

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2015

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number: 001-34637

ANTHERA PHARMACEUTICALS, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of Incorporation or Organization)

20-1852016

(I.R.S. Employer Identification No.)

25801 Industrial Boulevard, Suite B
Hayward, California
(Address of Principal Executive Offices)

94545
(Zip Code)

(510) 856-5600

(Registrant's Telephone Number, Including Area Code)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer
(Do not check if a smaller reporting company)

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of May 1, 2015 the number of outstanding shares of the registrant's common stock, par value \$0.001 per share, was 35,816,364.

ANTHERA PHARMACEUTICALS, INC.

FORM 10-Q FOR THE QUARTER ENDED MARCH 31, 2015

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PART I — FINANCIAL INFORMATION**ITEM 1. FINANCIAL STATEMENTS****ANTHERA PHARMACEUTICALS, INC.****CONDENSED CONSOLIDATED BALANCE SHEETS**
(in thousands, except per share data)
(unaudited)

| | <u>March 31, 2015</u> | <u>December 31, 2014 (1)</u> |
|--|-----------------------|------------------------------|
| ASSETS | | |
| Current assets: | | |
| Cash and cash equivalents | \$ 41,648 | \$ 2,639 |
| Accounts receivable | 650 | - |
| Prepaid expenses and other current assets | 861 | 383 |
| Total current assets | 43,159 | 3,022 |
| Property and equipment — net | 410 | 468 |
| TOTAL | <u>\$ 43,569</u> | <u>\$ 3,490</u> |
| LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT) | | |
| Current liabilities: | | |
| Accounts payable | \$ 2,558 | \$ 2,232 |
| Accrued clinical expenses | 1,840 | 1,239 |
| Accrued liabilities | 398 | 211 |
| Accrued payroll and related costs | 1,610 | 1,069 |
| Deferred revenue — current | 586 | -- |
| Other current liabilities | - | 1,000 |
| Total current liabilities | 6,992 | 5,751 |
| Deferred revenue - noncurrent | 1,465 | - |
| Total liabilities | 8,457 | 5,751 |
| Commitments and Contingencies (Note 6) | | |
| Stockholders' equity (deficit): | | |
| Common stock, \$0.001 par value, 100,000,000 shares authorized; 35,816,364 and 23,005,209 shares issued and outstanding as of March 31, 2015 and December 31, 2014, respectively | 36 | 23 |
| Additional paid-in capital | 359,547 | 314,527 |
| Accumulated deficit | (324,471) | (316,811) |
| Total stockholders' equity (deficit) | 35,112 | (2,261) |
| TOTAL | <u>\$ 43,569</u> | <u>\$ 3,490</u> |

The accompanying notes are an integral part of these Condensed Consolidated Financial Statements.

(1) Derived from audited Financial Statements.

ANTHERA PHARMACEUTICALS, INC.

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(in thousands, except per share data)
(unaudited)

| | Three Months Ended March 31, | |
|--|---------------------------------|-------------------|
| | 2015 | 2014 |
| REVENUES: | | |
| License fee | \$ 49 | \$ — |
| Sponsored research and development | 196 | — |
| Total revenues | <u>245</u> | <u>—</u> |
| OPERATING EXPENSE: | | |
| Research and development | 5,995 | 5,765 |
| General and administrative | 1,907 | 1,844 |
| Total operating expenses | <u>7,902</u> | <u>7,609</u> |
| LOSS FROM OPERATIONS | (7,657) | (7,609) |
| OTHER INCOME (EXPENSE): | | |
| Other income (expense) | (3) | (48) |
| Interest expense | — | (259) |
| Total other income (expense) | <u>(3)</u> | <u>(307)</u> |
| NET LOSS | <u>\$ (7,660)</u> | <u>\$ (7,916)</u> |
| Net loss per share - Basic and diluted | <u>\$ (0.28)</u> | <u>\$ (0.39)</u> |
| Weighted average number of shares used in per common share calculations-basic and diluted: | <u>27,595,081</u> | <u>20,132,252</u> |

The accompanying notes are an integral part of these Condensed Consolidated Financial Statements.

ANTHERA PHARMACEUTICALS, INC.

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)
(unaudited)

| | Three Months Ended March 31, | |
|--|-------------------------------------|------------------|
| | 2015 | 2014 |
| CASH FLOW FROM OPERATING ACTIVITIES: | | |
| Net loss | \$ (7,660) | \$ (7,916) |
| Adjustments to reconcile net loss to net cash used in operating activities: | | |
| Depreciation | 68 | 89 |
| Stock-based compensation expense | 503 | 836 |
| Amortization of discount and deferred interest on notes payable | — | 20 |
| Amortization of debt issuance costs | — | 22 |
| Changes in assets and liabilities: | | |
| Accounts receivable | (650) | — |
| Prepaid expenses and other assets | (478) | (266) |
| Accounts payable | 326 | 1,806 |
| Accrued clinical expenses | 601 | 38 |
| Accrued liabilities | 187 | (172) |
| Accrued payroll and related costs | 541 | 269 |
| Deferred revenue | (49) | — |
| Net cash used in operating activities | <u>(6,611)</u> | <u>(5,274)</u> |
| INVESTING ACTIVITIES: | | |
| Property and equipment purchases | (10) | — |
| Decrease in restricted cash | — | 2,400 |
| Net cash (used in) provided by investing activities | <u>(10)</u> | <u>2,400</u> |
| FINANCING ACTIVITIES: | | |
| Principal payment against note payable | — | (3,114) |
| Proceeds from issuance of common stock, net of offering costs | 38,534 | 3,117 |
| Proceeds from issuance of common stock to collaborative partner | 7,000 | — |
| Proceeds from issuance of common stock pursuant to exercise of stock options | 96 | — |
| Net cash provided by financing activities | <u>45,630</u> | <u>3</u> |
| NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS | 39,009 | (2,871) |
| CASH AND CASH EQUIVALENTS — Beginning of period | 2,639 | 25,946 |
| CASH AND CASH EQUIVALENTS — End of period | <u>\$ 41,648</u> | <u>\$ 23,075</u> |
| SUPPLEMENTAL CASH DISCLOSURES OF CASH FLOW INFORMATION | | |
| Non-cash financing activities: | | |
| Issuance of common stock in the form of a waiver of a fee otherwise payable to Amgen under the Amgen Agreement | <u>\$ 1,000</u> | <u>\$ —</u> |

The accompanying notes are an integral part of these Condensed Consolidated Financial Statements.

ANTHERA PHARMACEUTICALS, INC.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

1. ORGANIZATION AND SIGNIFICANT ACCOUNTING POLICIES

Organization

Anthera Pharmaceuticals, Inc. (the “Company” or “Anthera”) is a biopharmaceutical company focused on advancing the development and commercialization of innovative medicines that benefit patients with unmet medical needs. The Company’s first Phase 3 product candidate, blisibimod, targets B-cell activating factor, or BAFF, which has been shown to be elevated in a variety of B-cell mediated autoimmune diseases, including systemic lupus erythematosus, or lupus, Immunoglobulin A nephropathy, or IgA nephropathy, lupus nephritis, and others. The Company’s second Phase 3 product candidate, liprotamase, is a novel non-porcine investigational Pancreatic Enzyme Replacement Therapy (“PERT”) intended for the treatment of patients with Exocrine Pancreatic Insufficiency (“EPI”), often seen in patients with cystic fibrosis and other conditions.

Liquidity and Need for Additional Capital

The Company’s planned principal operations are acquiring product and technology rights, raising capital and performing research and development activities. The Company is currently conducting research and development activities to treat autoimmune diseases and EPI. The Company’s activities are subject to significant risks and uncertainties. Successful completion of the Company’s development programs and, ultimately, the attainment of profitable operations are dependent on future events, including, among other things, its ability to access potential markets; secure financing; develop a customer base; attract, retain and motivate qualified personnel; and develop strategic alliances.

Since inception in 2004, the Company has funded its operations through equity offerings, private placements of convertible debt and debt financing. On January 27, 2015, the Company received \$7.0 million from its collaborative partner, Zenyaku, Kogyo Co., Ltd., (“Zenyaku”), pursuant to the issuance of 2,795,895 shares of its common stock to Zenyaku under the terms of a collaborative arrangement. Under the terms of the collaborative arrangement, Zenyaku has agreed to pay the Company up to another \$15.0 million over the next 12 months through a combination of a forgivable loan and multiple equity purchases of the Company’s common stock at a thirty-percent price premium. During the quarter ended March 31, 2015, the Company received net proceeds of \$11.6 million pursuant to the sale of its common stock through an at-the-market program (“ATM”) with Cowen and Company, LLC (“Cowen”) and \$26.9 million pursuant to an equity offering under the Company’s universal shelf registration statement on Form S-3. As of the date of this report, the Company anticipates its existing cash, anticipated equity investment and loan proceeds from Zenyaku, partial reimbursement of global blisibimod development expense from Zenyaku, access to the capital market through an equity purchase agreement with LPC and an ATM agreement with Cowen will be sufficient to fund its near term liquidity needs for at least the next 12 months.

To fully execute its business plan, the Company will need to complete certain research and development activities and clinical studies. Further, the Company’s product candidates will require regulatory approval prior to commercialization. These activities may span many years and require substantial expenditures to complete and may ultimately be unsuccessful. Any delays in completing these activities could adversely impact the Company. The Company will need substantial additional financing to conduct new trials in the development of its product candidates; such financing may not be available on terms favorable to the Company, if at all. The Company plans to meet its capital requirements primarily through issuances of equity securities, debt financing, potential partnerships and in the longer term, revenue from product sales. Failure to generate revenue or raise additional capital would adversely affect the Company’s ability to achieve its intended business objectives.

Basis of Presentation

The accompanying unaudited Condensed Consolidated Financial Statements have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission (“SEC”) for Quarterly Reports on Form 10-Q and do not contain all of the information and footnotes required by U.S. generally accepted accounting principles (“U.S. GAAP”) for complete financial statements. The accompanying unaudited Condensed Consolidated financial statements and notes thereto should be read in conjunction with the audited consolidated financial statements and notes thereto included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2014, filed with the SEC on March 16, 2015. In the opinion of management, the accompanying unaudited Condensed Consolidated financial statements reflect all adjustments, which include only normal recurring adjustments necessary to present fairly the Company’s interim consolidated financial information. The results for the three months ended March 31, 2015 are not necessarily indicative of the results to be expected for the year ending December 31, 2015 or for any other period. The consolidated balance sheet as of December 31, 2014 has been derived from the audited financial statements as of that date but it does not include all of the information and notes required by U.S. GAAP.

The Company has evaluated events and transactions subsequent to the balance sheet date and has disclosed all events or transactions that occurred subsequent to the balance sheet date but prior to filing this Quarterly Report on Form 10-Q that would require recognition or disclosure in the unaudited Condensed Consolidated Financial Statements.

Significant Accounting Policies

During the quarter ended March 31, 2015, the Company established an accounts receivable policy to account for receivable balances owed to the Company from its collaborative partner, Zenyaku. The Company's accounts receivable balance is comprised of amounts due from Zenyaku for the reimbursement of i) 100% of blisibimod development cost in Japan for IgA nephropathy; ii) 25% of global blisibimod development cost outside of Japan for IgA nephropathy; and iii) a percentage of Anthera's personnel cost at a pre-determined Full-Time Equivalent, or FTE rate. Excluding the accounts receivable policy, there have been no changes to the Company's significant accounting policies for the three months ended March 31, 2015 as compared to the significant accounting policies described in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2014.

Use of Estimates

The preparation of these condensed consolidated financial statements in conformity with U.S. GAAP requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, expenses and related disclosures. On an ongoing basis, management evaluates its estimates, including critical accounting policies or estimates related to clinical trial accruals, the tax provision, stock-based compensation, allocation of consideration to various elements under multiple-element collaboration arrangement and recognition of revenue. The Company bases its estimates on historical experience and on various other market specific and other relevant assumptions that it believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ significantly from these estimates.

2. COLLABORATIVE AGREEMENT

On December 11, 2014, the Company entered into an exclusive license agreement with Zenyaku ("Zenyaku Agreement") to develop and commercialize drug candidates relating to blisibimod in Japan and potentially other countries throughout Asia, while the Company retained full development and commercialization rights of blisibimod for all other global territories including North America and the European Union. Under the terms of the Zenyaku Agreement, the Company has the right to receive an upfront and forgivable loan of \$7.0 million, milestone payments of up to \$22.0 million contingent upon the achievement of certain regulatory and commercial sales milestones, and up to \$15.0 million in sales of the Company's common stock at a purchase price equal to 1.3 times the volume weighted average price of the Company's common stock for 20 trading days prior to the delivery of the closing notice, (the "Premium Purchase Price"). The Company exercised this right with respect to \$7.0 million in shares of its common stock, and issued 2,795,895 shares at a price per share of \$2.50367 to Zenyaku in exchange for \$7.0 million in cash, pursuant to the terms of a subscription agreement dated January 27, 2015. Additionally, Zenyaku was granted an option to obtain licensing rights for additional countries in Asia for an incremental equity investment of \$4.0 million in Anthera stock. Zenyaku is responsible for all development, marketing and commercialization costs and will reimburse Anthera for i) 100% of blisibimod development cost in Japan for IgA nephropathy; ii) 25% of global blisibimod development cost outside of Japan for IgA nephropathy; iii) a percentage of Anthera's personnel cost at a pre-determined FTE rate and iv) exclusive purchase of blisibimod clinical drug supplies at cost and blisibimod commercial drug products from the Company at a premium to the Company's manufacturing cost. Outside of Japan, the Company will be solely responsible for the development and commercialization of blisibimod. The collaborative development effort between the parties will be overseen by a joint development committee.

The Zenyaku Agreement will continue on a country-by-country and product-by-product basis until the later of the last to expire patent covering such product containing blisibimod in such country or ten years following the commercial launch of a product containing blisibimod in such country, unless terminated earlier. Zenyaku may terminate the agreement at will or in the event that annual sales of the generic drug containing blisibimod reach 50% of annual sales of the drug resulting from this collaboration in Japan and other potential Asian countries. If the agreement is not terminated early, Zenyaku may continue to obtain clinical/commercial drug supplies from Anthera after such expiration for up to three (3) years by providing a written notice to discontinue such supplies. Either party may terminate the agreement if a party materially breaches the agreement. In addition, Anthera may terminate the agreement if Zenyaku challenges any Anthera patent. Upon expiration (but not before termination), Zenyaku may retain the licensed patent on a fully-paid and royalty free (subject to the Amgen Inc. royalty and any third party payments), irrevocable and perpetual basis. If termination is due to material breach by Anthera, Zenyaku is entitled to retain all license rights; however, is still obligated to pay the milestone payments to Anthera, the Amgen royalty and any third party payments. Upon termination due to material breach or at will by Zenyaku, then all license rights granted to Zenyaku automatically terminate.

The Company's deliverables under the Zenyaku Agreement include the delivery of rights to and license for blisibimod in Japan and performance of research and development activities under a joint development plan. The delivered license does not have standalone value at the inception of the arrangement due to the Company's proprietary expertise with respect to the licensed compound and related ongoing developmental participation under the collaboration agreement, which is required for Zenyaku to fully realize the value from the delivered license. Therefore, the fees received related to the license will be recorded as deferred revenue and recognized over the estimated performance period under the agreement, which is the product development period. Although the Zenyaku Agreement does not provide a contractually stated price for the rights to blisibimod, the Company determined the Premium Purchase Price to be paid by Zenyaku for its equity investment in Anthera represents consideration for the rights to blisibimod and will record deferred revenue as shares are issued to Zenyaku at the Premium Purchase Price. The Company will periodically review and, if necessary, revise the estimated periods of performance of its collaboration with Zenyaku. Fees for the performance of sponsored research and development activities and services are not refundable. Therefore, the Company will recognize all FTE reimbursement in sponsored research and development revenue as such services are rendered. Reimbursement for certain development costs will be recorded as a reduction to research and development expense in the period in which such reimbursement becomes due in accordance with ASC 808 *Collaborative Arrangements*, subtopic ASC 808-10-45. During the quarter ended March 31, 2015, the Company recorded total revenue of \$245,000, which was comprised of \$196,000 for the reimbursement of FTEs and \$49,000 for the amortization of the Premium Purchase Price. In addition, during the quarter ended March 31, 2015, the Company recorded \$453,000 as a reduction to research and development expenses in connection with the reimbursement of qualifying costs under the collaboration agreement. All such amounts due from Zenyaku were included in accounts receivable and were unbilled as of March 31, 2015. The Company recorded the accounts receivable at March 31, 2015 because fees earned for the performance of sponsored research and development activities and services are not refundable and Zenyaku is contractually obligated to reimburse the Company for its qualifying costs incurred under the collaboration agreement.

Of the remaining potential future milestones, \$7.0 million are related to regulatory milestones and \$15.0 million are related to commercialization milestones that may be received under the Zenyaku Agreement. Regulatory milestones include the filing and acceptance of regulatory applications for marketing approval in major markets. Commercialization milestones include the achievement of first commercial sales in a particular market or annual product sales in excess of a pre-specified threshold. At the inception of the collaboration agreement the Company assessed regulatory milestones to be substantive where there was substantive scientific and regulatory uncertainty of achievement, the amounts of payments assigned were considered to be commensurate with the enhancement, that occurred subsequent to inception of the Zenyaku Agreement, and where the value of the delivered rights and license of blisibimod and the Company's performance is necessary to the achievement of the milestone. Accordingly, the Company will recognize payments related to the achievement of such milestones, if any, when such milestone is achieved. Regulatory milestones that do not meet these conditions are considered non-substantive and payments related to the achievement of such milestones, if any, will be recorded as deferred revenue and amortized ratably over the estimated period of performance. Final determination of whether a regulatory milestone is substantive will depend upon the Company's role in achieving the milestone. The specific role and responsibilities related to the regulatory and development activities for certain of these milestones have yet to be determined and may change during the development period. Under the Zenyaku Agreement, Zenyaku will initially be responsible for commercialization activities and the Company initially may not be involved in the achievement of these commercialization milestones. These commercialization milestones would typically be achieved after the completion of the Company's regulatory and development activities. If there are no future development obligations, the Company expects to account for the commercialization milestones in the same manner as royalties, with revenue recognized upon achievement of the milestone.

Pursuant to the Zenyaku Agreement, the Company is entitled to enter into a loan agreement with Zenyaku for an aggregate principal amount of \$7.0 million, of which \$5.0 million, together with interest thereon, is forgivable upon certain achievement of the primary endpoint identified in the first Phase 3 Study for blisibimod to treat IgA nephropathy and the remaining \$2.0 million, together with interest thereon, is forgivable upon the submission of the first Biologics License Application for blisibimod in the licensed territory. In exchange, Anthera will issue a Secured Promissory Note to Zenyaku (the "Promissory Note"), to be secured by certain information and materials necessary for the manufacture of blisibimod, with a maturity date of December 11, 2021 and stated interest rate of 1% per annum. The loan agreement is planned for execution in the second quarter of 2015. Proceeds from the Promissory Note and granting the license rights will be allocated in part to the Promissory Note based on its aggregate fair value at the dates of receipt. This fair value will be determined by discounting cash flows using a discount rate of market rate of borrowings that could be obtained by companies with credit risk similar to Anthera. The remainder of the proceeds will be recognized as debt issuance discount and will be allocated to the value of the license fee granted to Zenyaku and recognized over the product development period while the debt discount will be amortized over the term of the Promissory Note using the effective interest rate method.

