal record that establishes exactly who owns the company's shares at the current time the foundation every cap table and valuation is built on.



Due Diligence Ready

Auditors and acquirers rely on the register to verify ownership quickly during financing rounds, M&A, and audits, without chasing down side agreements.



Regulatory Compliance

Corporate law and SEC rules require companies to keep this record current and to make it available under specific, well-defined circumstances.

For a startup raising capital in the US market, an out-of-date or incomplete register is one of the most common and most avoidable red flags surfaced during a Series A or later financing.

WHAT GOES IN IT

Fields Every Shareholder Register Must Include

A compliant register goes well beyond a name and a share count. Regulators and auditors expect the following eight data points to be captured, kept current, and made consistent across every shareholder entry.

1

Name & address

Full legal name and last known address of the shareholder

2

Membership date

The date on which the individual became a shareholder of record

3

Shares held

The total number of shares currently held by that shareholder

4

Folio / certificate no.

Folio number or share certificate reference for the holding

5

Shares issued

The number of shares publicly issued to that shareholder

6

Issuance date

The date each block of shares was issued

7

Share class

Class of the publicly issued shares (common, preferred, etc.)

8

Paid status

Whether the shares are fully paid, partly paid, or unpaid

OWNERSHIP TYPES

Beneficial vs. Non-Beneficial Ownership

The register records the beneficial owners of shares — the people or entities entitled to the rights that come with ownership. Not every shareholder relationship works the same way, so the register must distinguish between two categories.



Beneficial Owner

Holds the right to vote through the shares owned, and is entitled to any benefits tied directly to that ownership dividends, information rights, and voting power all flow to this holder.

- ***Full voting rights***
- ***Entitled to dividends***
- ***Direct economic benefit***



Non-Beneficial (Trustee) Owner

Shares held by a trustee on behalf of another party fall under the non-beneficial category. The trustee appears on the register, but the underlying economic and voting rights sit with a third party.

- ***Held in trust for another party***
- ***Recorded as legal, not economic owner***
- ***Requires clear disclosure in the register***

ACCESS RIGHTS

Who Can Access the Shareholder Register?

Access to the register is not unrestricted. Companies must balance transparency toward existing owners with reasonable controls on outside requests.



Current shareholders

Any existing shareholder can request the register and inspect it free of charge, at any time, without needing to justify the request.



Non-shareholders

Outside parties can request access, but the company may charge a reasonable fee and requires them to state the purpose of the request and how the data will be used.



The company can decline

If a non-shareholder's stated purpose is unlawful, or the request is not made in good faith, the company may lawfully refuse to share the register.



SEC-mandated disclosure

The U.S. SEC requires companies to share shareholder information with other shareholders in two specific circumstances: a proxy solicitation or a tender offer.

REGULATORY REQUIREMENTS

Proxy Solicitations & Tender Offers

The SEC requires disclosure of shareholder information in exactly two scenarios. Understanding the difference matters, because each carries its own procedural rules under state law and the company's own bylaws.



Proxy Solicitation

A request that authorizes another shareholder to vote on one's behalf at a meeting. It must be accompanied by a proxy statement that clearly explains the matter the shareholder is being asked to vote on.

Requires: a clear proxy statement enabling an informed vote.



Tender Offer

An offer made by one shareholder to buy some or all of the shares held by another. The buyer contacts the seller directly and typically proposes a bid price calculated using the register's ownership details.

Requires: accurate holding data to calculate a fair bid.

In both cases, the company must follow applicable state law and its own internal charter and by laws, then either mail the register to the requesting party or send materials directly to shareholders.

THE COST OF GETTING IT WRONG

Consequences of Not Maintaining a Register

Failing to keep an orderly shareholder register carries real legal and financial exposure and the risk compounds the longer inaccuracies go uncorrected.

\$10,000

Maximum fine a company can face for failing to maintain the register in an orderly manner

10 years

Time a company can remain listed in the criminal register for serious violations visible to future investors

Beyond fines, unresolved errors or omissions in the register are independently punishable. And if a shareholder appears on the register without the board holding proof of how those shares were acquired, that entry is a legal violation in its own right the individual is not a valid owner of record until the acquisition is documented.



This is the diligence gap in dollars: the errors this section describes are exactly what pushes financing closes out 4-8 weeks once an auditor finds them.

DON'T CONFUSE THE TWO

Shareholder Register vs. Cap Table

Founders often assume a cap table and a shareholder register are the same thing. They overlap, but they answer different questions and are held to different legal standards.

