

January 2019 Partner Promotion Terms

These January 2019 New Partner Promotion Terms (the “**Terms**”) contain the terms and conditions of the January 2019 New Partner Promotion (the “**Promotion**”) offered by ZenPayroll, Inc., dba Gusto (“**Gusto**”).

Accountants and accounting firms (each, a “**Partner**”) that add 5 clients with 3 or more full time employees to the Gusto payroll platform during the Promotion Period (as defined below) are eligible to participate in the Promotion. Subject to the next paragraph, Partners will qualify for one \$1,500 payout (“**Payout**”) for the first five New Partner Clients (as defined below) (the “**Set**”) that (i) are added through the “Add Client” screen or using the unique referral link within Gusto’s Accountant Dashboard web page (such enrollment, the “**Enrollment**” or being “**Enrolled**”), (ii) run payroll and (iii) have a check date (the date the payment was made to the employee(s)) between November 1st, 2018 and January 31st, 2019 (the “**Promotion Period**”). A **New Partner Client** is a New Partner client with an EIN not previously used on the Gusto payroll platform.

For each of these New Partner Clients that are on Gusto’s Concierge pricing tier prior to the end of the Promotion Period and are part of the Set, a \$300 one-time payout (“**Concierge Payout**”) will be made to the Partner.

Once (i) a New Partner Client is Enrolled and (ii) such New Partner Client runs a billed payroll outside of the free month period with Gusto, such New Partner Client shall be credited towards the Promotion. Any resulting Payouts shall become payable by check within thirty days of the later of the following: (i) May 31st, 2019 and (ii) the provision of a Form W-9 by Partner to Gusto.

Gusto may terminate these Terms or the Promotion or modify the Terms or the Promotion for any reason and at any time, at Gusto’s sole discretion, without notice. Gusto reserves the right to declare an Enrollment ineligible for the Promotion if Gusto determines that Partner is abusing the Promotion.