3. RESEARCH AWARD

In March 2015, the Company received a research award from Cystic Fibrosis Foundation Therapeutics Inc. ("CFFT") of up to \$3 million to support the manufacturing and clinical development of liprotamase. The award is to be disbursed by CFFT to Anthera upon receipt of invoices from Anthera for incurred expenses. At its discretion, the Company may choose to fund a particular stage of the liprotamase development plan and related payment milestone without CFFT funds. Any CFFT funds not expended on the development program of liprotamase must be returned to CFFT and, upon such return, the amounts of such returned funds will not be included as part of the research award for the purpose of calculating royalties or other amounts owed by Anthera to CFFT. To the extent CFFT provides or makes available any information, expertise, know-how or other intellectual property related to cystic fibrosis or the treatment, prevention or cure thereof ("CFFT Know-How") to Anthera, CFFT grants to Anthera a non-exclusive, transferrable, sublicensable, worldwide rights and license under all of CFFT's rights in such CFFT Know-How to assist Anthera to research, develop, commercialize, make or have made, use, sell, have sold, offer for sale, import, export and otherwise exploit the product.

In consideration for CFFT's research award and any licenses of intellectual property granted by CFFT, the Company agrees to pay royalties to CFFT as follows: i) a one-time royalty in an amount equal to the royalty cap, payable in three installments between the first and second anniversaries of the first commercial sale of a product; ii) a one-time royalty in an amount equal to the actual award after net product sales reaches \$100 million; and iii) in the event of a license, sale or other transfer of the product or a change of control transaction prior to the commercial sale of the product, a milestone payment equal to three times the actual award.

As of March 31, 2015, the Company has not drawn down on the research award.

4. NET LOSS PER SHARE

Basic net loss attributable to common stockholders per share is computed by dividing income available to common stockholders (the numerator) by the weighted-average number of common shares outstanding (the denominator) during the period. Shares issued during the period and shares reacquired during the period are weighted for the portion of the period that they were outstanding. The computation of diluted Earnings Per Share, or EPS, is similar to the computation of basic EPS except that the denominator is increased to include the number of additional common shares that would have been outstanding if the dilutive potential common shares had been issued. In addition, in computing the dilutive effect of convertible securities, the numerator is adjusted to add back any convertible preferred dividends and the after-tax amount of interest recognized in the period associated with any convertible debt. The numerator also is adjusted for any other changes in income or loss that would result from the assumed conversion of those potential common shares, such as profit-sharing expenses. Diluted EPS is identical to basic EPS since common equivalent shares are excluded from the calculation, as their effect is anti-dilutive.

The following table summarizes the Company's calculation of net loss per common share (in thousands except share and per share amounts):

| | Three Months Ended March 31, | |
|--|-------------------------------------|------------------|
| | 2015 | 2014 |
| Net loss per share | | |
| Numerator | | |
| Net loss | \$ (7,660) | \$ (7,916) |
| Denominator | | |
| Weighted-average common shares outstanding | 27,595,081 | 20,123,252 |
| Basic and diluted net loss per share | <u>\$ (0.28)</u> | <u>\$ (0.39)</u> |

As the Company incurred net losses for all of the periods presented, the following outstanding potentially dilutive securities were excluded from the computation of diluted net loss per share, as the effect of including them would have been antidilutive:

| | Three Months Ended March 31, | |
|-----------------------------------|-------------------------------------|------------------|
| | 2015 | 2014 |
| Options to purchase common stock | 3,179,728 | 2,105,017 |
| Warrants to purchase common stock | 556,838 | 675,006 |
| Restricted Stock Units | 937 | 7,200 |
| Total | <u>3,737,503</u> | <u>2,787,223</u> |

5. FAIR VALUE OF FINANCIAL INSTRUMENTS

Pursuant to the accounting guidance for fair value measurement and its subsequent updates, fair value is defined as the price that would be received to sell an asset or paid to transfer a liability (i.e., the "exit price") in an orderly transaction between market participants at the measurement date. The accounting guidance establishes a hierarchy for inputs used in measuring fair value that minimizes the use of unobservable inputs by requiring the use of observable market data when available. Observable inputs are inputs that market participants would use in pricing the asset or liability based on active market data. Unobservable inputs are inputs that reflect the assumptions market participants would use in pricing the asset or liability based on the best information available in the circumstances.

The fair value hierarchy is broken down into the three input levels summarized below:

- *Level 1* —Valuations are based on quoted prices in active markets for identical assets or liabilities and readily accessible by us at the reporting date. Examples of assets and liabilities utilizing Level 1 inputs are certain money market funds, U.S. Treasuries and trading securities with quoted prices on active markets.
- *Level 2* —Valuations based on inputs other than the quoted prices in active markets that are observable either directly or indirectly in active markets. Examples of assets and liabilities utilizing Level 2 inputs are U.S. government agency bonds, corporate bonds, commercial paper, certificates of deposit and over-the-counter derivatives.
- *Level 3* —Valuations based on unobservable inputs in which there are little or no market data, which require us to develop our own assumptions.

The following tables present the Company's fair value hierarchy for all its financial assets (including those in cash and cash equivalents), in thousands, by major security type measured at fair value on a recurring basis as of March 31, 2015 and December 31, 2014 (in thousands):

| | March 31, 2015 | | | |
|--------------------|---------------------------------|----------------|----------------|----------------|
| | Estimated Fair Value | Level 1 | Level 2 | Level 3 |
| Money market funds | \$ 40,676 | \$ 40,676 | \$ — | \$ — |

| | December 31, 2014 | | | |
|--------------------|---------------------------------|----------------|----------------|----------------|
| | Estimated Fair Value | Level 1 | Level 2 | Level 3 |
| Money market funds | \$ 2,354 | \$ 2,354 | \$ — | \$ — |

6. COMMITMENTS AND CONTINGENCIES

Leases

The Company leases its main operating facility in Hayward, California. The lease is for approximately 14,000 square feet. The Company recognizes rental expense on the facility on a straight line basis over the term of the lease. Differences between the straight-line net expense on rent payments are classified as deferred rent liability and included in the accrued liabilities on the balance sheet. In November 2013, the Company renewed its facility lease for an additional three years beginning October 2014 and ending September 2017.

Other Commitments

In December 2007, the Company and Amgen entered into a worldwide, exclusive license agreement (the “Amgen Agreement”) to develop and commercialize blisibimod in any indication, including for the treatment of systemic lupus erythematosus (“lupus”). Under the terms of the Amgen Agreement, the Company paid a nonrefundable, upfront license fee of \$6.0 million. As there was no future alternative use for the technology, the Company expensed the license fee in research and development expenses during 2007. Under the terms of the Amgen Agreement, the Company is obligated to make additional milestone payments to Amgen of up to \$33.0 million upon the achievement of certain development and regulatory milestones. The Company is also obligated to pay tiered royalties on future net sales of products, ranging from the high single digits to the low double digits, which are developed and approved as set forth in the Amgen Agreement. The Company’s royalty obligations as to a particular licensed product will be payable, on a country-by-country and licensed product-by-licensed product basis, for the longer of (a) the date of expiration of the last to expire valid claim within the licensed patents that covers the manufacture, use or sale, offer to sell, or import of such licensed product by the Company or a sublicense in such country or (b) 10 years after the first commercial sale of the applicable licensed product in the applicable country.

In connection with the collaborative arrangement with Zenyaku pursuant to the Zenyaku Agreement, the Company amended the Amgen Agreement in November 2014 to (i) adjust certain royalty and milestone payment obligations payable to Amgen in light of the collaboration between Anthera and Zenyaku and (ii) provide that the sublicense granted by Anthera to Zenyaku shall survive the termination of the Amgen Agreement. Under this amendment, Anthera also agreed to grant Amgen the number of shares of its common stock equal to \$1.0 million divided by the volume weighted average price of the Company’s common stock for 20 trading days prior to issuance. The Company accrued \$1.0 million of license fees as research and development expense with a corresponding current liability in the year ended December 31, 2014. The Company issued 420,751 shares of common stock to Amgen at \$2.3767 per share on January 28, 2015, pursuant to a subscription agreement with Amgen, with the consideration paid by Amgen in the form of a waiver of a fee otherwise payable to Amgen under the Amgen Agreement and eliminated the accrued liability.

On July 11, 2014, the Company and Eli Lilly and Company (“Eli Lilly”) entered into a worldwide, exclusive license agreement (the “Lilly Agreement”), to develop and commercialize lipotamase, a Phase 3 novel investigational Pancreatic Enzyme Replacement Therapy (“PERT”), for the treatment of patients with Exocrine Pancreatic Insufficiency, or EPI, often seen in patients with cystic fibrosis and other conditions. Under the terms of the Lilly Agreement, the Company was not required to make any up-front payment but is obligated to make milestone payments of up to \$33.5 million for capsule products and \$9.5 million for reformulated products upon the achievement of certain regulatory and commercial sales milestones, none of which have been achieved as of March 31, 2015. In addition, after sales of the licensed products exceed an aggregate of \$100.0 million in the United States, the Company is obligated to pay tiered royalties on future net sales of products, ranging from the single digits to the mid-teens, and such royalty payments are developed and approved as defined in the Lilly Agreement. The Company’s royalty obligations as to a particular licensed product will be payable, on a licensed product-by-licensed product basis, for the longer of (a) the date of expiration of the last to expire valid claim within the licensed patents that covers the manufacture, use or sale, offer to sell, or import of such licensed product by the Company or a sublicense in such country, or (b) 12 years after the first commercial sale of the applicable licensed product in the applicable country.

7. STOCKHOLDERS’ EQUITY

Preferred Stock

The Company’s Fifth Amended and Restated Certificate of Incorporation designates 5,000,000 shares of the Company’s capital stock as undesignated preferred stock. There were no preferred shares issued or outstanding as of March 31, 2015.

Warrants

In March 2011, in conjunction with the Hercules loan, the Company issued a seven-year warrant to purchase 40,178 shares of the Company's common stock at an exercise price of \$48.00 per share. The warrant was immediately exercisable and expires in March 2018. As of March 31, 2015, the warrant remained outstanding and exercisable.

In September 2010, the Company closed a private placement transaction with certain accredited investors pursuant to which the Company sold an aggregate of 1,312,492 units at a purchase price of \$24.00 per unit, with each unit consisting of one share of common stock and a warrant to purchase an additional 0.40 shares of common stock. Each warrant is exercisable in whole or in part at any time until September 24, 2015 at an adjusted exercise price of \$23.20 per share. As of March 31, 2015, 516,660 shares of warrants remain outstanding and exercisable.

Common Stock

On April 5, 2013, the Company entered into an equity purchase agreement (the "2013 Purchase Agreement") with Lincoln Park Capital Fund, LLC ("LPC"), pursuant to which the Company has the right, but not obligation, to sell to LPC up to an aggregate of \$18.5 million in shares of common stock. On March 12, 2015, the Company terminated the 2013 Purchase Agreement, which had a remaining balance of \$14.1 million as of the date of termination. Concurrent with the termination of the 2013 Purchase Agreement, the Company executed a new equity purchase agreement (the "2015 Purchase Agreement"), pursuant to which the Company has the right, but not obligation, to sell to LPC up to an aggregate of \$10.0 million in shares of the common stock over a period of two years in amounts as set forth in the 2015 Purchase Agreement. No sales of common stock have been made under the 2015 Purchase Agreement as of March 31, 2015.

On November 15, 2013, the Company entered into a Sales Agreement (the "ATM Agreement") with Cowen to create an ATM under which the Company from time to time may offer and sell shares of its common stock, par value \$0.001 per share, having an aggregate offering price of up to \$25.0 million through Cowen, as agent. As of March 31, 2015, the Company had sold \$21.3 million in shares of common stock, leaving a balance of \$3.7 million available for future sale pursuant to the ATM Agreement.

In April 2013, the Company filed a universal shelf registration statement with the SEC on Form S-3 (File No. 333-187780) for the proposed offering from time to time of up to \$100.0 million of its securities, including common stock, preferred stock, debt securities and/or warrants. On November 15, 2013, the Company registered \$25.0 million under the registration statement for the Cowen ATM. In January 2015, the Company registered \$8.0 million under the registration statement for the issuance of common stock to Zenyaku and Amgen. In February 2015, the Company registered \$10.3 million under the registration statement for the 2015 Purchase Agreement with LPC. In March 2015, the Company utilized \$28.7 million of this shelf registration in connection with an underwritten public offering, leaving a balance of \$28.0 million available for future issuance under this shelf registration statement, which will expire in April 2016.

Equity Issuance

In January 2015, the Company issued \$8.0 million in common shares under the registration statement on Form S-3 (File No. 333-187780), consisting of 2,795,895 shares and 420,751 shares of common stock to Zenyaku and Amgen, respectively. The Company received net cash proceeds of \$7.0 million from Zenyaku for the shares sold to Zenyaku. The consideration paid by Amgen for its shares of the Company's common stock was in the form of a waiver of a fee otherwise payable to Amgen by the Company under an amendment to the Amgen Agreement.

During the three months ended March 31, 2015, the Company sold 3,125,662 shares of common stock through its ATM Agreement for net proceeds of \$11.6 million.

In March 2015, the Company sold 6,388,889 shares of common stock at \$4.50 per share in an underwritten public offering for net cash proceeds of \$26.9 million.

8. SHARE-BASED COMPENSATION PLANS

2013 Plan

On March 25, 2013, the Company's board of directors adopted the 2013 Stock Option and Incentive Plan (the "2013 Plan"), which was also approved by the Company's stockholders at its annual general meeting on May 16, 2013. The Company initially reserved 1,750,000 shares of its common stock for the issuance of awards under the 2013 Plan, plus all shares remaining available for grant under the Company's 2010 Stock Option and Incentive Plan (the "2010 Plan"), plus any additional shares returned under the 2010 Plan or 2013 Plan as a result of the cancellation, forfeiture or other termination (other than by exercise) of awards issued pursuant to the 2010 Plan or 2013 Plan, subject in all cases to adjustment including reorganization, recapitalization, reclassification, stock dividend, stock split, reverse stock split or other similar change in the Company's capital stock. In June 2014, the Company's shareholders approved an additional 500,000 shares of its common stock for issuance of awards under the 2013 Plan. Of the shares of common stock reserved for issuance under the 2013 Plan, no more than 750,000 shares will be issued to any individual participant as incentive options, non-qualified options or stock appreciation rights during any calendar year. The 2013 Plan permits the granting of incentive and non-statutory stock options, restricted and unrestricted stock awards, restricted stock units, stock appreciation rights, performance share awards, cash-based awards and dividend equivalent rights to eligible employees, directors and consultants. The option exercise price of an option granted under the 2013 Plan may not be less than 100% of the fair market value of a share of the Company's common stock on the date the stock option is granted. Options granted under the 2013 Plan have a maximum term of 10 years and generally vest over four years. In addition, in the case of certain large stockholders, the minimum exercise price of incentive options must equal 110% of fair market value on the date of grant and the maximum term is limited to five years. Subject to overall Plan limitations, the maximum aggregate number of shares of common stock that may be issued in the form of incentive options shall not exceed 6,250,000 shares of common stock. The 2013 Plan does not allow the option holders to exercise their options prior to vesting.

The terms of awards granted during the three months ended March 31, 2015 and the method for determining the grant date fair value of the awards were consistent with those described in the financial statements included in the Company's annual Report on Form 10-K for the year ended December 31, 2014.

The following table summarizes stock option activity for the three months ended March 31, 2015 (in thousands except share and per share information):

| | Number of Options | Weighted- Average Exercise Price | Weighted- Average Remaining Contractual Life in Years | Aggregate Intrinsic Value |
|-------------------------------|----------------------|---|---|---------------------------------|
| Balance at December 31, 2014 | 3,021,969 | \$ 3.67 | 8.92 | \$ — |
| Granted | 209,000 | \$ 1.58 | 9.76 | 604 |
| Exercised | (20,620) | \$ 4.65 | 8.22 | 12 |
| Cancelled and expired | (6,250) | \$ 4.56 | 8.21 | — |
| Forfeited | (24,371) | 3.70 | — | 24 |
| Balance at March 31, 2015 | 3,179,728 | \$ 3.52 | 8.75 | \$ 4,150 |
| Exercisable at March 31, 2015 | 1,120,369 | \$ 4.65 | 8.08 | \$ 641 |

The intrinsic value of stock options represents the difference between the exercise price of stock options and the market price of our stock on that day for all in-the-money options.

The assumptions used in the Black-Scholes option-pricing model to value stock options are as follows:

| | Three Months Ended March 31, | |
|--|------------------------------|---------|
| | 2015 | 2014 |
| Expected Volatility | 92% | 101% |
| Dividend Yield | 0% | 0% |
| Risk-Free Interest Rate | 1.81% | 2.11% |
| Expected Term (years) | 6.02 | 6.02 |
| Weighted-average fair value per option | \$ 1.19 | \$ 2.66 |

Restricted Stock Units

The Company grants restricted stock unit awards (“RSUs”) under its 2013 Plan and 2010 Plan, as determined by the Company’s compensation committee. The RSUs granted represent a right to receive shares of common stock at a future date determined in accordance with the participant’s award agreement. An exercise price and monetary payment are not required for receipt of RSUs or the shares issued in settlement of the award. Instead, consideration is furnished in the form of the participant’s services to the Company.

Recipients of RSUs granted from the 2010 Plan are permitted to net share settle in excess of the minimum statutory withholding amount for taxes and therefore, in accordance with guidance issued by the FASB, RSUs granted from the 2010 Plan are classified as liability with the subsequent change in fair value being recorded as expense. The unsettled RSUs are re-measured at each reporting date and will continue to be re-measured until they are fully vested in approximately 0.63 years. As of March 31, 2015, the liability related to the unsettled awards was not significant.

Recipients of RSUs granted from the 2013 Plan are not permitted to net share settle in excess of the minimum statutory withholding amount for taxes and therefore, in accordance with guidance issued by the FASB, RSUs granted from the 2013 Plan are classified as equity and the fair values of the awards are recognized on a straight-line basis over the vesting term of the awards. Substantially all of the RSUs vest over four years.

2010 Employee Stock Purchase Plan (“ESPP”)

Effective July 2010, under the terms of the ESPP, eligible employees of the Company may authorize the Company to deduct amounts from their compensation, which amounts are used to enable the employees to purchase shares of the Company’s common stock. The Company initially reserved 12,500 shares of common stock for issuance thereunder plus on January 1, 2011 and each January 1 thereafter, the number of shares of stock reserved and available for issuance under the Plan shall be cumulatively increased by the lesser of (i) one percent (1%) of the number of shares of common stock issued and outstanding on the immediately preceding December 31 or (ii) 31,250 shares of common stock. On January 1, 2015, in accordance with the ESPP’s annual increase provisions, the authorized shares in the ESPP increased by 31,250.

