

Sound Financial Bancorp, Inc.  
Form DEF 14A  
April 17, 2019

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities  
Exchange Act of 1934 (Amendment No. \_)

Filed by the Registrant  
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

SOUND FINANCIAL BANCORP, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee  
required.
- Fee  
computed  
on table  
below per  
Exchange  
Act Rules  
14a-6(i)(1)  
and 0-11.

- (1) Title of each  
class of  
securities to  
which  
transaction  
applies:
- (2) Aggregate  
number of  
securities to  
which

- transaction  
applies:  
Per unit price  
or other  
underlying  
value of  
transaction  
computed  
pursuant to  
Exchange  
Act Rule  
(3) 0-11 (Set  
forth the  
amount on  
which the  
filing fee is  
calculated  
and state  
how it was  
determined):  
Proposed  
maximum  
(4) aggregate  
value of  
transaction:  
(5) Total fee  
paid:

Fee paid  
previously  
with  
preliminary  
materials.  
Check box  
if any part  
of the fee is  
offset as  
provided by  
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Act Rule  
0-11(a)(2)  
and identify  
the filing  
for which  
the  
offsetting  
fee was paid  
previously.  
Identify the  
previous  
filing by  
registration

statement  
number, or  
the Form or  
Schedule  
and the date  
of its filing.

- (1) Amount  
previously  
paid:
  - (2) Form,  
Schedule or  
Registration  
Statement  
No.:
  - (3) Filing Party:
  - (4) Date Filed:
-



2400 3<sup>rd</sup> Avenue, Suite 150  
Seattle, Washington 98121  
(206) 448-0884

April 17, 2019

Dear Fellow Shareholder:

On behalf of the Board of Directors and management of Sound Financial Bancorp, Inc., I cordially invite you to attend our 2019 Annual Meeting of Shareholders. The meeting will be held at 10:30 a.m., Pacific Time, on May 28, 2019, at our executive offices located at 2400 3<sup>rd</sup> Avenue, Suite 150, Seattle, Washington.

The matters expected to be acted upon at the meeting are described in detail in the attached Notice of Annual Meeting of Shareholders and proxy statement. An important part of the Annual Meeting is the shareholder vote on corporate business items. I urge you to exercise your rights as a shareholder to vote and participate in this process. At the Annual Meeting, I will present management's report to you on Sound Financial Bancorp, Inc.'s 2018 financial and operating performance.

Included with this proxy statement is a copy of our Annual Report on Form 10-K for the year ended December 31, 2018. We encourage you to read the Form 10-K. It includes information on our operations, products and services, as well as our audited financial statements. Although the Annual Report is being provided to shareholders with this proxy statement, it does not constitute a part of the proxy solicitation materials and is not incorporated into this proxy statement by reference.

We encourage you to attend the Annual Meeting in person. Whether or not you plan to attend the meeting, please read the proxy statement and vote your shares by Internet or telephone or by sending a completed proxy card by regular mail as promptly as possible. This will ensure that your shares are represented at the meeting.

Your Board of Directors and management are committed to the continued success of Sound Financial Bancorp, Inc. and the enhancement of the value of your investment. As President and Chief Executive Officer, I want to express my appreciation for your confidence and support.

Sincerely,

Laura Lee Stewart  
President and Chief Executive Officer

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SOUND FINANCIAL BANCORP, INC.

2400 3<sup>rd</sup> Avenue, Suite 150  
Seattle, Washington 98121  
(206) 448-0884

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS  
TO BE HELD MAY 28, 2019

NOTICE IS HEREBY GIVEN that the annual meeting of shareholders of Sound Financial Bancorp, Inc. will be held as follows:

TIME Tuesday, May 28, 2019, at 10:30 a.m., Pacific Time

PLACE Sound Community Bank  
2400 3<sup>rd</sup> Avenue, Suite 150  
Seattle, Washington

BUSINESS (1) Election of three directors of Sound Financial Bancorp, Inc.  
(2) Advisory (non-binding) vote on executive compensation.  
(3) Ratification of the appointment of Moss Adams, LLP as Sound Financial Bancorp, Inc.'s independent registered public accounting firm for the fiscal year ending December 31, 2019.

