LEGAL KITTY™ CHEAT SHEET

Is It a Deal Yet?

What to write, and never write, before anything is signed.

KEY PRINCIPLES

1 **Agreed isn't the same as signed.**
A contract needs offer, acceptance, consideration and intent to be bound. Signatures are evidence, not always required. Courts read words and conduct.

2 **"Not binding until signed" works.**
If both sides made a signed document a condition, there's usually no contract until both sign. Then name what binds now, if anything.

3 **Some deals must be written, and emails can count.**
The statute of frauds covers deals that can't be performed within a year. Emails and e-signatures can satisfy it (E-SIGN, UETA).

4 **Trademark is the fallback.**
Even with no contract, a prior user can sue over a confusing name. A cease-and-desist is the opening move, not a verdict.

KEY EXAMPLES Real disputes, from the guide

Outkast v. Ovrkast
Filed Sept. 2026

Outkast says he agreed to rebrand after a cease-and-desist; he says he never signed. Pending, no ruling.

FOR YOU **A friendly "we're good" can be Exhibit A.**

The 👍 flax contract
Sask. 2023, aff'd 2024

A thumbs-up to "Please confirm flax contract" was acceptance and a signature. About CA$82,000. Canadian law.

FOR YOU **Don't bet a US court sees a 👍 differently.**

E-SIGN Act
15 U.S.C. §7001

Electronic signatures and records can carry legal effect.

FOR YOU **Your email sign-off may be a signature.**

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KEY CLAUSES

Red flag, green flag

Push back on the red. Ask for the green.

	RED FLAG · PUSH BACK	GREEN FLAG · ASK FOR
SUBJECT LINE	"Deal!"	"Subject to a signed definitive agreement"
REPLIES	"Agreed" before the final text	Read the full final text first
TERM SHEET	Silent on what binds	Lists binding clauses: confidentiality, exclusivity
DEADLINES	Rebrand date set in a DM	Deadlines only in the signed version
AUTHORITY	Your manager can "close" for you	Signing authority limited in writing
RECORDS	Drafts scattered across apps	Dated file of drafts and redlines

Condensed from the HEY YA guide. Teaching examples, not forms.

GO DEEPER

HEY YA, the free web guide to deal emails and DMs.
Free at legalkitty.com/guides

Full guide: DM **HEYYA**
This sheet: DM **BINDING**

Don't sign it till you read it.

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