The purchase price per share is 85% of the fair market value of the common stock as of the first date or the ending date of the applicable semi-annual purchase period, whichever is less (the “Look-Back Provision”). The 15% discount and the Look-Back Provision make the ESPP compensatory. The Black-Scholes option pricing model was used to value the employee stock purchase rights.

| | Three Months Ended March 31, | |
|-------------------------|-------------------------------------|-------------|
| | 2015 | 2014 |
| Expected Volatility | 52% | — |
| Dividend Yield | 0% | — |
| Risk-Free Interest Rate | 0.06% | — |
| Expected Term (years) | 0.50 | — |

Stock-Based Compensation Expense

Total stock-based compensation expense, including expense recorded for the ESPP, was as follows (in thousands):

| | Three Months Ended March 31, | |
|--------------------------------|-------------------------------------|-------------|
| | 2015 | 2014 |
| Research and development | \$ 202 | \$ 354 |
| General and administrative | 301 | 482 |
| Total stock-based compensation | \$ 503 | \$ 836 |

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

This Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), which are subject to the "safe harbor" created by those sections. Forward-looking statements are based on our management's beliefs and assumptions and on information currently available to our management. All statements other than statements of historical factors are "forward-looking statements" for purposes of these provisions. In some cases you can identify forward-looking statements by terms such as "may," "will," "should," "could," "would," "expect," "plan," "anticipate," "believe," "estimate," "project," "predict," "potential" and similar expressions intended to identify forward-looking statements. Such forward-looking statements are subject to risks, uncertainties and other important factors that could cause actual results and the timing of certain events to differ materially from future results expressed or implied by such forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to, those identified below and those discussed in the section titled "Risk Factors" in this report. Furthermore, such forward-looking statements speak only as of the date of this report. Except as required by law, we undertake no obligation to update any forward-looking statements to reflect events or circumstances after the date of such statements.

Overview

Anthera Pharmaceuticals, Inc. is a biopharmaceutical company focused on advancing the development and commercialization of innovative medicines that benefit patients with unmet medical needs. Our first Phase 3 product candidate, blisibimod, targets B-cell activating factor, or BAFF, which has been shown to be elevated in a variety of B-cell mediated autoimmune diseases, including systemic lupus erythematosus, or lupus, Immunoglobulin A nephropathy, or IgA nephropathy, lupus nephritis, and others. Our second Phase 3 product candidate, liprotamase, is a novel non-porcine investigational Pancreatic Enzyme Replacement Therapy ("PERT") intended for the treatment of patients with Exocrine Pancreatic Insufficiency ("EPI"), often seen in patients with cystic fibrosis and other conditions.

Since inception, we have funded our operations through equity offerings, private placements of convertible debt and debt financings. We will need substantial additional financing to continue to develop our product candidates, obtain regulatory approvals and to fund operating expenses, which we will seek to raise through public or private equity or debt financings, collaborative or other arrangements with third parties or through other sources of financing. We cannot assure you that such funds will be available on terms favorable to us, if at all. We may never successfully complete development of any of our product candidates, obtain adequate patent protection for our technology, obtain necessary government regulatory approval for our product candidates or achieve commercial viability for any approved product candidates. In addition, we may not be profitable even if we succeed in commercializing our product candidates.

In December 2014, we entered in an exclusive license agreement with Zenyaku Kogyo Co., Ltd ("Zenyaku") for the development and commercialization of blisibimod in Japan and potentially other countries throughout Asia. We retain full development and commercialization rights of blisibimod for all other global territories including North America and the European Union and we are actively pursuing partnerships with pharmaceutical and biotech companies to develop and commercialize blisibimod in these territories.

In March 2015, we received a research award from Cystic Fibrosis Foundation Therapeutics Inc. ("CFFT") of up to \$3 million to support the manufacturing and clinical development of liprotamase. The award will be disbursed by CFFT to us upon receipt of invoices from us for incurred expenses. At our discretion, we may choose to fund a particular stage of the liprotamase development program and related payment milestone without CFFT funds. Any CFFT funds not expended on the development program must be returned to CFFT and upon such return, the amounts of such returned funds will not be included as part of the research award for the purpose of calculating royalties or other amounts owed by Anthera to CFFT.

Our BAFF Antagonism Portfolio

BAFF, or B-cell Activating Factor, (also known as B lymphocyte stimulator or BLyS), is a member of a tumor necrosis family of natural human proteins and is critical to the development, maintenance and survival of multiple B-cell families as well as plasma cells – all of which are critical to the human immune response. B-cells and plasma cells are a vital part of the human immune system, producing natural antibody responses to invading pathogens such as viruses, bacteria and other dangerous antigens. Abnormally high elevations of BAFF, B-cells and plasma cells have been associated with several autoimmune diseases, including lupus and IgA nephropathy. BAFF is primarily expressed by macrophages, monocytes and dendritic cells and interacts with three different receptors on B-cells and plasma cells including BAFF receptor, or BAFF-R, B-cell maturation antigen, or BCMA, and transmembrane activator and cyclophilin ligand interactor, or TACI. The potential role of BAFF inhibition and associated reductions in B-cell and plasma cell numbers in lupus and rheumatoid arthritis has been validated in multiple clinical studies with blisibimod and other BAFF antagonists.

Based on data from our Phase 2b clinical study, we have advanced the clinical development of our BAFF inhibitor, blisibimod, to exploit its potential clinical utility in a number of autoimmune diseases. Blisibimod, a peptibody directed against BAFF, was developed as an alternative to antibodies and is produced in *Escherichia coli* bacterial culture, as opposed to antibodies that are typically produced in mammalian cell culture. A peptibody is a novel fusion protein that is distinct from an antibody with several potential advantages, including ease of manufacture, potency and relatively small molecular weight. Blisibimod inhibits both soluble and membrane-bound BAFF.

In 2012, we completed the PEARL-SC Phase 2b clinical study, which evaluated the efficacy and safety of multiple doses of subcutaneous blisibimod versus placebo in patients with active and seropositive lupus. Lupus patients suffer from a chronic autoimmune disease, where an inappropriate or abnormal immune response often leads to severe skin rash, fatigue, joint pain, ulceration, major kidney complications, including proteinuria, and cardiovascular disease. Inhibition of BAFF is believed to reduce survival of B-cells and plasma cells and autoantibodies, leading to a reduction in severity of disease and resolution of lupus symptoms.

The development program for blisibimod is focused on evaluating the efficacy and safety of blisibimod in patients with lupus, and IgA nephropathy for which we believe current treatments are either inadequate or non-existent. Our current plan includes continuing the ongoing CHABLIS-SC1 registration clinical study in patients with active lupus and the BRIGHT-SC phase 2/3 clinical study in patients with IgA nephropathy, and evaluating the potential of blisibimod in hematological diseases through clinical and nonclinical investigations. We have successfully manufactured blisibimod at launch-scale quantities. The blisibimod product is designed for at-home, self-administration and is presented as a pre-filled syringe for subcutaneous administration.

Our Pancreatic Enzyme Replacement Therapy Portfolio

Liprotamase is a novel non-porcine PERT that contains three biotechnology-derived digestive enzymes: a lipase, a protease and an amylase. The lipase in liprotamase is more stable than the porcine derived lipase in the low pH environment of the stomach and therefore liprotamase does not have an enteric polymer coating, nor does it contain porcine proteins or purines that may be associated with a risk of viral transmission or allergic reaction to proteins of porcine origin. The individual enzyme components of liprotamase are formulated at a fixed ratio of lipase, protease, and amylase. The liprotamase enzyme dose ratio was selected from preclinical efficacy studies conducted using a canine model of pancreatic insufficiency which demonstrated that the lipase enzyme in liprotamase was efficacious when administered at >500 units/kg per meal, and the protease doses >1000 units/kg per meal (Borowitz *et al.* 2006). This finding is further supported by the similar efficacy observed between liprotamase and Creon in pigs with surgically-induced pancreatic insufficiency.

Pancreatic enzyme replacement therapy is currently the mainstay of treatment for nutrient malabsorption in patients with digestive enzyme deficiencies known as exocrine pancreatic insufficiency, or EPI. EPI occurs when diseases such as cystic fibrosis, or CF, and chronic pancreatitis impede or destroy the exocrine function of the pancreas. Orally delivered porcine PERTs have been available for many years for the treatment of EPI. Unmet medical needs for the treatment of EPI remain. For example, as the porcine-derived proteins contained in the PERTs pass through the low pH environment of the stomach, enzyme activity rapidly diminishes and, as a consequence, large doses of porcine enzymes are often required. Since protease and lipase can become irreversibly inactivated in an acid environment, most products are provided as enteric-coated microbeads. Patient-to-patient variability in acidification of the intestine makes dissolution variable. Poor stability and variability in terms of potency and pharmaceutical properties have also been identified as important factors contributing to a poor response of some patients to PERTs.

Our Systemic Lupus Erythematosus (Lupus) Development Program

In the third quarter of 2012 at an End of Phase 2 meeting with the United States Food and Drug Administration, or FDA, we presented the results of the PEARL-SC study and our plans for Phase 3 registration studies of blisibimod in patients with active lupus. As a result of this meeting we initiated patient enrollment in the initial Phase 3 CHABLIS-SC1 study in March 2013.

CHABLIS-SC1 is a multicenter, randomized, double-blind, placebo-controlled study designed to evaluate the efficacy, safety, tolerability and immunogenicity of blisibimod in patients with seropositive, clinically-active lupus (SELENA-SLEDAI ≥ 10) who require corticosteroid therapy in addition to standard-of-care for treatment of their disease. The study is currently enrolling in 12 countries across Asia, Eastern Europe and Latin America. The study plans to randomize up to 400 patients to receive either 200mg of blisibimod or placebo in addition to their standard-of-care medication for 52 weeks. We expect to complete enrollment around mid-2015 and receive topline data after the last enrolled patient completes 52 weeks of treatment around mid-2016. The primary endpoint of the CHABLIS-SC1 will be clinical improvement in the SRI-6 response at 52 weeks. Key secondary outcomes from the study, including SRI-8, reduction in the number of lupus flares and steroid use, are intended to further differentiate blisibimod from currently available therapies. To date, enrolled patient demographics and disease characteristics for the CHABLIS-SC1 study are consistent with our goal to enroll patients with higher levels of lupus activity and positive biomarkers despite the stable use of corticosteroids. These characteristics were associated with improved outcomes in both our previous Phase 2 clinical study as well as in two large Phase 3 studies conducted with other BAFF-inhibitors, belimumab (Benlysta) and, more recently, tabalumab.

We believe the CHABLIS development program for blisibimod may offer a number of potential opportunities for differentiation versus the currently marketed BAFF antagonist and other novel B-cell directed therapies, including:

- o Clinical differentiation:
 - ☒ Potential for improved clinical response due to enriched patient selection;
 - ☒ A requirement that patients are receiving steroid therapy at time of randomization;
 - ☒ An improved clinical efficacy endpoint which requires a larger six-point reduction in the SELENA-SLEDAI;
 - ☒ Restricting background medications sooner and therefore demonstrating an earlier clinical benefit;
 - ☒ Potential to demonstrate reductions in lupus flares;
- o Patient convenience: A convenient, at-home, patient-administered subcutaneous product;
- o Mechanism of action: Blisibimod is able to inhibit the activity of both membrane-bound and soluble BAFF;
- o Potential labeling differentiation: A second study (CHABLIS-SC2) will also aim to enroll patients with stable renal disease (lupus nephritis);
- o Manufacturing and peptibody design: Blisibimod represents a novel molecular structure, which confers manufacturing benefits and lower cost of goods based on a bacterial fermentation manufacturing process and utilizes multiple binding sites to achieve highest reported affinity for inhibition of BAFF;
- o 4 BAFF binding domains, compared to the typical 2 domains in a monoclonal antibody; and
- o 1 picomolar affinity for BAFF, compared to the 120-350 picomolar reported for anti-BAFF monoclonal antibodies.

An independent Data Safety Monitoring Board (“DSMB”) meets regularly over the course of the study to assess patient safety. During these regular meetings, the DSMB reviews un-blinded safety data which include adverse events, suspected unexpected serious adverse reactions or SUSARs, deaths, laboratory data, and withdrawal data and compares trends between treatments. After the most recent scheduled meeting in March 2015, the DSMB recommended continuing the CHABLIS-SC1 and BRIGHT-SC clinical studies.

In February 2015, we modified the primary efficacy endpoint of CHABLIS-SC1 from the SRI-8 responder index to SRI-6 (previously a secondary endpoint of the study). The SRI is a recognized endpoint by the FDA for previously approved therapeutics. The change in primary efficacy endpoint was based on our Scientific Advisory Board’s evaluation of published clinical data from completed lupus studies with BAFF inhibitors in which the outcomes as measured using SRI-6 endpoint were more consistent. Response rates to the SRI-8 responder index remain a key secondary endpoint of the CHABLIS-SC1 study. In addition to serving as a registration study for a potential lupus indication, observations in this study are intended to be included in marketing applications for blisibimod in IgA nephropathy and other indications. Subsequent to the amendment of the primary endpoint, an independent un-blinded statistician conducted an interim analysis of CHABLIS-SC1 based on the proportion of responders to the SLE responder Index (SRI)-6 at a pre-specified time point. Based on this analysis, the un-blinded statistician recommended the study to continue to completion as planned. This futility analysis was not intended to provide any rules for stopping for overwhelming efficacy, for a change in study sample size, or for an alteration of the study design. Rather, the analysis suggests that the observed data conforms with the assumptions upon which the trial was designed.

In the first quarter of 2014, we submitted the protocol to the FDA for our second lupus registration study, CHABLIS-SC2. In light of the emerging publication of data from completed clinical trials with SLE, the study design of the CHABLIS-SC2 study is currently being refined with a panel of lupus clinical experts and we plan to finalize the design in the second half of 2015. These studies are anticipated to support marketing approval for blisibimod as a treatment for active SLE that is not controlled by current-best-practice-standard-of-care, including corticosteroids

Our Immunoglobulin A Nephropathy Development Program

We are currently investigating blisibimod as a therapy for IgA nephropathy (also known as Berger's disease). According to the National Organization of Rare Disease, IgA nephropathy, an orphan indication, is believed to affect approximately 130,000 people annually in the United States. In Asia, a similar prevalence to the United States would be estimated to affect over 500,000 people annually. In Asia, routine urinalyses are often performed for school children, and renal biopsies are performed for any patients with asymptomatic hematuria, thus raising the reported prevalence of the disease. According to the National Kidney and Urologic Diseases Information Clearinghouse, 25% of adults with IgA nephropathy eventually develop total kidney failure. IgA is a human antibody that helps the body fight infections. IgA nephropathy may occur when plasma B-cells express excessive amounts of abnormal IgA and subsequent immune complexes containing this immunogenic protein are deposited in the kidneys. These IgA deposits build up inside the small blood vessels of the kidney and as a result kidney glomeruli become inflamed and damaged, leading to leakage of blood and protein into urine. According to a recent publication in the New England Journal of Medicine (Wyatt & Julian, 2013), primary IgA nephropathy occurs at any age, most commonly with clinical onset in the second and third decades of life, and a large number of cases eventually progress to renal failure.

Similar to patients with other autoimmune diseases such as lupus, in IgA nephropathy, elevated levels of BAFF are associated with severity of disease activity. In patients with IgA nephropathy, levels of BAFF are significantly higher than in healthy patients. In IgA nephropathy, increased plasma B-cells express immunogenic IgA that forms immune complexes that deposit in renal tissue and lead to renal inflammation and damage that can progress to renal failure and end-stage renal disease. Significant reductions in plasma B-cells were observed in previous clinical studies of patients with lupus with another BAFF inhibitor antibody, belimumab. In our PEARL-SC Phase 2b study, significant reductions in total B-cells as well as significant improvements in proteinuria and increases in complement C3 were observed with blisibimod in lupus patients. We believe inhibition of BAFF may reduce proliferative B-cells and plasma B-cells, reduce serum levels of IgA and therefore reduce progressive renal damage in patients with IgA nephropathy.

In September 2013, we met with the FDA who agreed to consider accepting proteinuria as an endpoint for Subpart E approval for blisibimod in IgA nephropathy. In April 2014, we met with the Japan Pharmaceuticals and Medical Devices Agency ("PMDA") to discuss our registration program for blisibimod in IgA nephropathy. In this meeting we gained the PMDA's agreement on the acceptability of proteinuria as the primary efficacy endpoint to support marketing approval in Japan and have amended the BRIGHT-SC study to include the specific data requirements of the PMDA. In December 2014 we met with the European Medicines Agency ("EMA") as part of the scientific advice process for blisibimod. We reached an agreement with the EMA on the acceptability of proteinuria as the primary efficacy variable as well as the requirement for a single study to support a Conditional Marketing Authorization Application ("CMAA") provided that confirmatory evidence from a second study, would be available post approval. The EMA also recommended the protocol to provide information on the required duration of treatment, duration of response and need for re-treatment. The BRIGHT SC protocol was amended in the first quarter of 2015 to reflect these recommendations from the EMA, along with other recommendations from the FDA and PMDA.

The BRIGHT-SC study is a Phase 2/3 multicenter, randomized, double-blind, placebo-controlled study to evaluate the efficacy, safety, tolerability and immunogenicity of blisibimod in IgA nephropathy. We intend to enroll up to 200 patients with biopsy-proven IgA nephropathy who have proteinuria greater than one gram per 24 hours (1g/24hr) and are receiving standard of care medication including angiotensin converting enzyme inhibitors and angiotensin receptor blockers. We initiated our BRIGHT-SC study in the second quarter of 2013. Patients enrolled in the BRIGHT-SC study receive 300mg weekly blisibimod or placebo subcutaneously during the first 8 weeks of therapy, the induction phase, followed by a minimum of 24 weeks of 200mg weekly blisibimod or placebo, the maintenance phase. The BRIGHT-SC clinical study was recruiting patients primarily in Southeast Asia as of 2014. Expansion of the BRIGHT-SC study in the EU, Eastern Europe and Latin America are well underway in the first quarter of 2015. Our goal is to complete enrollment of the BRIGHT-SC study by the first half of 2016.

In March 2015, an interim analysis of BRIGHT-SC study was conducted by an independent un-blinded statistician, who evaluated several important biomarkers of renal disease in patients who had completed at least 8 weeks of treatment, and recommended the study to continue to completion as planned.

Our Liprotamase Development Program: a Novel Pancreatic Enzyme replacement Therapy (PERT)

Liprotamase is a novel PERT intended for the treatment of EPI. The exocrine pancreas is responsible for synthesis and secretion of digestive enzymes, including lipase, protease, and amylase. EPI occurs when diseases such as cystic fibrosis ("CF") and chronic pancreatitis ("CP") impede or destroy the exocrine function of the pancreas. A reduction in, or absence of the normally secreted pancreatic digestive enzymes, causes lipids, proteins, and carbohydrates to enter the distal gastrointestinal ("GI") tract in unabsorbable forms, leading to GI pain and distention, maldigestion, and steatorrhea. Without appropriate therapy, patients with EPI may experience malnutrition, poor growth or weight loss, reduced quality of life, and, in severe cases, increased morbidity and early death.