RECORD DATE Holders of record of Sound Financial Bancorp, Inc. common stock at the close of business on March 29, 2019, are entitled to receive this Notice and to vote at the annual meeting, or any adjournment or postponement thereof.

PROXY VOTING It is important that your shares be represented and voted at the annual meeting. To ensure that your shares are represented at the meeting, please take the time to vote by Internet or telephone or by mailing a completed proxy card as soon as possible. Regardless of the number of shares you own, your vote is very important. Please act today.

BY ORDER OF THE BOARD OF DIRECTORS

Laura Lee Stewart  
President and Chief Executive Officer  
Seattle, Washington  
April 17, 2019  
Important Notice Regarding the Availability of  
Proxy Materials for the Shareholder Meeting To Be Held on May 28, 2019.

Sound Financial Bancorp Inc.'s proxy statement, Annual Report to Shareholders and electronic proxy card are available on the Internet at <http://www.proxyvote.com>.

You are encouraged to review all of the information contained in the proxy statement before voting.



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Seattle, Washington 98121  
(206) 448-0884

## PROXY STATEMENT

### INTRODUCTION

The Board of Directors of Sound Financial Bancorp, Inc. is using this proxy statement to solicit proxies from the holders of common stock of Sound Financial Bancorp, Inc. for use at our upcoming annual meeting of shareholders. The annual meeting of shareholders will be held at 10:30 a.m., Pacific Time on Tuesday, May 28, 2019, at our executive office, located at 2400 3<sup>rd</sup> Avenue, Suite 150, Seattle, Washington.

At the meeting, shareholders will be asked to vote on three proposals, which are set forth in the accompanying Notice of Annual Meeting of Shareholders and are described in more detail below. Shareholders also will consider any other matters that may properly come before the meeting, although the Board of Directors knows of no other business to be presented. Sound Financial Bancorp, Inc. is referred to in this proxy statement from time to time as “Sound Financial Bancorp” or the “Company.” Certain of the information in this proxy statement relates to Sound Community Bank, a wholly owned subsidiary of the Company, which is referred to in this proxy statement from time to time as the “Bank.”

By submitting your proxy, either by executing and returning the enclosed proxy card or by voting electronically via the Internet or by telephone, you authorize the Company’s Board of Directors to represent you and vote your shares at the annual meeting in accordance with your instructions. The Board of Directors also may vote your shares to adjourn the annual meeting from time to time and will be authorized to vote your shares at any adjournments or postponements of the annual meeting. This proxy statement and the accompanying materials are being mailed to shareholders on or about April 17, 2019.

Your vote is important. You may vote your shares by Internet or telephone. You also may vote by sending a completed proxy card by regular mail or by submitting a ballot in person at the Annual Meeting. We encourage you to attend the Annual Meeting in person. Whether or not you plan to attend the meeting, please read the proxy statement and vote your shares by Internet or telephone or by sending a completed proxy card by regular mail as promptly as possible. This will ensure that your shares are represented at the meeting.



## INFORMATION ABOUT THE ANNUAL MEETING

What is the purpose of the annual meeting?

At the annual meeting, shareholders will be asked to vote on the following proposals:

Proposal 1. Election of three directors of Sound Financial Bancorp, each for a three year term.

Proposal 2. Advisory (non-binding) vote on executive compensation.

Proposal 3. Ratification of the appointment of Moss Adams, LLP as Sound Financial Bancorp's independent registered public accounting firm for the fiscal year ending December 31, 2019.