	Shareholder Register	Cap Table
Purpose	Legal proof of ownership	Modeling & planning tool
Primary users	Auditors, regulators, investors	Founders, finance, HR
Includes options/warrants	No, issued shares only	Yes, fully diluted view
Legal standing	Statutory record	Not a legal document
Update trigger	Every share transfer or issuance	Any planned or actual change
Typical format	Register / list, alphabetical	Spreadsheet or software model

This is the diligence gap in miniature: the cap table is your opinion about where the company is headed, the register is the evidence of where it actually stands today. Keep both, but never mistake one for the other.

HOW COMPANIES FALL BEHIND

Manual Registers vs. Software-Based Registers

Paper or spreadsheet registers are still common and they are where most compliance gaps quietly start.



Manual / Spreadsheet Registers

- ✗ Prone to omissions and version-control errors as shares transfer hands
- ✗ No built-in audit trail — hard to prove when a change was made
- ✗ Easy to lose entirely, or let go stale between financing rounds
- ✗ Manual reconciliation against the cap table, if it happens at all



Software-Based Registers

- ✓ Every issuance, transfer, and correction is timestamped automatically
- ✓ Register and cap table stay reconciled in real time, by design
- ✓ Shareholders can self-serve access instead of emailing the finance team
- ✓ Export a due-diligence-ready register in minutes, not days

BEST PRACTICES

Keeping Your Register Accurate Year-Round

A shareholder register is only as useful as it is current. These habits keep it audit-ready at all times, not just before a financing round.



Update at every event

Log the register the moment shares are issued, transferred, or repurchased — never in a quarterly batch.



Verify identity details

Confirm each shareholder's legal name, address, and contact details rather than copying old records forward.



Keep acquisition proof

Retain documentation for how each shareholder acquired their shares so the board can substantiate every entry.



Reconcile with the cap table

Cross-check the register against the cap table after every transaction to catch mismatches early.



Control access formally

Set a clear, written policy for how shareholder and non-shareholder access requests are handled and priced.



Prepare for diligence

Treat every update as if an auditor could request the register tomorrow — because they often do, with little notice.

THE TEMPLATE

Shareholder Register Template — Preview

Below is a preview of the companion Excel template that ships with this guide. Every column maps directly to the fields regulators and auditors expect to see, with formulas and dropdowns already built in.

Shareholder	Address	Member Since	Share Class	Shares Held	Cert. No.	Paid Status
A. Whitfield	Austin, TX	03/12/2022	Common	120,000	CS-0041	Fully Paid
Northgate Ventures LP	San Francisco, CA	07/01/2023	Preferred A	450,000	PS-0118	Fully Paid
R. Kapoor	New York, NY	11/22/2023	Common	35,000	CS-0092	Unpaid
Summit Growth Fund	Boston, MA	02/09/2024	Preferred B	600,000	PS-0204	Fully Paid



Get the template:

This guide ships with a ready-to-use Excel workbook containing this exact structure - pre-built with formulas, dropdown validation, and a Summary tab that totals shares and paid status automatically as you add shareholders.

BEFORE YOUR NEXT ROUND

Shareholder Register Compliance Checklist

Run through this list before due diligence begins or on a standing quarterly cadence to catch gaps before an auditor does.



Every current shareholder is listed with full legal name and current address



Share counts, classes, and certificate/folio numbers reconcile with the cap table



Paid status is recorded and accurate for every holding, including partly paid shares



Acquisition documentation is on file for each entry on the register



Any transfer restrictions or encumbrances on shares are clearly noted



Beneficial vs. non-beneficial (trustee) holdings are correctly distinguished



A documented policy governs shareholder and non-shareholder access requests



The register has been updated within the last reporting cycle, not just before a raise

THE QAPITA ADVANTAGE

How Qapita Keeps Your Register Audit-Ready

A shareholder register is only as useful as it is current. These habits keep it audit-ready at all times, not just before a financing round.



Transaction-based ledger

Every issuance, transfer, & buyback is captured as a ledger entry, so the register reflects true ownership continuously - not just at quarter-end.



SAFE & convertible tracking

SAFE notes, convertible instruments, and every preferred share class are tracked natively through conversion and financing events.



Investor-ready dashboards

Configurable dashboards give shareholders and investors a clear view of their holdings without a manual export or back-and-forth email.



Diligence-ready data room

Share the register directly through Qapita's data room when auditors, acquirers, or investors request it during diligence.



Role-based access

Ownership data is scoped by role, so shareholders can view their own holdings while company-wide data stays controlled.



160+ country compliance

Support for global compliance requirements as your shareholder base expands beyond the US.

Don't Be *Part of the 73%*

Qapita gives US companies a single, always-current shareholder register that reconciles with your cap table automatically closing the diligence gap before an auditor ever has to find it.

[Talk to Qapita](#)