We believe liprotamase is potentially the first soluble, stable and non-porcine derived enzyme product to offer a novel solution to patients who are unable to maintain appropriate nutritional health with existing enzyme therapies. Liprotamase's chemical characteristics, unlike currently available PERTs, make it ideal for powder formulation as either a capsule or sachet product, which can be conveniently co-administered with a small volume of water.

Upon completion of the development and manufacture of liprotamase in sachet formulation, we plan to initiate the SOLUTION study in the second half of 2015. SOLUTION is a Phase 3, randomized, open-label, assessor-blind, non-inferiority, active-comparator study evaluating the efficacy and safety of liprotamase in patients with cystic fibrosis-related exocrine pancreatic insufficiency. This pivotal study is intended to evaluate the non-inferiority of liprotamase compared with other commercially available PERT in a population enriched for PERT responders. We believe the SOLUTION study may offer a number of potential opportunities for differentiation versus the currently marketed PERTs, including:

- solubility and reduced pill burden: liprotamase is a powder which can be easily dissolved into water, or swallowed as capsules;
- patient convenience: a sachet formulation of liprotamase, as a water soluble product, may offer convenience and advantages to patients currently using capsules; for example, patients unwilling or unable to swallow large capsules or large quantities of capsules at every snack or meal would likely prefer a sachet formulation that replaces the capsule burden, which is especially true with young children who find large capsules intolerable;
- potential to provide an option to patients and caregivers a non-porcine, non-enterically coated biotechnology-derived PERT; and
- lower pill burden given a larger concentration of lipase per capsule: adult patients who may prefer liprotamase capsules will be able to take fewer capsules and smaller capsules in order to attain the same enzyme dosage. The size of the capsule can be smaller than comparable porcine-PERTs since a relatively high dose (lipase units) of non-enterically-coated liprotamase enzymes can be packed into small capsules compared to the large capsules necessary for the crude porcine pancreas enterically-coated extract.

Revenue

We have not generated any revenue from the commercial sales of our product candidates since our inception and do not expect to generate any revenue from the commercial sales of our product candidates in the near term. However, as a result of the collaborative arrangement that we entered into with Zenyaku in December 2014 for the development of blisibimod, we began recognizing license fee revenue and sponsored research and development revenue in the first quarter of 2015. The license fee from the collaborative arrangement is amortized over the performance obligation period (product development period) while reimbursement for our FTEs is recorded as sponsored research and development revenue as incurred. We will periodically review and, if necessary, revise the estimated performance obligation period in our collaboration.

Research and Development Expenses

Since our inception, we have focused our activities on our product candidate development programs. We expense research and development costs as they are incurred. Research and development expenses consist of personnel costs, including salaries, benefits and stock-based compensation, clinical studies performed by contract research organizations, or CROs, materials and supplies, licenses and fees and overhead allocations consisting of various administrative and facilities-related costs. Research and development activities are also separated into three main categories: licensing, clinical development and pharmaceutical development. Licensing costs consist primarily of fees paid pursuant to license agreements. Historically, our clinical development costs have included costs for preclinical and clinical studies. We expect to incur substantial clinical development costs for the continued development of blisibimod. Pharmaceutical development costs consist of expenses incurred relating to clinical studies and product formulation and manufacturing.

We expense both internal and external research and development costs as incurred. We are developing our product candidates in parallel, and we typically use our employee and infrastructure resources across several projects. Thus, some of our research and development costs are not attributable to an individually named project, but rather are allocated across our clinical stage programs. These unallocated costs include salaries, stock-based compensation charges and related "fringe benefit" costs for our employees (such as workers compensation and health insurance premiums), consulting fees and travel.

Beginning in 2015, research and development costs are offset by reimbursement from Zenyaku for i) 100% of blisibimod development cost in Japan for IgA nephropathy and ii) 25% of global blisibimod development cost outside of Japan for IgA nephropathy.

The following table shows our total research and development expenses for the three months ended March 31, 2015 and 2014 (in thousands):

| | Three Months Ended March 31, | |
|-------------------|-------------------------------------|-----------------|
| | 2015 | 2014 |
| Allocated costs: | | |
| Blisibimod | \$ 4,178 (1) | \$ 4,964 |
| Varespladib | — | (375)(2) |
| Liprotamase | 614 | — |
| Unallocated costs | 1,203 | 1,176 |
| Total development | <u>\$ 5,995</u> | <u>\$ 5,765</u> |

(1) Offset by \$0.4 million in reimbursable expense for IgA nephropathy from Zenyaku.

(2) Included a one-time refund of \$0.4 million from a vendor for our VISTA-16 clinical study, which was terminated in March 2012.

We expect our research and development expenses to increase significantly as we continue to develop our product candidates. We intend to fund our clinical studies with existing cash and proceeds from potential future debt and equity offerings.

We expect that a large percentage of our research and development expenses in the future will be incurred in support of our current and future clinical development programs. These expenditures are subject to numerous uncertainties in timing and cost to completion. As we obtain results from clinical studies, we may elect to discontinue or delay clinical studies for certain clinical development programs in order to focus our resources on more promising clinical development programs. Completion of clinical studies may take several years or more, but the length of time generally varies according to the type, complexity, novelty and intended use of product candidates. The cost of clinical studies may vary significantly over the life of a program as a result of differences arising during clinical development, including:

- the number of sites included in the studies;
- the length of time required to enroll suitable patient subjects;
- the number of patients that participate in the studies;
- the number of doses that patients receive;
- the drop-out or discontinuation rates of patients; and
- the duration of patient follow-up.

Our expenses related to clinical studies are based on estimates of the services received and efforts expended pursuant to contracts with many research institutions, clinical research organizations and other service providers that conduct and manage clinical studies on our behalf. The financial terms of these agreements are subject to negotiation and vary from contract to contract and may result in uneven payment flows. Generally, these agreements set forth the scope of work to be performed at a fixed fee or unit price. Payments under the contracts are mainly driven by time and materials incurred by these service providers. Expenses related to clinical studies generally are accrued based on time and materials incurred by the service providers and in accordance with the contracts. If timelines or contracts are modified based upon changes to the clinical study design or scope of work to be performed, we modify our estimates of accrued expenses accordingly on a prospective basis.

None of our product candidates has received FDA or foreign regulatory marketing approval. In order to grant marketing approval, the FDA or foreign regulatory agencies must conclude that clinical data establishes the safety and efficacy of our product candidates and that the manufacturing facilities, processes and controls are adequate. Despite our efforts, our product candidates may not offer therapeutic or other improvement over existing, comparable drugs, be proven safe and effective in clinical studies, or meet applicable regulatory standards.

As a result of the uncertainties discussed above, we are unable to determine the duration and completion costs of our development projects or when and to what extent we will receive cash inflows from the commercialization and sale of an approved product candidate, if ever.

General and Administrative Expenses

General and administrative expenses consist primarily of compensation for employees in executive and operational functions, including clinical, chemical manufacturing, regulatory, finance and business development. Other significant costs include professional fees for legal services, including legal services associated with obtaining and maintaining patents. We will continue to incur significant general and administrative expenses as a public company, including costs for insurance, costs related to the hiring of additional personnel, payment to outside consultants, lawyers and accountants and complying with the corporate governance, internal controls and similar requirements applicable to public companies.

Critical Accounting Policies and Estimates

Our management's discussion and analysis of our financial condition and results of operations is based on our consolidated financial statements, which have been prepared in accordance with U.S. Generally Accepted Accounting Principles, or GAAP. The preparation of these consolidated financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities and expenses. On an ongoing basis, we evaluate these estimates and judgments, including those described below. We base our estimates on our historical experience and on various other assumptions that we believe to be reasonable under the circumstances. These estimates and assumptions form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results and experiences may differ materially from these estimates.

While our significant accounting policies are more fully described in the accompanying notes to the consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2014, we believe that the following accounting policies is the most critical to aid you in fully understanding and evaluating our reported financial results and affect the more significant judgments and estimates that we use in the preparation of our consolidated financial statements.

Revenue Recognition

Our collaboration with Zenyaku provides for various types of payments to us, including development milestones, sales milestone, royalty and reimbursement for a portion of the Company's internal and external cost. All payments from Zenyaku are nonrefundable. The collaborative arrangement is on a best-efforts basis, does not require scientific achievement as a performance obligation and provides for payment to be made when costs are incurred or the services are performed.

We recognize revenue in accordance with FASB Accounting Standards Codification, or ASC 605 "*Revenue Recognition*", subtopic ASC 605-25 "*Revenue with Multiple Element Arrangements*" and subtopic ASC 605-28 "*Revenue Recognition-Milestone Method*", which provide accounting guidance for revenue recognition for arrangements with multiple deliverables and guidance on defining the milestone and determining when the use of the milestone method of revenue recognition for research and development transactions is appropriate, respectively. For multiple-element arrangements, each deliverable within a multiple deliverable revenue arrangement is accounted for as a separate unit of accounting if both of the following criteria are met: (1) the delivered item or items have value to the customer on a standalone basis and (2) for an arrangement that includes a general right of return relative to the delivered item(s), delivery or performance of the undelivered item(s) is considered probable and substantially in our control.

The deliverables under the Zenyaku agreement have been determined to be a single unit of accounting and as such any license fees received will be recorded as deferred revenue and recognized ratably over the term of the estimated performance period under the agreement, which is the product development period. We will periodically review the estimated performance period based on the progress of the related product development plan. The effect of a change made to the estimated performance period would occur on a prospective basis in the period that the change was made.

For the collaborative research activities, we are entitled for reimbursement from Zenyaku for our internal personnel cost at a pre-determined full time equivalent ("FTE") rate. Revenue related to FTE services is recognized as research services are performed over the related performance periods. We are required to perform research and development activities as specified in the collaboration agreement. The payments received are not refundable and are based on a contractual reimbursement rate per FTE working on the project. Reimbursement for FTE cost is recorded in sponsored research and development revenue as incurred.

We recognize revenue from milestone payments when: (i) the milestone event is substantive and its achievability has substantive uncertainty at the inception of the agreement, and (ii) it does not have ongoing performance obligations related to the achievement of the milestone earned. Milestone payments are considered substantive if all of the following conditions are met: the milestone payment (a) is commensurate with either our performance subsequent to the inception of the arrangement to achieve the milestone or the enhancement of the value of the delivered item or items as a result of a specific outcome resulting from our performance subsequent to the inception of the arrangement to achieve the milestone, (b) relates solely to past performance, and (c) is reasonable relative to all of the deliverables and payment terms (including other potential milestone consideration) within the arrangement.

Determining whether and when some of these revenue recognition criteria have been satisfied often involves assumptions and judgments that can have a significant impact on the timing and amount of revenue the Company will report. Changes in assumptions or judgments or changes to the elements in an arrangement could cause a material increase or decrease in the amount of revenue that the Company reports in a particular period.

Stock-Based Compensation

We account for stock options and stock purchase rights related to our equity incentive plans under the provisions of ASC 718 which requires the recognition of the fair value of stock-based compensation. The fair value of stock options is estimated using a Black-Scholes option valuation model. This model requires the input of subjective assumptions including expected stock price volatility, expected life and estimated forfeitures of each award. The fair value of equity-based awards is amortized ratably over the requisite service period of the award. Due to the limited amount of historical data available to us, particularly with respect to stock-price volatility, employee exercise patterns and forfeitures, actual results could differ from our assumptions.

We account for equity instruments issued to non-employees in accordance with the provisions of ASC 718 and ASC 505, "*Equity*." As a result, the non-cash charge to operations for non-employee options with service or other performance criteria is affected each reporting period by changes in the estimated fair value of our common stock, as the underlying equity instruments vest. The two factors which most affect these changes are the price of the common stock underlying stock options for which stock-based compensation is recorded and the volatility of the stock price. If our estimates of the fair value of these equity instruments change, it may have the effect of significantly changing compensation expense.

Accrued Clinical Expense

We make estimates of our accrued clinical expenses as of each balance sheet date in our consolidated financial statements based on facts and circumstances known to us at that time. This process involves reviewing open contracts and purchase orders, communicating with our applicable personnel to identify services that have been performed on our behalf and estimating the level of service performed and the associated cost incurred for the service when we have not yet been invoiced or otherwise notified of actual cost. The majority of our service providers invoice us at least monthly in arrears for services performed. We periodically confirm the accuracy of our estimates with the service providers and make adjustments if necessary. Examples of estimated accrued clinical expenses include:

- fees paid to CROs in connection with clinical studies;
- fees paid to investigative sites in connection with clinical studies;
- fees paid to contract manufacturers in connection with the production of clinical study materials; and
- fees paid to vendors in connection with preclinical development activities.

We base our accruals related to clinical studies on our estimates of the services received and efforts expended pursuant to contracts with many research institutions, clinical research organizations and other service providers that conduct and manage clinical studies on our behalf. The financial terms of these agreements are subject to negotiation, vary from contract to contract and may result in uneven payment flows. Generally, these agreements set forth the scope of work to be performed at a fixed fee or unit price. Payments under the contracts are mainly driven by time and materials incurred by these service providers. In accruing for service fees, we estimate the time and materials incurred by these service providers in each period. If the actual timing of the performance of services or the level of effort varies from our estimate, we adjust the accrual accordingly. If we do not identify costs that we have begun to incur or if we underestimate or overestimate the level of services performed or the costs of these services, our actual expenses could differ from our estimates.

Results of Operations**Comparison of Three Months ended March 31, 2015 and 2014**

The following table summarizes our revenues for the three months ended March 31, 2015 and 2014 (in thousands, except percentages)

| | Three Months Ended March 31, | | \$ Change | % Change |
|------------------------------------|-------------------------------------|-------------|------------------|-----------------|
| | 2015 | 2014 | | |
| License Fee | \$ 49 | \$ - | \$ 49 | 100% |
| Sponsored research and development | 196 | - | 196 | 100% |
| Total Revenues | 245 | - | 245 | 100% |

We began to recognize revenues in the first quarter of 2015 as a result of collaborative arrangement that we entered into with Zenyaku in December 2014 for the development of blisibimod. During the quarter, the Company recorded \$196,000 for the reimbursement of FTEs and \$49,000 for the amortization of the license fee. License fee from the collaborative arrangement is amortized over the period of performance (product development period) while reimbursement for our FTEs is recorded as sponsored research and development revenue.

The following table summarizes our research and development expenses for the three months ended March 31, 2015 and 2014 (in thousands, except percentages)

| | Three Months Ended March 31, | | \$ Change | % Change |
|-----------------------------------|-------------------------------------|-------------|------------------|-----------------|
| | 2015 | 2014 | | |
| Research and development expenses | \$ 5,995 | \$ 5,765 | \$ 230 | 4% |

Research and development expense increased during the three months ended March 31, 2015 from the same period in 2014 primarily due to an increase of \$2.0 million in clinical expense as the number of enrolled subjects in our Phase 3 CHABLIS-SC study was significantly higher as compared to the same period in prior year. The increase is offset by a decrease of \$1.3 million manufacturing activities for blisibimod and \$0.4 million in expense reimbursements from our partner, Zenyaku, for certain development costs associated with blisibimod in the first quarter ended March 31, 2015.

The following table summarizes our general and administrative expenses for the three months ended March 31, 2015 and 2014 (in thousands, except percentages)

| | Three Months Ended March 31, | | \$ Change | % Change |
|-------------------------------------|-------------------------------------|-------------|------------------|-----------------|
| | 2015 | 2014 | | |
| General and administrative expenses | \$ 1,907 | \$ 1,844 | \$ 63 | 3% |

The increase in general and administrative expenses during the three months ended March 31, 2015 was insignificant as compared to the same period in 2014.

The following table summarizes our other income (expense) for the three months ended March 31, 2015 and 2014 (in thousands, except percentages)

| | Three Months Ended March 31, | | \$ Change | % Change |
|------------------------|-------------------------------------|-------------|------------------|-----------------|
| | 2015 | 2014 | | |
| Other income (expense) | \$ (3) | \$ (48) | \$ 45 | (94)% |
| Interest expense | \$ — | \$ (259) | \$ 259 | (100)% |

The change in other expense during the three months ended March 31, 2015 was insignificant as compared to the same period in 2014. The decrease in interest expense during the three months ended March 31, 2015 as compared to 2014 was primarily due to the termination of our long-term debt in the fourth quarter of 2014.

Liquidity and Capital Resources

To date, we have funded our operations primarily through private placements of preferred stock and common stock, convertible debt, debt financings, public offerings and our IPO raising net proceeds of approximately \$379.3 million. As of March 31, 2015, we had cash and cash equivalents of approximately \$41.6 million.

Our principal liquidity requirements are primarily to meet our working capital needs, support ongoing business activities, research and development, and our capital expenditure needs.

On April 5, 2013, the Company entered into an equity purchase agreement (the "2013 Purchase Agreement") with Lincoln Park Capital Fund, LLC ("LPC"), pursuant to which the Company has the right, but not obligation, to sell to LPC up to an aggregate of \$18.5 million in shares of common stock. On March 12, 2015, the Company terminated the 2013 Purchase Agreement, which had a remaining balance of \$14.1 million as of the date of termination. Concurrent with the termination of the 2013 Purchase Agreement, the Company executed a new equity purchase agreement (the "2015 Purchase Agreement") with more favorable terms, pursuant to which the Company has the right, but not obligation, to sell to LPC up to an aggregate of \$10.0 million in shares of the common stock over a period of two years in amounts as set forth in the 2015 Purchase Agreement. No sales of common stock have been made under the 2015 Purchase Agreement as of March 31, 2015.

On November 15, 2013, the Company entered into a Sales Agreement (the "ATM Agreement") with Cowen to create an ATM under which the Company from time to time may offer and sell shares of its common stock, par value \$0.001 per share, having an aggregate offering price of up to \$25.0 million through Cowen, as agent. As of March 31, 2015, the Company had sold \$21.3 million in shares of common stock, leaving a balance of \$3.7 million available for future sale pursuant to the ATM Agreement.

In April 2013, the Company filed a universal shelf registration statement with the SEC on Form S-3 (File No. 333-187780) for the proposed offering from time to time of up to \$100.0 million of securities, including common stock, preferred stock, debt securities and/or warrants. On November 15, 2013, the Company registered \$25.0 million under the registration statement for the Cowen ATM. In January 2015, the Company registered \$8.0 million under the registration statement for the issuance of common stock to Zenyaku and Amgen. In February 2015, the Company registered \$10.3 million under the registration statement for the 2015 Purchase Agreement with LPC. In March 2015, the Company utilized \$28.7 million of this shelf registration in connection with an underwritten public offering, leaving a balance of \$28.0 million available for future issuance under this shelf registration statement, which will expire in April 2016.