The shareholders also will transact any other business that may properly come before the annual meeting, although, as of the date of this proxy statement, the Board of Directors knows of no other business to be presented. If any other proposal properly comes before the shareholders for a vote at the meeting, the proxy holders will vote your shares in accordance with their best judgment. Members of our management team will be present at the annual meeting to respond to appropriate questions from shareholders.

How does the Board of Directors recommend I vote on the proposals?

The Board of Directors recommends that you vote:

FOR the election of the three director nominees named in this proxy statement.

FOR the advisory vote on executive compensation.

FOR ratification of the appointment of Moss Adams, LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2019.

Who can vote at the annual meeting?

The record date for the annual meeting is March 29, 2019. Only shareholders of record at the close of business on that date are entitled to receive notice of and to vote at the annual meeting. The only class of stock entitled to be voted at the annual meeting is the common stock of the Company. Each outstanding share of common stock is entitled to one vote for each matter before the annual meeting; provided, however, that pursuant to Section D of Article 5 of the Company's charter, no shareholder who beneficially owns more than ten percent of the shares of our common stock outstanding as of that date may vote shares in excess of this limit. At the close of business on the record date there were 2,550,421 shares of common stock outstanding.

If your shares are held in a stock brokerage account or by a bank or other nominee, you are considered the beneficial owner of shares held in street name and these proxy materials are being forwarded to you by your broker or nominee. As the beneficial owner, you have the right to direct your broker or nominee how to vote.

Can I attend the annual meeting?

If you are a shareholder as of the close of business on March 29, 2019, you may attend the meeting. However, if you hold your shares in street name, you will need proof of ownership to be admitted to the meeting. A recent brokerage statement or a letter from your bank or broker, are examples of proof of ownership. If you want to vote your shares of Sound Financial Bancorp common stock held in street name in person at the meeting, you must get a written proxy in your name from the broker, bank or other nominee who holds your shares.

What are the quorum and vote requirements?

The annual meeting will be held only if there is a quorum. A quorum exists if a majority of the outstanding shares of common stock entitled to vote, represented in person or by proxy, is present at the meeting. If you return valid proxy instructions or attend the meeting in person, your shares will be counted for purposes of determining whether there is a quorum, even if you abstain from voting. Broker non-votes also will be counted for purposes of determining the existence of a quorum. A broker non-vote occurs when a broker, bank or other nominee holding shares for a beneficial owner does not vote on a particular proposal because the nominee does not have discretionary voting power with respect to that item and has not received voting instructions from the beneficial owner.

Directors are elected by a plurality of the votes cast by Sound Financial Bancorp shareholders at the annual meeting. Votes may be cast for or withheld from a nominee. Votes that are withheld and broker non-votes have no effect on the election of the director nominees. The advisory vote on executive compensation and the ratification of the appointment of Moss Adams, LLP each requires the affirmative vote of a majority of the votes cast on the matter. Abstentions and broker non-votes will not be counted as votes cast on these matters. Accordingly, abstentions and broker non-votes will have no effect on the advisory vote on executive compensation or the ratification of the appointment of Moss Adams, LLP.

How can I obtain a paper copy of this proxy statement, the proxy card and the Annual Report to Shareholders?

You may request that a paper copy of these proxy materials be mailed to you free of charge at any time by calling 800-690-6903 (please provide your Shareholder Control Number, which was printed at the bottom of the April 17, 2019 Notice of Meeting and Availability of Proxy Materials); or by making your request online at <http://www.proxyvote.com> and inserting your Shareholder Control Number when prompted.

How do I vote?

If you are a registered shareholder, that is, if you hold your stock in your own name, you may vote by: Internet. To vote by Internet, have your Shareholder Control Number from the Notice of Meeting and Availability of Proxy Materials dated April 17, 2019, in hand; go to <http://www.proxyvote.com>; and follow the instructions for voting on-line. The deadline for voting by Internet is 11:59 p.m. Eastern Time on May 27, 2019.