Cash Flows

Comparison of Three Months ended March 31, 2015 and 2014

Cash flows during the three months ended March 31, 2015 and 2014 consisted of the following (in thousands):

| | Three Months Ended March 31, | |
|---|-------------------------------------|-------------------|
| | 2015 | 2014 |
| Net cash used in operating activities | \$ (6,611) | \$ (5,274) |
| Net cash provided by (used in) provided by investing activities | (10) | 2,400 |
| Net cash provided by financing activities | 45,630 | 3 |
| Total | <u>\$ 39,009</u> | <u>\$ (2,871)</u> |

During the three months ended March 31, 2015 and 2014, our operating activities used cash of \$6.6 million and \$5.3 million, respectively, primarily resulting from our net losses and changes in our working capital accounts, adjusted for non-cash items including stock based compensation.

During the three months ended March 31, 2015, cash used in investing activities was insignificant. During the three months ended March 31, 2014, cash provided by investing activities was \$2.4 million which represented a reduction in our restricted cash as result of a \$2.4 million principal repayment made to Square 1 Bank.

During the three months ended March 31, 2015, cash provided by financing activities was \$45.6 million, which was driven by net proceeds of \$11.6 million received from the sale of our common stock through an at-the-market (“ATM”) offering program, \$26.9 million received from the sale of our common stock through a public offering and \$7.0 million from the sale of our common stock to our collaborative partner, Zenyaku. During the three months ended March 31, 2014, financing activities provided cash of \$3,000 and was driven by net proceeds of \$3.1 million received from the sale of our common stock through an ATM, offset by \$3.1 million of principal payment against our notes payable.

Contractual Obligations and Commitments

We have lease obligations consisting of an operating lease for our operating facility that expires in September 2017.

The following table summarizes our estimated scheduled future minimum contractual obligations and commitments as of March 31, 2015 (in thousands):

| Contractual Obligations | Payment Due by Period | | | | |
|--------------------------------|---------------------------------|------------------|------------------|------------------------------|--------------|
| | Less than 1 year | 1-3 years | 3-5 years | More than 5 years | Total |
| Facility Lease | \$ 225 | \$ 350 | \$ — | \$ — | \$ 575 |

The above amounts exclude potential payments to be made under our license agreements to our licensors that are based on the progress of our product candidates in development, as these payments are not determinable.

Under the Amgen Agreement, we are obligated to make additional milestone payments upon the achievement of certain development, regulatory and commercial objectives. We are also obligated to pay royalties on future net sales of products that are developed and approved as defined by this collaboration. Our royalty obligations as to a particular licensed product will be payable on a country-by-country basis and licensed on a product-by-licensed-product basis, for the longer of (a) the date of expiration of the last-to-expire valid claim within the licensed patents that covers the manufacture, use or sale, offer to sell or import of such licensed product by us or a sublicensee in such country, or (b) 10 years after the first commercial sale of the applicable licensed product in the applicable country.

Under the Lilly Agreement, we are obligated to make milestone payments upon the achievement of certain regulatory and commercial sales milestones. In addition, after sales of the licensed products exceed an aggregate of \$100.0 million in the United States, we are obligated to pay tiered royalties on future net sales, ranging from the single digits to the mid-teens, for products that are developed and approved as defined in the Lilly Agreement. The Company’s royalty obligations as to a particular licensed product will be payable, on a licensed product-by-licensed product basis, for the longer of (a) the date of expiration of the last to expire valid claim within the licensed patents that covers the manufacture, use or sale, offer to sell, or import of such licensed product by the Company or a sublicense in such country, or (b) 12 years after the first commercial sale of the applicable licensed product in the applicable country.

Funding Requirements

To date, we have not generated any revenue. We expect to incur substantial expenses and generate significant operating losses over the next several years as we continue to advance our product candidates into clinical studies and as we:

- continue clinical development of blisibimod;
- hire additional clinical, scientific and management personnel; and

- implement new operational, financial and management information systems.

Our future capital uses and requirements depend on numerous forward-looking factors. These factors include the following:

- the progress of clinical studies of our product candidates;
- the time and costs involved in obtaining regulatory approvals;
- delays that may be caused by evolving requirements of regulatory agencies;
- the costs involved in filing and prosecuting patent applications and enforcing or defending patent claims;
- our ability to establish, enforce and maintain selected strategic alliances; and
- the acquisition of technologies, product candidates and other business opportunities that require financial commitments.

As of the filing of this report, we believe our existing cash, anticipated equity investment and loan proceeds from our partner, Zenyaku and partial reimbursement of global blisibimod development expense from Zenyaku, access to the capital market through an equity purchase agreement with LPC, and an ATM agreement with Cowen will enable us to meet our obligations and sustain our operations through at least the next 12 months. However, we may require significant additional funds earlier than we currently expect to conduct additional or extended clinical studies and seek regulatory approval of our product candidates. Because of the numerous risks and uncertainties associated with the development and commercialization of our product candidates, we are unable to estimate the amounts of increased capital outlays and operating expenditures associated with our current and anticipated clinical studies.

Additional funding may not be available to us on acceptable terms or at all. In addition, the terms of any financing may adversely affect the holdings or the rights of our stockholders. For example, if we raise additional funds by issuing equity securities or by selling debt securities, if convertible, further dilution to our existing stockholders may result. To the extent our capital resources are insufficient to meet our future capital requirements, we will need to finance our future cash needs through public or private equity offerings, collaboration agreements, debt financings or licensing arrangements.

If adequate funds are not available, we may be required to terminate, significantly modify or delay our development programs, or obtain funds through collaborators that may require us to relinquish rights to our technologies or product candidates that we might otherwise seek to develop or commercialize independently. We may elect to raise additional funds even before we need them if the conditions for raising capital are favorable.

Off-Balance Sheet Arrangements

We do not currently have, nor have we ever had, any relationships with unconsolidated entities or financial partnerships, such as entities often referred to as structured finance or special purpose entities, established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes. In addition, we do not engage in trading activities involving non-exchange traded contracts.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Our primary exposure to market risk is interest rate sensitivity, which is affected by changes in the general level of U.S. interest rates. We are exposed to market risk related to fluctuations in interest rates, market prices, and foreign currency exchange rates. However, since a majority of our investments are in highly liquid money market funds, we do not believe we are subject to any material market risk exposure. As of March 31, 2015, we did not have any material derivative financial instruments. The fair value of our cash and cash equivalents was \$41.6 million as of March 31, 2015.

Our investment policy is to limit credit exposure through diversification and investment in highly rated securities. We actively review, along with our investment advisors, current investment ratings, company specific events and general economic conditions in managing our investments and in determining whether there is a significant decline in fair value that is other-than-temporary.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our Chief Executive Officer and Principal Accounting Officer, evaluated the effectiveness of our disclosure controls and procedures as of March 31, 2015. The term “disclosure controls and procedures,” as defined in Rules 13a-15(e) and 15d-15(e) under the Securities and Exchange Act of 1934, means controls and other procedures of a company that are designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Securities Exchange Act of 1934 is recorded, processed, summarized, and reported within the time periods specified in the SEC’s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Securities Exchange Act of 1934 is accumulated and communicated to that company’s management, including its principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure. Management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives, and management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

As required by SEC Rule 13a-15(e), we carried out an evaluation under the supervision and with the participation of our management, including our Chief Executive Officer and Principal Accounting Officer, of the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the quarter covered by this report. Based on the foregoing, our Chief Executive Officer and Principal Accounting Officer concluded that, as of March 31, 2015, our disclosure controls and procedures were effective at the reasonable assurance level.

Changes in Internal Control Over Financial Reporting

There have been no other changes in our internal control over financial reporting during the most recent quarter ended March 31, 2015 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II — OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

We are not subject to any material pending legal proceedings. From time to time, we may be involved in routine legal proceedings, as well as demands, claims and threatened litigation, which arise in the normal course of our business.

Item 1A. Risk Factors

An investment in our securities involves a high degree of risk. We operate in a dynamic and rapidly changing industry that involves numerous risks and uncertainties. The risks and uncertainties described below are not the only ones we face. Other risks and uncertainties, including those that we do not currently consider material, may impair our business. If any of the risks discussed below actually occur, our business, financial condition, operating results or cash flows could be materially adversely affected. This could cause the value of our securities to decline, and you may lose all or part of your investment.

We have marked with an asterisk (*) those risk factors below that include a substantive change from or update to the risk factors included in our Annual Report on Form 10-K, for the year ended December 31, 2014, which was filed with the SEC on March 16, 2015.

Risks Related to Our Financial Condition and Capital Requirements

We have incurred significant losses since our inception and anticipate that we will incur continued significant losses for the foreseeable future.

Since our inception in 2004, we have focused primarily on developing three of our product candidates, blisibimod, varespladib and varespladib sodium. The two latter product candidates were terminated in March 2012. In July 2014, we entered into a license agreement with Eli Lilly, pursuant to which we obtained an exclusive worldwide license to certain technology and compounds relating to a Phase 3, novel investigational PERT, liprotamase, intended for the treatment of EPI. We have financed our operations exclusively through equity offerings, private placements of convertible debt, and debt financings and we have incurred losses in each year since our inception in September 2004. Substantially all of our losses resulted from costs incurred in connection with our product development programs and from general and administrative costs associated with our operations.

We expect to incur additional losses over the next several years, and these losses may increase if we cannot generate revenues. Our historical losses, combined with expected future losses, have had and will continue to have an adverse effect on our stockholders' equity and working capital. In addition, if we obtain regulatory approval for our product candidates, we may incur significant sales, marketing, in-licensing and outsourced manufacturing expenses as well as continued product development expenses. As a result, we expect to continue to incur significant and increasing losses for the foreseeable future.

**We have never generated any product revenue and may never be profitable.*

Our ability to generate product revenue and achieve profitability depends on our ability, alone or with collaborators, to successfully complete the development of our product candidates, conduct preclinical tests in animals and clinical studies in human beings, obtain the necessary regulatory approvals for our product candidates and commercialize any approved products. Although we began to recognize collaborative revenues from our collaborative partner, Zenyaku, in the first quarter of 2015, we cannot guarantee we will recognize collaborative revenue in the future. We currently recognize collaborative revenue related to the amortization of upfront license fee and ongoing reimbursement for our internal FTE employee expenses. The recognition of collaborative revenue is based on the ongoing development of our product candidate, blisibimod. The inherent risks associated with clinical study failure may lead to unexpected halt or early stop of our clinical studies that could result in subsequent discontinuation of revenue recognition pursuant to our collaborative agreement with Zenyaku. We have not generated any product revenue from our development-stage product candidates, and we do not know when, or if, we will generate any revenue. The commercial success of our development-stage product candidates will depend on a number of factors, including, but not limited to, our ability to:

- obtain favorable results for and advance the development of blisibimod, our product candidate for the treatment of B-cell mediated autoimmune diseases, including successfully launching and completing clinical studies in patients with systemic lupus erythematosus, or lupus, IgA nephropathy, or other indications related to the development of blisibimod;
- obtain favorable results for and advance the development of liprotamase, our product candidate for the treatment of patients with low digestive enzyme levels, or EPI, and potentially other diseases;
- obtain regulatory approval for blisibimod and liprotamase;
- if regulatory approvals are obtained, begin the commercial manufacturing of our product candidates with third-party manufacturers;
- launch commercial sales and effectively market our product candidates, either independently or in strategic collaborations with third parties; and
- achieve broad market acceptance of our product candidates in the medical community and with third-party payors.

Our product candidates are subject to the risks of failure inherent in the development of therapeutics based on new technologies. Currently, we have one product candidate in clinical development, which is blisibimod. Our second product candidate, liprotamase, which we acquired from Eli Lilly in July 2014, is planned for a Phase 3 pivotal trial in the United States and Europe in 2015. Our product candidates could fail in clinical studies if we are unable to demonstrate that it is effective or if it causes unacceptable adverse effects in the patients we treat. Failure of our product candidates in clinical studies would have a material adverse effect on our ability to generate revenue or become profitable. If we are not successful in achieving regulatory approval for our product candidates or are significantly delayed in doing so, our business will be materially harmed.

We will need substantial additional capital in the future to fund our operations. If additional capital is not available, we will have to delay, reduce or cease operations.

We will need to raise substantial additional capital to fund our operations and to develop our product candidates. Our future capital requirements could be substantial and will depend on many factors including:

- the scope, size, rate of progress, results and costs of our clinical studies and other development activities for our product candidates;
- manufacturing campaign for blisibimod and liprotamase clinical matters, including formulation development and product enhancement;
- non-clinical activities that we may pursue parallel to our clinical studies;
- the cost, timing and outcomes of regulatory proceedings;
- payments received under any strategic collaborations;
- the filing, prosecution and enforcement of patent claims;
- the costs associated with commercializing our product candidates if they receive regulatory approval, including the cost and timing of developing sales and marketing capabilities, or entering into strategic collaboration with others relating to the commercialization of our product candidates; and
- revenues received from approved products, if any, in the future.

As of the date of this report, we anticipate that our existing cash, anticipated equity investment and loan proceeds from Zenyaku, partial reimbursement of global blisibimod development expenses from Zenyaku, and access to additional capital through an equity purchase agreement and an ATM agreement will be sufficient to fund our near term liquidity needs for at least the next 12 months. Changing circumstances may cause us to consume capital significantly faster than we currently anticipate. Additional financing may not be available when we need it or may not be available on terms that are favorable to us. If adequate funds are not available to us on a timely basis, or at all, we may be required to:

- terminate, reduce or delay clinical studies or other development activities for our product candidates; or;
- terminate, reduce or delay our (i) establishment of sales and marketing capabilities, (ii) pursuit of strategic collaborations with others relating to the sales, marketing and commercialization of our product candidates, or (iii) other activities that may be necessary to commercialize our product candidates, if approved for sale.

The timing of the milestone and royalty payments we are required to make to our licensors is uncertain and could adversely affect our cash flows and results of operations.

In December 2007, we entered into the Amgen Agreement, pursuant to which we obtained an exclusive worldwide license to certain technology and compounds relating to blisibimod. Pursuant to the Amgen Agreement, we are required to make various milestone payments upon our achievement of certain development, regulatory and commercial objectives for any blisibimod formulation. We are required to pay up to \$10.0 million upon achievement of certain pre-approval clinical development milestones and up to \$23.0 million upon achievement of certain post-approval milestones. We are also required to make tiered quarterly royalty payments on net sales, which increase as a percentage from the high single digits to the low teens as net sales increase.

In July 2014, we entered into the Lilly Agreement, pursuant to which we obtained an exclusive worldwide license to certain technology and compounds relating to liprotamase. Pursuant to the Lilly Agreement, we are required to make various milestone payments upon our achievement of certain regulatory and commercial objectives for any liprotamase formulation. We are also required to make tiered royalty payments on net sales, which percentage increases from the high single digits to the mid-teens as net sales increase.

The timing of our achievement of these events and corresponding milestone payments becoming due to our licensors is subject to factors relating to the clinical and regulatory development and commercialization of our product candidates, as applicable, many of which are beyond our control. We may become obligated to make a milestone payment during a period in which we do not have the cash on hand to make such payment, which could require us to delay our clinical studies, curtail our operations, scale back our commercialization and marketing efforts, seek funds to meet these obligations at terms unfavorable to us or default on our license agreements, which could result in license termination.

Our future debt obligations could impair our liquidity and financial condition, and in the event we are unable to meet our debt obligations, the lenders could foreclose on our assets.

As a part of our financing strategy, we have in the past and we may in the future enter into credit agreements with lenders. In connection with these credit agreements, our debt obligations to the lenders could:

- impair our liquidity and make it more difficult for us to satisfy our other obligations;
- require us to dedicate cash flow to payments on our debt obligations, which would reduce the availability of our cash flow to fund working capital, capital expenditures and other corporate requirements;
- impose restrictions on our ability to incur other indebtedness and grant liens on our assets, other than permitted indebtedness and permitted liens, and could impede us from obtaining additional financing in the future for working capital, capital expenditures, acquisitions and general corporate purposes;
- impose restrictions on us with respect to the use of our available cash, including in connection with future acquisitions;
- adversely affect our ability to enter into strategic transactions and similar agreements, or require us to obtain the consent of our lenders;
- make us more vulnerable in the event of a downturn in our business prospects and could limit our flexibility to plan for, or react to, changes in our licensing markets; and
- place us at a competitive disadvantage when compared to our competitors who are not similarly restricted.

We may be required to pledge substantially all of our assets to secure our obligations under credit agreements in the future. In the event that we were to fail to make any required payment under any credit agreement, or fail to comply with the covenants contained in the any credit agreement and other related agreements, we may be in default regarding that indebtedness. A debt default would enable the lender to foreclose on the assets securing such debt and could significantly diminish the market value and marketability of our common stock and could result in the acceleration of the payment obligations under all or a portion of our consolidated indebtedness.

Our limited operating history makes it difficult to evaluate our business and prospects.

We were incorporated in September 2004. Our operations to date have been limited to organizing and staffing our company, acquiring product and technology rights, conducting product development activities for our primary product candidates, blisibimod, liprotamase, varespladib and varespladib sodium (the two latter product candidates were terminated in March 2012), and performing research and development. We have not yet demonstrated an ability to obtain regulatory approval for or commercialize a product candidate. Consequently, any predictions about our future performance may not be as accurate as they could be if we had a history of successfully developing and commercializing pharmaceutical products.

Risks Associated with Development and Commercialization of Our Product Candidates

We depend substantially on the success of our product candidates which are still under clinical development. We cannot assure you that our product candidates will receive regulatory approval or be successfully commercialized.

To date, we have not obtained marketing approval for, or marketed, distributed or sold any products. The success of our business depends primarily upon our ability to develop and commercialize our product candidates successfully.

Our product candidates are prone to the risks of failure inherent in drug development. Before obtaining regulatory approvals for the commercial sale of any product candidates for a target indication, we must demonstrate with substantial evidence gathered in preclinical and well-controlled clinical studies, and, with respect to approval in the United States, to the satisfaction of the U.S. FDA and, with respect to approval in other countries, similar regulatory authorities in those countries, that the product candidates are safe and effective for use for that target indication and that the manufacturing facilities, processes and controls are adequate. Despite our efforts, our product candidates may not:

- offer therapeutic or other improvement over existing, comparable therapeutics;
- be proven safe and effective in clinical studies;
- meet applicable regulatory standards;

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- be capable of being produced in sufficient quantities at acceptable costs;
- be successfully commercialized; or
- obtain favorable reimbursement.

We are not permitted to market our product candidates in the United States until the U.S. FDA approves our biologics license applications, or BLAs, or in any foreign countries until we receive the requisite approval from such countries. We have not submitted any BLA or received marketing approval for our product candidates.

Preclinical testing and clinical studies are long, expensive and uncertain processes. We may spend several years completing our testing for any particular product candidate, and failure can occur at any stage. Negative or inconclusive results or adverse medical events during a clinical study could also cause the U.S. FDA or us to terminate a clinical study or require that we repeat it or conduct additional clinical studies. Additionally, data obtained from a clinical study are susceptible to varying interpretations and the U.S. FDA or other regulatory authorities may interpret the results of our clinical studies less favorably than we do. The U.S. FDA and equivalent foreign regulatory agencies have substantial discretion in the approval process and may decide that our data are insufficient to support a marketing application and require additional preclinical, clinical or other studies.

From time to time during the regulatory approval process of our product candidates, we engage in discussions with the U.S. FDA and other non-US regulatory authorities regarding the regulatory requirements for our development programs. We may receive informal verbal and or written guidance from these authority agencies which may help form the basis of our clinical trial designs. The U.S. FDA and other non-US regulatory agencies may change their position on such informal guidance prior to the approval of our product candidates. As a result, we are unable to determine whether the outcome of informal deliberations will become final. If we are unable to effectively and efficiently resolve and comply with inquires and requests from the U.S. FDA and other non-US regulatory authorities, the approval of our product candidates may be delayed and their value maybe be reduced.

Any termination or suspension of, or delays in the commencement or completion of, clinical testing of our product candidates could result in increased costs to us, delay or limit our ability to generate revenue and adversely affect our commercial prospect.

Delays in the commencement or completion of clinical testing could significantly affect our product development costs. We do not know whether planned clinical studies will begin on time or be completed on schedule, if at all. The commencement and completion of clinical studies can be delayed for a number of reasons, including delays related to:

- obtaining regulatory approval to commence a clinical study or complying with conditions imposed by a regulatory authority regarding the scope or design of a clinical study;
- reaching agreement on acceptable terms with prospective clinical research organizations, or CROs, and study sites, the terms of which can be subject to extensive negotiation and may vary significantly among different CROs and study sites;
- manufacturing, including manufacturing sufficient quantities of product candidates or other materials for use in clinical studies;
- obtaining IRB, approval or the approval of other reviewing entities to conduct a clinical study at prospective sites;
- recruiting and enrolling patients to participate in clinical studies for a variety of reasons, including size of patient population, nature of clinical study protocol, the availability of approved effective treatments for the relevant disease and competition from other clinical study programs for similar indications;
- severe or unexpected drug-related adverse effects experienced by patients in a clinical study; and
- retaining patients who have initiated a clinical study, but may withdraw due to treatment protocol, adverse effects from the therapy, lack of efficacy from the treatment, personal issues or who are lost to further follow-up.

Clinical studies may also be delayed, suspended or terminated as a result of ambiguous or negative interim results, or results that are inconsistent with earlier results. In addition, a clinical study may be suspended or terminated by us, the U.S. FDA, the IRB or other reviewing entity overseeing the clinical study at issue, any of our clinical study sites with respect to that site, or other regulatory authorities due to a number of factors, including:

- failure to conduct the clinical study in accordance with regulatory requirements or our clinical protocols;
- inspection of the clinical study operations or study sites by the U.S. FDA or other regulatory authorities resulting in the imposition of a clinical hold;

- unforeseen safety issues or any determination that a clinical study presents unacceptable health risks; and
- lack of adequate funding to continue the clinical study, including the incurrence of unforeseen costs due to enrollment delays, requirements to conduct additional clinical studies and increased expenses associated with the services of our CROs and other third parties.

Product development costs to us will increase if we have delays in testing or approval of our product candidates or if we need to perform more or larger clinical studies than planned. We typically rely on third-party clinical investigators at medical institutions and health care facilities to conduct our clinical studies and, as a result, we may face additional delays outside our control.

Additionally, changes in regulatory requirements and policies may occur and we may need to amend clinical development plans or clinical study protocols to reflect these changes. Amendments may require us to resubmit our clinical study protocols to IRBs for re-examination, which may impact the costs, timing or successful completion of a clinical study. If we experience delays in completion of, or if we, the U.S. FDA or other regulatory authorities, the IRB or other reviewing entities, or any of our clinical study sites suspend or terminate any of our clinical studies, the commercial prospects for our product candidates may be harmed and our ability to generate product revenues will be delayed. In addition, many of the factors that cause, or lead to, termination or suspension of, or a delay in the commencement or completion of, clinical studies may also ultimately lead to the denial of regulatory approval of our product candidates. Also, if one or more clinical studies are delayed, our competitors may be able to bring products to market before we do, and the commercial viability of our product candidates could be significantly reduced.

Because the results of preclinical testing or earlier clinical studies are not necessarily predictive of future results, any product candidate we advance into clinical studies may not have favorable results in later clinical studies or receive regulatory approval.

Success in preclinical testing and early clinical studies does not ensure that later clinical studies will generate adequate data to demonstrate the efficacy and safety of an investigational drug or biologic. A number of companies in the pharmaceutical and biotechnology industries, including those with greater resources and experience, have suffered significant setbacks in Phase 3 clinical studies, even after seeing promising results in earlier clinical studies. Despite the results reported in earlier clinical studies for our product candidates, we do not know whether any Phase 3 or other clinical studies we may conduct will demonstrate adequate efficacy and safety to result in regulatory approval to market our product candidates. If later stage clinical studies do not produce favorable results, our ability to achieve regulatory approval for any of our product candidates may be adversely impacted. Even if we believe that our product candidates have performed satisfactorily in preclinical testing and clinical studies, we may nonetheless fail to obtain U.S. FDA approval for our product candidates.

We depend on continuing our current collaboration and developing additional collaboration to develop and commercialize our product candidates.

Our strategy for fully developing and commercializing our products is dependent upon maintaining our current arrangements and establishing new arrangements with research collaborators, corporate collaborators and others. We have a collaboration agreement with Zenyaku, which provides for, among other things, significant future payments should certain development, regulatory and commercial milestones be achieved. Under the collaborative arrangement, Zenyaku is responsible for:

- conducting clinical trials and obtaining required regulatory approval for IgA nephropathy; and
- commercializing any resulting drugs.

Because we expect to rely heavily on our collaborative arrangement with Zenyaku and to enter into new collaborations in the future, the development and commercialization of our programs would be substantially delayed, and our ability to receive future funding would be substantially impaired if our current or future collaborators:

- failed to gain the requisite regulatory approvals of products;
- did not successfully commercialize products;
- did not conduct its collaborative activities in a timely manner;
- did not devote sufficient time and resources to our partnered program or potential products;
- terminated its alliance with us;
- developed, either alone or with others, products that may compete with our products;
- disputed our respective allocations of rights to any products or technology developed during our collaborations; or

- merged with a third party that wants to terminate the collaboration.

These issues and possible disagreements with current or future corporate collaborators could lead to delays in the collaborative research, development or commercialization of our product candidates. Furthermore, disagreements with these parties could require or result in litigation or arbitration, which would be time-consuming and expensive. If any of these issues arise, it may delay the development and commercialization of drug candidates and, ultimately, our generation of product revenues.

We do not and will not have access to all information regarding the product candidate we licensed to Zenyaku.

We do not and will not have access to all information regarding the products being developed and potentially commercialized by Zenyaku, including potentially material information about clinical trial design and execution, safety reports from clinical trials, spontaneous safety reports if a product candidate is later approved and marketed, regulatory affairs, marketing and other areas known by Zenyaku. In addition, we have confidentiality obligations under our agreement with Zenyaku. Thus, our ability to keep our shareholders informed about the status of product candidate under our collaboration with Zenyaku will be limited by the degree to which Zenyaku keeps us informed and allows us to disclose such information to the public. If Zenyaku fails to keep us informed about the clinical development and regulatory approval of our collaboration and product candidate licensed to it, we may make operational and investment decisions that we would not have made had we been fully informed, which may materially and adversely affect our business and operations.

If we breach the license agreements for our product candidates, we could lose the ability to continue the development and commercialization of our product candidates.

We are party to the Amgen Agreement, which provides for the exclusive worldwide licenses of the compositions of matter and methods of use for blisibimod, as well as non-exclusive worldwide licenses of compositions of matter and methods of use relating to peptibodies generally. In December 2014, we became a party to the Zenyaku Agreement as a result of us out-licensing the rights to blisibimod in Japan. We are also party to the Lilly Agreement, which provides for an exclusive worldwide license of the compositions of matters and methods of use for liprotamase. These agreements require us to make timely milestone and royalty payments, provide regular information, maintain the confidentiality of and indemnify our licensors under the terms of the agreements.

If we fail to meet these obligations, our licensors may terminate our licenses and may be able to re-obtain licensed technologies and aspects of any intellectual properties controlled by us that relate to the licensed technologies that originated from our licensors. Our licensors could effectively take control of the development and commercialization of the licensed product candidates after an uncured, material breach of our license agreements by us or if we voluntarily terminate the agreements. While we would expect to exercise all rights and remedies available to us, including seeking to cure any breach by us, and otherwise seek to preserve our rights under the patents and patent applications licensed to us, we may not be able to do so in a timely manner, at an acceptable cost or at all. Any uncured, material breach under the license agreements could result in our loss of exclusive rights and may lead to a complete termination of our product development and any commercialization efforts for our product candidates.

Our industry is subject to intense competition. If we are unable to compete effectively, our product candidates may be rendered non-competitive or obsolete.

The pharmaceutical industry is highly competitive and subject to rapid and significant technological change. Our potential competitors include large pharmaceutical and more established biotechnology companies, specialty pharmaceutical and generic drug companies, academic institutions, government agencies and other public and private research organizations that conduct research, seek patent protection and establish collaborative arrangements for research, development, manufacturing and commercialization. All of these competitors currently engage in, have engaged in or may engage in the future in the development, manufacturing, marketing and commercialization of pharmaceuticals and biotechnologies, some of which may compete with our present or future product candidates. It is possible that any of these competitors could develop technologies or products that would render our product candidates obsolete or non-competitive, which could adversely affect our revenue potential. Key competitive factors affecting the commercial success of our product candidates are likely to be efficacy, safety profile, reliability, convenience of dosing, price and reimbursement.

The market for inflammatory disease therapeutics is especially large and competitive. For lupus, GlaxoSmithKline plc's BAFF antagonist monoclonal antibody, Benlysta®, was approved by the U.S. FDA for treatment of lupus. Further, we are aware of companies with other products in development that are being tested for potential treatment of lupus: Bristol-Myers Squibb Company and Merck Serono S.A., whose dual BAFF/APRIL antagonist fusion protein, Atacicept, recently completed a Phase 2/3 clinical study for lupus; Immunomedics, Inc. and UCB S.A., who reported favorable results for their CD-22 antagonist humanized antibody, epratuzumab, in a Phase 2b clinical study in lupus, is now conducting two Phase 3 clinical studies. In addition, other companies including Janssen, Medimmune, Pfizer, have completed Phase 2 trials in lupus and may be considering further clinical development.

The market for pancreatic enzyme replacement therapy is also highly competitive. There are currently several marketed products for EPI caused by cystic fibrosis, including Creon marketed by AbbVie, Inc., Pancreaze by Janssen Pharmaceuticals, Inc., Pertzye by Comestone Therapeutics, Inc., and Ultresa and Zenpep by Aptalis Pharma US, Inc. We are also aware of companies with other products in development that are being tested for potential treatment of EPI caused by cystic fibrosis: Johnson and Johnson Research and Development LLC recently completed a Phase 3 study to assess the effectiveness and safety of oral pancrelipase MT in the treatment of adult and pediatric/adolescent cystic fibrosis patients with clinical symptoms of EPI; and Nordmark Arzneimittel GmbH & Co. KG's compound, Burlulipase, is being tested in a Phase 3 study in patients with EPI.

Many of our potential competitors have substantially greater financial, technical and human resources than we do and significantly greater experience in the discovery and development of drug candidates, and in obtaining U.S. FDA and other regulatory approvals of products and the commercialization of those products. Accordingly, our competitors may be more successful than we may be in obtaining U.S. FDA approval for drugs and achieving widespread market acceptance. Our competitors' drugs may be more effective, have fewer adverse effects, be less expensive to develop and manufacture or be more effectively marketed and sold than any product candidates we may commercialize and may render our product candidates obsolete or non-competitive before we can recover the expenses of developing and commercializing our product candidates. We anticipate that we will face intense and increasing competition as new drugs enter the market and advanced technologies become available. These entities may also establish collaborative or licensing relationships with our competitors. Finally, the development of new treatment methods for the diseases we are targeting could render our drugs non-competitive or obsolete. All of these factors could adversely affect our business.

Our product candidates may cause undesirable adverse effects or have other properties that could delay or prevent their regulatory approval or limit the commercial profile of any approved label.

Undesirable adverse effects caused by our product candidates could cause us, IRBs or other reviewing entities, clinical study sites, or regulatory authorities to interrupt, delay or halt clinical studies and could result in the denial of regulatory approval by the U.S. FDA or other regulatory authorities. Phase 2 clinical studies conducted by us with blisibimod have generated differences in adverse effects and serious adverse events. The most common adverse effects seen with our product candidates versus placebo include injection site erythema and nasopharyngitis. The most common serious adverse events seen with blisibimod include Herpes zoster, pneumonia, urinary tract infections and deep vein thrombosis, cellulitis, intervertebral disc protrusion, spontaneous abortion, and kidney stones. During the placebo-controlled Phase 2 PEARL study, blisibimod was safe and well-tolerated at all dose levels with no meaningful imbalances in serious adverse events or infections between blisibimod and placebo. Discontinuation due to adverse event was lower amongst blisibimod-treated subjects (5.7%) compared to placebo (7.9%). Amongst the commonly-reported adverse events, imbalance was observed only with injection site reactions (200mg QW blisibimod = 15%, matched placebo = 7%), but these were not serious or severe and did not result in discontinuation of treatment. Studies conducted by our licensor on liprotamase have generated the following common adverse effects: general gastrointestinal disorder, such as abdominal pain, flatulence, loose stools and diarrhea.

Our second product candidate, liprotamase, which we licensed from Eli Lilly in July 2014, received a complete response letter ("CRL") from the U.S. FDA while it was under development by Eli Lilly in April 2011. Eli Lilly addressed most of the material items highlighted by the FDA and worked directly with the U.S. FDA on a registration path for liprotamase which, if successful, could result in regulatory approval of liprotamase. There are still open items from the CRL that we will need to address with the U.S. FDA. While we plan to make reasonable efforts to accommodate and address the U.S. FDA's inquiries and request, we are unable to determine the final outcome of the CRL. Any delay in addressing the CRL to the satisfaction of the U.S. FDA may result in postponement of our Phase 3 clinical trial of liprotamase in patients with EPI.

If serious adverse events that are considered related to our product candidates are observed in any Phase 3 clinical studies, our ability to obtain regulatory approval for our product candidates may be adversely impacted. Further, if our product candidates receive marketing approval and we or others later discover, after approval and use in an increasing number of patients, that our products could have adverse effect profiles that limit their usefulness or require their withdrawal (whether or not the therapies showed the adverse effect profile in Phase 1 through Phase 3 clinical studies), a number of potentially significant negative consequences could result, including:

- regulatory authorities may withdraw their approval of the products;
- regulatory authorities may require the addition of labeling statements, such as warnings or contraindications;
- we may be required to change the way the products are administered, conduct additional clinical studies or change the labeling of the products;
- we could be sued and held liable for harm caused to patients; and
- our reputation may suffer.

Any of these events could prevent us from achieving or maintaining market acceptance of the affected product candidates and could substantially increase the costs of commercialization.

After the completion of our clinical studies, we cannot predict whether or when we will obtain regulatory approval to commercialize our product candidates and we cannot, therefore, predict the timing of any future revenue from the product candidates.

Even if we project positive clinical results and file for regulatory approval, we cannot commercialize any product candidate until the appropriate regulatory authorities have reviewed and approved the applications for such product candidate. We cannot assure you that the regulatory agencies will complete their review processes in a timely manner or that we will obtain regulatory approval for any product candidates we develop. Satisfaction of regulatory requirements typically takes many years, is dependent upon the type, complexity and novelty of the product and requires the expenditure of substantial resources. In addition, we may experience delays or rejections based upon additional government regulation from future legislation or administrative action or changes in U.S. FDA policy during the period of product development, clinical studies and U.S. FDA regulatory review.

Even if our product candidates receive regulatory approval, they may still face future development and regulatory difficulties.

Even if U.S. regulatory approval is obtained, the U.S. FDA may still impose significant restrictions on a product's indicated uses or marketing or impose ongoing requirements for potentially costly post-approval studies or post-market surveillance. For example, the label ultimately approved for blisibimod or liprotamase, if any, may include restrictions on use. Further, the U.S. FDA has indicated that long-term safety data on blisibimod may need to be obtained as a post-market requirement. Our product candidates will also be subject to ongoing U.S. FDA requirements governing the labeling, packaging, storage, distribution, safety surveillance, advertising, promotion, recordkeeping and reporting of safety and other post-market information. In addition, manufacturers of drug products and their facilities are subject to continual review and periodic inspections by the U.S. FDA and other regulatory authorities for compliance with current good manufacturing procedures, or cGMP, regulations. If we or a regulatory agency discovers previously unknown problems with our product candidates, such as adverse events of unanticipated severity or frequency, or problems with the facility where the products are manufactured, a regulatory agency may impose restrictions on the products, the manufacturing facility or us, including requiring recall or withdrawal of the products from the market or suspension of manufacturing. If we, our product candidates or the manufacturing facilities for our product candidates fail to comply with applicable regulatory requirements, a regulatory agency may:

- issue warning letters or untitled letters;
- seek an injunction or impose civil or criminal penalties or monetary fines;
- suspend or withdraw regulatory approval;
- suspend any ongoing clinical studies;
- refuse to approve pending applications or supplements to applications filed by us;
- suspend or impose restrictions on operations, including costly new manufacturing requirements; or
- seize or detain products, refuse to permit the import or export of products, or require us to initiate a product recall.

The occurrence of any event or penalty described above may inhibit our ability to commercialize our products and generate revenue.

New legal and regulatory requirements could make it more difficult for us to obtain approvals for our product candidates and could limit or make more burdensome our ability to commercialize any approved products.

New federal legislation or regulatory requirements could affect the requirements for obtaining regulatory approvals of our product candidates or otherwise limit our ability to commercialize any approved products or subject our products to more rigorous post-approval requirements. New legislation, and the additional proposals if enacted, may make it more difficult or burdensome for us to obtain approval of our product candidates, any approvals we receive may be more restrictive or be subject to onerous post-approval requirements, our ability to successfully commercialize approved products may be hindered and our business may be harmed as a result.

If our product candidates for which we receive regulatory approval do not achieve broad market acceptance, the revenue that we generate from their sales, if any, will be limited.

The commercial success of our product candidates for which we obtain marketing approval from the U.S. FDA or other regulatory authorities will depend upon the acceptance of these products by the medical community, including physicians, patients and health care payors. The degree of market acceptance of our approved products will depend on a number of factors, including:

- demonstration of clinical safety and efficacy compared to other products;
- the relative convenience, ease of administration and acceptance by physicians and payors of our product candidates;
- the prevalence and severity of any adverse effects;
- limitations or warnings contained in a product's U.S. FDA-approved labeling;
- availability of alternative treatments;

- pricing and cost-effectiveness;
- the effectiveness of our or any future collaborators' sales and marketing strategies;
- our ability to obtain and maintain sufficient third-party coverage or reimbursement from government health care programs, including Medicare and Medicaid; and
- the willingness of patients to pay out-of-pocket in the absence of third-party coverage.

If our product candidates are approved but do not achieve an adequate level of acceptance by physicians, health care payors and patients, we may not generate sufficient revenue from these products, and we may not become or remain profitable. In addition, our efforts to educate the medical community and third-party payors on the benefits of our product candidates may require significant resources and may never be successful.

Our future success depends on our ability to retain our chief executive officer and other key executives and to attract, retain and motivate qualified personnel.

We are highly dependent on Mr. Paul F. Truex, our President and Chief Executive Officer, Dr. Colin Hislop, our Senior Vice President and Chief Medical Officer, Dr. Debra Odink, our Senior Vice President and Chief Technology Officer, and Ms. Klara Eason-Dickinson, our Chief Regulatory Officer, and the other principal members of our executive team. The loss of the services of any of these persons might impede the achievement of our research, development and commercialization objectives. Recruiting and retaining qualified scientific personnel and possibly sales and marketing personnel will also be critical to our success. We may not be able to attract and retain these personnel on acceptable terms given the competition among numerous pharmaceutical and biotechnology companies for similar personnel. We also experience competition for the hiring of scientific personnel from universities and research institutions. Failure to succeed in clinical studies may make it more challenging to recruit and retain qualified scientific personnel. In addition, we rely on consultants and advisors, including scientific and clinical advisors, to assist us in formulating our research and development and commercialization strategy. Our consultants and advisors may be employed by employers other than us and may have commitments under consulting or advisory contracts with other entities that may limit their availability to us.

Recently enacted and future legislation or regulatory reform of the health care system in the United States and foreign jurisdictions may affect our ability to sell our products profitably.

Our ability to commercialize our future products successfully, alone or with collaborators, will depend in part on the extent to which reimbursement for the products will be available from government and health administration authorities, private health insurers and other third-party payors. The continuing efforts of the U.S. and foreign governments, insurance companies, managed care organizations and other payors of health care services to contain or reduce health care costs may adversely affect our ability to set prices for our products which we believe are fair, and our ability to generate revenues and achieve and maintain profitability.

Specifically, in both the United States and some foreign jurisdictions, there have been a number of legislative and regulatory proposals to change the health care system in ways that could affect our ability to sell our products profitably. In March 2010, President Obama signed into law the Patient Protection and Affordable Care Act, as amended by the Health Care and Education Reconciliation Act, or collectively, the Health Care Reform Law, a sweeping law intended to broaden access to health insurance, reduce or constrain the growth of healthcare spending, enhance remedies against fraud and abuse, add new transparency requirements for healthcare and health insurance industries, impose new taxes and fees on the health industry and impose additional health policy reforms.

We will not know the full effects of the Health Care Reform Law until applicable federal and state agencies issue regulations or guidance under the new law. Although it is too early to determine the effect of the Health Care Reform Law, the new law appears likely to continue the pressure on pharmaceutical pricing, especially under the Medicare program, and also may increase our regulatory burdens and operating costs. We expect further federal and state proposals and health care reforms to continue to be proposed by legislators, which could limit the prices that can be charged for any product we develop and may limit our commercial opportunity.

Also in the United States, the Medicare Prescription Drug, Improvement, and Modernization Act of 2003, also called the Medicare Modernization Act, or MMA, changed the way Medicare covers and pays for pharmaceutical products. The legislation expanded Medicare coverage for drug purchases by the elderly and introduced a new reimbursement methodology based on average sales prices for drugs. In addition, this legislation authorized Medicare Part D prescription drug plans to use formularies where they can limit the number of drugs that will be covered in any therapeutic class. As a result of this legislation and the expansion of federal coverage of drug products, we expect that there will be additional pressure to contain and reduce costs. These cost reduction initiatives and other provisions of this legislation could decrease the coverage and price that we receive for any approved products and could seriously harm our business. While the MMA applies only to drug benefits for Medicare beneficiaries, private payors often follow Medicare coverage policy and payment limitations in setting their own reimbursement rates, and any reduction in reimbursement that results from the MMA may result in a similar reduction in payments from private payors.

The continuing efforts of government and other third-party payors to contain or reduce the costs of health care through various means may limit our commercial opportunity. It will be time-consuming and expensive for us to go through the process of seeking reimbursement from Medicare and private payors. Our products may not be considered cost-effective, and government and third-party private health insurance coverage and reimbursement may not be available to patients for any of our future products or sufficient to allow us to sell our products on a competitive and profitable basis. Our results of operations could be adversely affected by the MMA, the Health Care Reform Law and additional prescription drug coverage legislation, by the possible effect of this legislation on amounts that private insurers will pay and by other health care reforms that may be enacted or adopted in the future. In addition, increasing emphasis on managed care in the United States will continue to put pressure on the pricing of pharmaceutical products. Cost control initiatives could decrease the price that we or any potential collaborators could receive for any of our future products and could adversely affect our profitability.

In some foreign countries, including major markets in the EU and Japan, the pricing of prescription pharmaceuticals is subject to governmental control. In these countries, pricing negotiations with governmental authorities can take six to 12 months or longer after the receipt of regulatory marketing approval for a product. To obtain reimbursement or pricing approval in some countries, we may be required to conduct a clinical study that compares the cost-effectiveness of our product candidates to other available therapies. Such pharmacoeconomic studies can be costly and the results uncertain. Our business could be harmed if reimbursement of our products is unavailable or limited in scope or amount or if pricing is set at unsatisfactory levels.

We face potential product liability exposure, and, if successful claims are brought against us, we may incur substantial liability.

The use of product candidates in clinical studies and the sale of any products for which we obtain marketing approval expose us to the risk of product liability claims. Product liability claims might be brought against us by consumers, health care providers, pharmaceutical companies or others selling or otherwise coming into contact with our products. If we cannot successfully defend ourselves against product liability claims, we could incur substantial liabilities. In addition, regardless of merit or eventual outcome, product liability claims may result in:

- impairment of our business reputation;
- withdrawal of clinical study participants;
- costs of related litigation;
- distraction of management's attention from our primary business;
- substantial monetary awards to patients or other claimants;
- the inability to commercialize product candidates; and
- decreased demand for product candidates, if approved for commercial sale.

Our product liability insurance coverage for our clinical studies may not be sufficient to reimburse us for all expenses or losses we may suffer. Moreover, insurance coverage is becoming increasingly expensive, and, in the future, we may not be able to maintain insurance coverage at a reasonable cost or in sufficient amounts to protect us against losses due to liability. If and when we obtain marketing approval for any product candidate, we intend to expand our insurance coverage to include the sale of commercial products; however, we may be unable to obtain this product liability insurance on commercially reasonable terms. On occasion, large judgments have been awarded in class action lawsuits based on drugs that had unanticipated adverse effects. A successful product liability claim or series of claims brought against us could cause our stock price to decline and, if judgments exceed our insurance coverage, could decrease our cash and adversely affect our business.

If we use hazardous and biological materials in a manner that causes injury or violates applicable law, we may be liable for damages.

Our research and development activities involve the controlled use of potentially hazardous substances, including toxic chemical and biological materials. We could be held liable for any contamination, injury or other damages resulting from these hazardous substances. In addition, our operations produce hazardous waste products. While third parties are responsible for disposal of our hazardous waste, we could be liable under environmental laws for any required cleanup of sites at which our waste is disposed. Federal, state, foreign and local laws and regulations govern the use, manufacture, storage, handling and disposal of these hazardous materials. If we fail to comply with these laws and regulations at any time, or if they change, we may be subject to criminal sanctions and substantial civil liabilities, which may harm our business. Even if we continue to comply with all applicable laws and regulations regarding hazardous materials, we cannot eliminate the risk of accidental contamination or discharge and our resultant liability for any injuries or other damages caused by these accidents.

We rely on third parties to conduct, supervise and monitor our clinical studies, and those third parties may perform in an unsatisfactory manner, such as by failing to meet established deadlines for the completion of these clinical studies, or may harm our business if they suffer a catastrophic event.

We rely on third parties such as CROs, medical institutions and clinical investigators to enroll qualified patients and conduct, supervise and monitor our clinical studies. Our reliance on these third parties for clinical development activities reduces our control over these activities. Our reliance on these third parties, however, does not relieve us of our regulatory responsibilities, including ensuring that our clinical studies are conducted in accordance with good clinical practices, or GCP, and the investigational plan and protocols contained in the relevant regulatory application, such as the investigational new drug application, or IND. In addition, the CROs with whom we contract may not complete activities on schedule, or may not conduct our preclinical studies or clinical studies in accordance with regulatory requirements or our clinical study design. If these third parties do not successfully carry out their contractual duties or meet expected deadlines, our efforts to obtain regulatory approvals for, and to commercialize, our product candidates may be delayed or prevented. In addition, if a catastrophe such as an earthquake, fire, flood or power loss should affect one of the third parties on which we rely, our business prospects could be harmed. For example, if a central laboratory holding all of our clinical study samples were to suffer a catastrophic loss of their facility, we would lose all of our samples and would have to repeat our studies.

Any failure by our third-party manufacturers on which we rely to produce our preclinical and clinical drug supplies and on which we intend to rely to produce commercial supplies of any approved product candidates may delay or impair our ability to commercialize our product candidates.

We have relied upon a small number of third-party manufacturers and active pharmaceutical ingredient formulators for the manufacture of our material for preclinical and clinical testing purposes and intend to continue to do so in the future. We also expect to rely upon third parties to produce materials required for the commercial production of our product candidates if we succeed in obtaining necessary regulatory approvals. If we are unable to arrange for third-party manufacturing sources, or to do so on commercially reasonable terms, we may not be able to complete development of our product candidates or market them.

Reliance on third-party manufacturers entails risks to which we would not be subject if we manufactured product candidates ourselves, including reliance on the third party for regulatory compliance and quality assurance, the possibility of breach of the manufacturing agreement by the third party because of factors beyond our control (including a failure to synthesize and manufacture our product candidates in accordance with our product specifications) and the possibility of termination or nonrenewal of the agreement by the third party, based on its own business priorities, at a time that is costly or damaging to us. In addition, the U.S. FDA and other regulatory authorities require that our product candidates be manufactured according to cGMP and similar foreign standards. Any failure by our third-party manufacturers to comply with cGMP or failure to scale up manufacturing processes, including any failure to deliver sufficient quantities in a timely manner, could lead to a delay in, or failure to obtain, regulatory approval. In addition, such failure could be the basis for action by the U.S. FDA to withdraw approvals previously granted to us and for other regulatory action, including recall or seizure, total or partial suspension of production or injunction.

We rely on our manufacturers to purchase from third-party suppliers the materials necessary to produce drug product for our clinical studies. There are a small number of suppliers, and in some instances, a single supplier for certain capital equipment and raw materials that we use to manufacture drug product. Such suppliers may not sell these raw materials to our manufacturers at the times we need them or on commercially reasonable terms. We do not have any control over the process or timing of the acquisition of these raw materials by our manufacturers. Moreover, we currently do not have any agreements for the commercial production of these raw materials. Although we generally do not begin a clinical study unless we believe we have a sufficient supply of product candidates to complete the clinical study, any significant delay in the supply of product candidates or the raw material components thereof for an ongoing clinical study due to the need to replace a third-party manufacturer could considerably delay completion of our clinical studies, product testing and potential regulatory approval. If our manufacturers or we are unable to purchase these raw materials after regulatory approval has been obtained, the commercial launch would be delayed or there would be a shortage in supply of such product candidates, which would impair our ability to generate revenues from the sale of such product candidates.

Because of the complex nature of our compounds, our manufacturers may not be able to manufacture our compounds at a cost or in quantities or in a timely manner necessary to make commercially successful products. If we successfully commercialize a product candidate, we may be required to establish large-scale commercial manufacturing capabilities. In addition, as our drug development pipeline increases and matures, we will have a greater need for clinical study and commercial manufacturing capacity. We have no experience manufacturing pharmaceutical products on a commercial scale and some of these suppliers will need to increase their scale of production to meet our projected needs for commercial manufacturing, which may not occur on a timely basis.

Some of our manufacturing suppliers are located overseas, and the transportation of drug supplies to or from these facilities to their intended destinations is subject to certain risks of loss and damage beyond our control. Additionally, the importation of drug supplies into the from foreign countries is subject to customs regulations that may require us to incur additional regulatory costs.

If we are unable to establish sales and marketing capabilities or enter into agreements with third parties to market and sell our product candidates, we may be unable to generate any revenue.

We do not currently have an organization for the sales, marketing and distribution of pharmaceutical products and the cost of establishing and maintaining such an organization may exceed the cost-effectiveness of doing so. In order to market any products that may be approved by the U.S. FDA, we must build our sales, marketing, managerial and other non-technical capabilities or make arrangements with third parties to perform these services. If we are unable to establish adequate sales, marketing and distribution capabilities, whether independently or with third parties, we may not be able to generate product revenue and may not become profitable. We will be competing with many companies that currently have extensive and well-funded marketing and sales operations. Without an internal team or the support of a third party to perform marketing and sales functions, we may be unable to compete successfully against these more established companies.

Guidelines and recommendations published by various organizations may adversely affect the use of any products for which we may receive regulatory approval.

Government agencies issue regulations and guidelines directly applicable to us and to our product candidates. In addition, professional societies, practice management groups, private health or science foundations and organizations involved in various diseases from time to time publish guidelines or recommendations to the medical and patient communities. These various sorts of recommendations may relate to such matters as product usage and use of related or competing therapies. Changes to these recommendations or other guidelines advocating alternative therapies could result in decreased use of any products for which we may receive regulatory approval, which may adversely affect our results of operations.

Risks Related to Our Intellectual Property

If our or our licensors' patent positions do not adequately protect our product candidates or any future products, others could compete with us more directly or prevent us from commercializing our products, which would harm our business.

We hold license rights to numerous U.S. European Patents ("EP"), and non-EP foreign patents and patent applications relating to blisibimod and liprotomase. Our blisibimod portfolio is made up of exclusively and non-exclusively licensed patents and patent applications from Amgen, Inc. Our liprotomase portfolio is made up of exclusively licensed patents and patent applications from Eli Lilly.

We also own several U.S. and non-U.S. patents and patent applications relating to our terminated varespladib sodium/varespladib programs. These patents and patent applications include both patents and patent applications originally filed by Anthera and patents assigned to Anthera by Eli Lilly or Shionogi & Co., Ltd. Our varespladib sodium/varespladib portfolio previously included a larger set of patents and patent applications relating to sPLA-2 inhibiting compounds and exclusively licensed from Eli Lilly and Shionogi & Co., Ltd. In August 2012, we provided notice of termination to our collaborators to terminate the license agreement. The license agreement was effectively terminated in November 2012. Due to termination of the varespladib programs, we do not expect to incur further payments to our collaborators under the license agreement.

Our commercial success will depend in part on our and our licensors' ability to obtain additional patents and protect our existing patent positions, particularly those patents for which we have secured exclusive rights, as well as our ability to maintain adequate protection of other intellectual property for our technologies, product candidates and any future products in the United States and other countries. If we or our licensors do not adequately protect our intellectual property, competitors may be able to use our technologies and erode or negate any competitive advantage we may have, which could materially harm our business, negatively affect our position in the marketplace, limit our ability to commercialize our product candidates and delay or render impossible our achievement of profitability. The laws of some foreign countries do not protect our proprietary rights to the same extent as the laws of the United States, and we may encounter significant problems in protecting our proprietary rights in these countries.

The patent positions of biotechnology and pharmaceutical companies, including our patent position, involve complex legal and factual questions, and, therefore, validity and enforceability cannot be predicted with certainty. Patents may be challenged, deemed unenforceable, invalidated or circumvented. We and our licensors will be able to protect our proprietary rights from unauthorized use by third parties only to the extent that our proprietary technologies, product candidates and any future products are covered by valid and enforceable patents or are effectively maintained as trade secrets.

The degree of future protection for our proprietary rights is uncertain, and we cannot ensure that:

- we or our licensors were the first to make the inventions covered by each of our pending patent applications;
- we or our licensors were the first to file patent applications for these inventions;
- others will not independently develop similar or alternative technologies or duplicate any of our technologies;
- any of our or our licensors' pending patent applications will result in issued patents;
- any of our or our licensors' patents will be valid or enforceable;
- any patents issued to us or our licensors and collaborators will provide a basis for commercially viable products, will provide us with any competitive advantages or will not be challenged by third parties;

- we will develop additional proprietary technologies or product candidates that are patentable; or
- the patents of others will not have an adverse effect on our business.

We are aware of two families of third party United States patents and pending foreign applications that contain broad claims related to BLYS or BAFF binding polypeptides. Based on our analyses, if these patents were asserted against us, we do not believe that blisibimod would be found to infringe any valid claim of these patents. If we were to challenge the validity of any issued United States patent in court, we would need to overcome the presumption of validity that attaches to every United States patent by presenting clear and convincing evidence as to the invalidity of the patent's claims. There is no assurance that a court would find in our favor on questions of infringement or validity, and we could incur substantial costs in litigation if we are required to defend against patent suits brought by third parties or if we initiate these suits. If third party patents are determined to be valid and construed to cover blisibimod, the development and commercialization of this program could be affected, subjecting us to potential liability for damages and in addition may require us to obtain a license to continue marketing the affected product. Such a license may not be available on commercially acceptable terms, if at all.

We may be unable to adequately prevent disclosure of trade secrets and other proprietary information.

We rely on trade secrets to protect our proprietary know-how and technological advances, especially where we do not believe patent protection is appropriate or obtainable. However, trade secrets are difficult to protect. We rely in part on confidentiality agreements with our employees, consultants, outside scientific collaborators, sponsored researchers and other advisors to protect our trade secrets and other proprietary information. These agreements may not effectively prevent disclosure of confidential information and may not provide an adequate remedy in the event of unauthorized disclosure of confidential information. In addition, others may independently discover our trade secrets and proprietary information. Costly and time-consuming litigation could be necessary to enforce and determine the scope of our proprietary rights. Failure to obtain or maintain trade secret protection could enable competitors to use our proprietary information to develop products that compete with our products or cause additional, material adverse effects upon our competitive business position.

We license patent rights from third-party owners. If we, or such owners, do not properly maintain or enforce the patents underlying such licenses, our competitive position and business prospects will be harmed.

We are party to a license agreement with Amgen that provides exclusive and worldwide rights to develop and commercialize the novel BAFF inhibitor blisibimod, as well as non-exclusive rights to certain technology relating to peptibody compositions and formulations. We are also a party to a license agreement with Eli Lilly and Company that provides exclusive and worldwide rights to develop and commercialize liprotamase, as well as non-exclusive rights to certain technology relating to liprotamase compositions and formulations.

We depend in part on our licensors to protect the proprietary rights covering blisibimod and liprotamase. Our licensors are responsible for maintaining certain issued patents and prosecuting certain patent applications. We have limited, if any, control over the amount or timing of resources that our licensors devote on our behalf or the priority they place on maintaining these patent rights and prosecuting these patent applications to our advantage. Our licensors may also be notified of alleged infringement and be sued for infringement of third-party patents or other proprietary rights. We may have limited, if any, control or involvement over the defense of these claims, and our licensors could be subject to injunctions and temporary or permanent exclusionary orders in the United States or other countries. Our licensors are not obligated to defend or assist in our defense against third-party claims of infringement. We have limited, if any, control over the amount or timing of resources, if any, that our licensors devote on our behalf or the priority they place on defense of such third-party claims of infringement.

Our success will depend in part on the ability of us or our licensors to obtain, maintain and enforce patent protection for their intellectual property, in particular, those patents to which we have secured exclusive rights. We or our licensors may not successfully prosecute the patent applications which we have licensed. Even if patents issue in respect of these patent applications, we or our licensors may fail to maintain these patents, may determine not to pursue litigation against other companies that are infringing these patents or may pursue such litigation less aggressively than we would. Without protection for the intellectual property we license, other companies might be able to offer substantially identical products for sale, which could adversely affect our competitive business position and harm our business prospects.

If we do not obtain protection under the Hatch-Waxman Act and similar foreign legislation to extend our licensed patent terms and to obtain market exclusivity for our product candidates, our business will be materially harmed.

The Hatch-Waxman Act provides for an extension of patent term for drug compounds for a period of up to five years to compensate for time spent in the regulatory approval process. Assuming we gain a five-year patent term extension for blisibimod and that we continue to have rights under our license agreement with respect to blisibimod, we would have exclusive rights to blisibimod's U.S. new chemical entity patent until 2027 or 2028. In Europe, similar legislative enactments allow patent terms in the European Union to be extended for up to five years through the grant of a Supplementary Protection Certificate. Assuming we gain such a five-year extension for blisibimod and that we continue to have rights under our license agreement with respect to blisibimod, we would have exclusive rights to blisibimod's European new chemical entity patents until 2027. Further, since blisibimod has not been previously approved, blisibimod could be eligible for 12 years of data exclusivity from the U.S. FDA. During the data exclusivity period, competitors are barred from relying on the innovator biologic's safety and efficacy data to gain approval.

Similarly, the European Union provides that companies who receive regulatory approval for a new small molecule compound or biologic will have a 10-year period of data exclusivity for that compound or biologic (with the possibility of a further one-year extension) in most EU countries, beginning on the date of such European regulatory approval, regardless of when the European new chemical entity patent covering such compound expires. A generic version of the approved drug may not be marketed or sold during such market exclusivity period. However, there is no assurance that we will receive the extensions of our patents or other exclusive rights available under the Hatch-Waxman Act or similar foreign legislation. If we fail to receive such Hatch-Waxman extensions or marketing exclusivity rights or if we receive extensions that are materially shorter than expected, our ability to prevent competitors from manufacturing, marketing and selling generic versions of our products will be materially harmed.

Our current patent positions and license portfolio may not include all patent rights needed for the full development and commercialization of our product candidates. We cannot be sure that patent rights we may need in the future will be available for license to us on commercially reasonable terms, or at all.

We typically develop product candidates using compounds for which we have in-licensed and original composition of matter patents and patents that claim the activities and methods for such compounds' production and use to the extent known at that time. As we learn more about the mechanisms of action and new methods of manufacture and use of product candidates, we may file additional patent applications for these new inventions or we may need to ask our licensors to file them. We may also need to license additional patent rights or other rights on compounds, treatment methods or manufacturing processes because we learn that we need such rights during the continuing development of our product candidates.

Although our in-licensed and original patents may prevent others from making, using or selling similar products, they do not ensure that we will not infringe the patent rights of third parties. We may not be aware of all patents or patent applications that may impact our ability to make, use or sell our product candidates. For example, because we sometimes identify the mechanism of action or molecular target of a given product candidate after identifying its composition of matter and therapeutic use, we may not be aware until the mechanism or target is further elucidated that a third party has an issued or pending patent claiming biological activities or targets that may cover our product candidates. U.S. patent applications filed after November 29, 2000 are confidential in the U.S. Patent and Trademark Office for the first 18 months after such applications' earliest priority date, and patent offices in non-U.S. countries often publish patent applications for the first time six months or more after filing. Furthermore, we may not be aware of published or granted conflicting patent rights. Any conflicts resulting from patent applications and patents of others could significantly reduce the coverage of our patents and limit our ability to obtain meaningful patent protection. If others obtain patents with conflicting claims, we may need to obtain licenses to these patents or to develop or obtain alternative technology.

We may not be able to obtain any licenses or other rights to patents, technology or know-how from third parties necessary to conduct our business as described in this report and such licenses, if available at all, may not be available on commercially reasonable terms. Any failure to obtain such licenses could delay or prevent us from developing or commercializing our product candidates or proposed product candidates, which would harm our business. Litigation or patent interference proceedings may be necessarily brought against third parties, as discussed below, to enforce any of our patents or other proprietary rights or to determine the scope and validity or enforceability of the proprietary rights of such third parties.

Litigation regarding patents, patent applications and other proprietary rights may be expensive and time consuming. If we are involved in such litigation, it could cause delays in bringing product candidates to market and harm our ability to operate.

Our commercial success will depend in part on our ability to manufacture, use, sell and offer to sell our product candidates and proposed product candidates without infringing patents or other proprietary rights of third parties. Although we are not currently aware of any litigation or other proceedings or third-party claims of intellectual property infringement related to our product candidates, the pharmaceutical industry is characterized by extensive litigation regarding patents and other intellectual property rights. Other parties may obtain patents in the future and allege that the use of our technologies infringes these patent claims or that we are employing their proprietary technology without authorization. Likewise, third parties may challenge or infringe upon our or our licensors' existing or future patents.

Proceedings involving our patents or patent applications or those of others could result in adverse decisions regarding the patentability of our inventions relating to our product candidates or the enforceability, validity or scope of protection offered by our patents relating to our product candidates.

Even if we are successful in these proceedings, we may incur substantial costs and divert management time and attention in pursuing these proceedings. If we are unable to avoid infringing the patent rights of others, we may be required to seek a license, defend an infringement action or challenge the validity of the patents in court. Patent litigation is costly and time-consuming. We may not have sufficient resources to bring these actions to a successful conclusion. In addition, if we do not obtain a license, develop or obtain non-infringing technology, fail to defend an infringement action successfully or have our patents declared invalid, we may incur substantial monetary damages; encounter significant delays in bringing our product candidates to market; or be precluded from participating in the manufacture, use or sale of our product candidates or methods of treatment requiring licenses.

Risks Related to the Securities Markets and Investment in Our Common Stock

Market volatility may affect our stock price and the value of your investment.

The market price for our common stock has been and is likely to continue to be volatile. In addition, the market price of our common stock may fluctuate significantly in response to a number of factors, most of which we cannot predict or control, including:

- plans for, progress in and results from clinical studies for our product candidates;
- announcements of new products, services or technologies, commercial relationships, acquisitions or other events by us or our competitors;
- developments concerning proprietary rights, including those pertaining to patents patent applications held by our licensors;
- failure of any of our product candidates, if approved, to achieve commercial success;
- fluctuations in stock market prices and trading volumes of securities of similar companies;
- general market conditions and overall fluctuations in U.S. equity markets;
- variations in our operating results, or the operating results of our competitors;
- changes in our financial guidance or securities analysts' estimates of our financial performance;
- changes in accounting principles;
- sales of large blocks of our common stock, including sales by our executive officers, directors and significant stockholders;
- additions or departures of any of our key personnel;
- announcements related to litigation;
- changing legal or regulatory developments in the United States and other countries; and
- discussion of us or our stock price by the financial press and in online investor communities.

Although our common stock is listed for trading on The NASDAQ Global Market, our securities have been relatively thinly traded. Investor trading patterns could serve to exacerbate the volatility of the price of the stock. Accordingly, it may be difficult to sell shares of common stock quickly without significantly depressing the value of the stock. Unless we are successful in developing continued investor interest in our stock, sales of our stock could result in major fluctuations in the price of the stock. In addition, the stock market in general, and The NASDAQ Global Market in particular, have experienced substantial price and volume volatility that is often seemingly unrelated to the operating performance of particular companies. These broad market fluctuations may cause the trading price of our common stock to decline. In the past, securities class action litigation has often been brought against a company after a period of volatility in the market price of its common stock. We may become involved in this type of litigation in the future. Any securities litigation claims brought against us could result in substantial expenses and the diversion of our management's attention from our business.

Because a small number of our existing stockholders own a material amount of our voting stock, your ability to influence corporate matters will be limited.

Our executive officers, directors and greater than 5% stockholders, in the aggregate, own approximately 8.4% of our outstanding common stock. As a result, such persons, acting together, will have the ability to influence our management and affairs and substantially all matters submitted to our stockholders for approval, including the election and removal of directors and approval of any significant transaction. These persons will also have the ability to influence our management and business affairs. This concentration of ownership may have the effect of delaying, deferring or preventing a change in control, impeding a merger, consolidation, takeover or other business combination involving us, or discouraging a potential acquirer from making a tender offer or otherwise attempting to obtain control of our business, even if such a transaction would benefit other stockholders.

Future sales of our common stock may cause our stock price to decline.

As of March 31, 2015, there were 35,816,364 shares of our common stock outstanding. In addition, as of March 31, 2015, we had outstanding options, restricted stock units and warrants to purchase shares of our common stock of 3,737,503 that, if exercised or released, will result in these additional shares becoming available for sale. A large portion of these shares and outstanding equity awards are held by a small number of persons and investment funds. Sales by these stockholders or option holders of a substantial number of shares could significantly reduce the market price of our common stock. Moreover, certain holders of shares of common stock will have rights, subject to some conditions, to require us to file registration statements covering the shares they currently hold, or to include these shares in registration statements that we may file for ourselves or other stockholders.

We have registered or will register all common stock that we may issue under our 2013 Stock Option and Incentive Plan (the “2013 Plan”), our Amended and Restated 2010 Stock Option and Incentive Plan (the “2010 Plan”) and our Employee Stock Purchase Plan (the “ESPP”). As of March 31, 2015, an aggregate of 74,525 shares of our common stock had been reserved for future issuance under the 2013 Plan, plus any shares cancelled under our 2005 Equity Incentive Plan and 2010 Plan, and an aggregate of 116,373 shares had been reserved for future issuance under our ESPP. These shares can be freely sold in the public market upon issuance. If a large number of these shares are sold in the public market, the sales could reduce the trading price of our common stock.

In addition, we may sell shares of stock pursuant to an equity purchase agreement with LPC executed in March 2015, pursuant to which we have the right, but not obligations, to sell to LPC up to an aggregate of \$10.0 million of common stock over a period of two years. We may also sell shares of stock pursuant to a Sales Agreement with Cowen to create an ATM program under which we may from time to time offer and sell up to \$25.0 million shares of our common stock, \$3.7 million of which remained available to be sold as of the date of this report. Finally, we maintain an effective shelf registration statement on Form S-3 with the SEC for the issuance and sale from time to time of up to approximately \$56.7 million of our equity and debt securities.

We will need to raise additional capital to fund our operations, which may cause dilution to our existing stockholders, restrict our operations or require us to relinquish rights.

We will need to seek additional capital through a combination of private and public equity offerings, debt financings and collaboration, strategic and licensing arrangements. To the extent that we raise additional capital through the sale of equity or convertible debt securities, your ownership interest may be diluted, and the terms may include liquidation or other preferences that adversely affect your rights as a stockholder. Debt financing, if available, may involve agreements that include covenants limiting or restricting our ability to take specific actions such as incurring debt, making capital expenditures or declaring dividends. If we raise additional funds through collaboration, strategic alliance and licensing arrangements with third parties, we may have to relinquish valuable rights to our technologies or product candidates or grant licenses on terms that are not favorable to us.

Operating as a public company increases our expenses and administrative burden.

As a public company, we incur significant legal, accounting and other expenses that we did not incur as a private company. In addition, our administrative staff will be required to perform additional tasks. For example, the Sarbanes-Oxley Act of 2002, or the Sarbanes-Oxley Act, as well as rules subsequently implemented by the SEC and The NASDAQ Global Market, impose various requirements on public companies, including establishment and maintenance of effective disclosure and financial controls and changes in corporate governance practices. We must also bear all of the internal and external costs of preparing and distributing periodic public reports in compliance with our obligations under the securities laws.

In particular, the Sarbanes-Oxley Act requires, among other things, that we maintain effective internal control over financial reporting and disclosure controls and procedures. We must perform system and process evaluation and testing of our internal control over financial reporting to allow management to report on the effectiveness of our internal control over financial reporting, as required by Section 404 of the Sarbanes-Oxley Act. Our compliance with Section 404 will require that we incur substantial accounting expense and expend significant management time on compliance-related issues. Moreover, if we are not able to comply with the requirements of Section 404 in a timely manner, our stock price could decline, and we could face sanctions, delisting or investigations by The NASDAQ Global Market, or other material adverse effects on our business, reputation, results of operations, financial condition or liquidity.

We do not intend to pay dividends on our common stock so any returns will be limited to the value of our stock.

We have never declared or paid any cash dividend on our common stock. We currently anticipate that we will retain future earnings for the development, operation and expansion of our business and do not anticipate declaring or paying any cash dividends for the foreseeable future. Any return to stockholders will therefore be limited to the value of their stock.

Anti-takeover provisions in our charter documents and under Delaware law could make an acquisition of us, which may be beneficial to our stockholders, more difficult and may prevent attempts by our stockholders to replace or remove our current management.

Provisions in our amended and restated certificate of incorporation and amended and restated bylaws may delay or prevent an acquisition of us or a change in our management. These provisions include:

- a classified and staggered board of directors whose members can only be dismissed for cause;

- the prohibition on actions by written consent of our stockholders;
- the limitation on who may call a special meeting of stockholders;
- the establishment of advance notice requirements for nominations for election to our board of directors or for proposing matters that can be acted upon at stockholder meetings;
- the ability of our board of directors to issue preferred stock without stockholder approval, which would increase the number of outstanding shares and could thwart a takeover attempt; and
- the requirement of at least 75% of the outstanding common stock to amend any of the foregoing provisions.

In addition, because we are incorporated in Delaware, we are governed by the provisions of Section 203 of the Delaware General Corporation Law, which limits the ability of stockholders owning in excess of 15% of our outstanding voting stock to merge or combine with us. Although we believe these provisions collectively provide for an opportunity to obtain greater value for stockholders by requiring potential acquirers to negotiate with our board of directors, they would apply even if an offer rejected by our board were considered beneficial by some stockholders. In addition, these provisions may frustrate or prevent any attempts by our stockholders to replace or remove our current management by making it more difficult for stockholders to replace members of our board of directors, which is responsible for appointing the members of our management.

Our ability to use our net operating loss carryforwards may be subject to limitation and may result in increased future tax liability to us.

Generally, a change of more than 50% in the ownership of a corporation's stock, by value, over a three-year period constitutes an ownership change for U.S. federal income tax purposes. An ownership change may limit a company's ability to use its net operating loss carryforwards attributable to the period prior to such change. We incurred an ownership change within the meaning of Section 382 ownership of the Internal Revenue Code during 2012 and as such, our net operating loss carryforward are limited. In addition, the pre-change R&D tax credits have also been limited for federal tax purposes. If we earn net taxable income, our ability to use our pre-change net operating loss carryforwards to offset U.S. federal taxable income will be subject to limitations, which will result in increased future tax liability to us.

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ITEM 6. EXHIBITS

The following exhibits are filed as part of this report:

| Number | Description |
|---------------|--|
| 3.1 | Fifth Amended and Restated Certificate of Incorporation (filed as Exhibit 3.6 to the registrant's Registration Statement on Form S-1/A (File No. 333-161930) filed with the SEC February 3, 2010 and incorporated herein by reference). |
| 3.2 | Certificate of Amendment to the Fifth Amended and Restated Certificate of Incorporation (filed as Annex A to the registrant's Definitive Proxy Statement on Schedule 14A, filed with the SEC October 20, 2012 and incorporated herein by reference). |
| 3.3 | Certificate of Amendment to the Fifth Amended and Restated Certificate of Incorporation filed July 12, 2013 and effective July 15, 2013 (filed as Exhibit 3.1 to the registrant Current Report on Form 8-K, filed with the SEC on July 16, 2013 and incorporated herein by reference.) |
| 3.4 | Amended and Restated Bylaws (filed as Exhibit 3.7 to the registrant's Registration Statement on Form S-1/A (File No. 333-161930) filed with the SEC February 3, 2010 and incorporated herein by reference). |
| 31.1 | Certification of Principal Executive Officer pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934, as amended. |
| 31.2 | Certification of Principal Financial Officer pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934, as amended. |
| 32.1 | Certification of Principal Executive Officer pursuant to Rule 13a-14(b) of the Securities Exchange Act of 1934, as amended, and 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |
| 32.2 | Certification of Principal Financial Officer pursuant to Rule 13a-14(b) of the Securities Exchange Act of 1934, as amended, and 18 U.S.C. Section 1350, as adopted pursuant Section 906 of the Sarbanes-Oxley Act of 2002. |
| 101.INS | XBRL Instance Document. |
| 101.SCH | XBRL Taxonomy Extension Schema Document. |
| 101.CAL | XBRL Taxonomy Extension Calculation Linkbase Document. |
| 101.DEF | XBRL Taxonomy Extension Definition Linkbase Document. |
| 101.LAB | XBRL Taxonomy Extension Label Linkbase Document. |
| 101.PRE | XBRL Taxonomy Extension Presentation Linkbase Document. |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

ANTHERA PHARMACEUTICALS, INC.

May 11, 2015

By: /s/ Paul F. Truex
Paul F. Truex
President and Chief Executive Officer

May 11, 2015

By: /s/ May Liu
May Liu
Senior Vice President, Finance and Administration
(Principal Accounting Officer)

**Certification of President and Chief Executive Officer
Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, Paul F. Truex, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Anthera Pharmaceuticals, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 11, 2015

/s/ Paul F. Truex

Paul F. Truex
President and Chief Executive Officer

**Certification of Chief Financial Officer
Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, May Liu, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Anthera Pharmaceuticals, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 11, 2015

/s/ May Liu

May Liu
Senior Vice President, Finance and Administration
(Principal Accounting Officer)

**Certification Pursuant to
Rule 13a-14(b) of the Securities Exchange Act of 1934, as amended, and 18 U.S.C. Section 1350**

I, May Liu, certify, pursuant to the requirement set forth in Rule 13a-14(b) of the Securities Exchange Act of 1934, as amended, and 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Quarterly Report of Anthera Pharmaceuticals, Inc. on Form 10-Q for the quarter ended March 31, 2015 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in such Quarterly Report on Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of Anthera Pharmaceuticals, Inc.

By: /s/ May Liu

Name: May Liu
Title: Senior Vice President, Finance and Administration
(Principal Accounting Officer)

Date: May 11, 2015