Telephone. To vote by phone, have your Shareholder Control Number from the Notice of Meeting and Availability of Proxy Materials dated April 17, 2019, in hand; call the toll-free phone number 800-690-6903; and follow the instructions for voting. The deadline for voting by phone is 11:59 p.m. Eastern Time on May 27, 2019.

Mail. To vote by mail, request a paper copy of the proxy card and related materials, as noted in the response to the previous question. Then properly complete and sign the proxy card and return it in the return envelope provided in a timely manner. The mailed card must be received by the Company before the start of the annual meeting to be voted. In person at the annual meeting. If you plan to attend the annual meeting and wish to vote in person, we will give you a ballot at the meeting. However, if your shares are held in the name of your broker, bank or other nominee, you must obtain a proxy form from the named holder of your shares indicating that you were the beneficial owner of those shares on the record date for voting at the annual meeting.

Can I change my vote after I submit my proxy?

You may revoke your proxy at any time before the vote is taken at the annual meeting. If you are a registered shareholder, you may revoke your proxy and change your vote at any time before the polls close at the meeting by:

- signing another proxy with a later date;
- voting by telephone or on the Internet -- your latest telephone or Internet vote will be counted;
- giving written notice of the revocation of your proxy to the Secretary of Sound Financial Bancorp, Inc. prior to the annual meeting; or
- voting in person at the annual meeting. Attendance at the annual meeting will not in and of itself constitute revocation of your proxy.

If you have instructed a broker, bank or other nominee to vote your shares, you must follow directions received from your nominee to change those instructions.

What if I do not specify how my shares are to be voted?

If you submit an executed proxy by Internet, phone or mail but do not indicate any voting instructions, your shares will be voted:

- FOR the election of the director nominees to the Company's Board of Directors.
- FOR the advisory vote on executive compensation.
- FOR the ratification of the appointment of Moss Adams, LLP as the Company's independent registered public accounting firm.

What if my shares are held in "street name" by a broker?

If your shares are held in "street name" by a broker, your broker is required to vote those shares in accordance with your instructions. If you do not give instructions to your broker, your broker nevertheless will be entitled to vote the shares with respect to "discretionary" items, but will not be permitted to vote your shares with respect to any "non discretionary" items. In the case of non-discretionary items, the shares will be treated as "broker non-votes." Whether an item is discretionary is determined by the exchange rules governing your broker. Your broker will forward information to you indicating how you can forward voting instructions and whether you can forward them by Internet, phone or mail.

What if my shares are held in Sound Financial Bancorp's employee stock ownership plan?

If you participate in the Sound Financial Bancorp Employee Stock Ownership Plan (the "ESOP") you will receive a voting instruction form that reflects all shares you may direct the trustees to vote on your behalf under the plan. Under the terms of the ESOP, each participant instructs the trustee of the plan how to vote the shares of common stock allocated to his or her account. If a participant properly executes the voting instruction card distributed by the trustee, the trustee will vote the participant's shares in accordance with the instructions. Where properly executed voting instruction cards are returned to the trustee with no specific instruction as to how to vote at the annual meeting, the trustee will vote the shares "FOR" each of the proposal's set forth in this proxy statement.

If a participant fails to give timely voting instructions to the trustee with respect to the voting of the common stock that is allocated to his or her ESOP account, the trustee will vote such shares “FOR” each of the proposal set forth in this proxy statement. The ESOP trustee, subject to the exercise of its fiduciary duties, will vote all unallocated shares of Sound Financial Bancorp common stock held by the ESOP in the same proportion as shares for which it has received timely voting instructions.

**BENEFICIAL OWNERSHIP OF COMMON STOCK**

The following table shows, as of March 29, 2019, the voting record date, the beneficial ownership of the Company’s common stock by:

- (1) any persons or entities known by management to beneficially own more than 5% of the outstanding shares of Sound Financial Bancorp’s common stock;
- (2) each director and director nominee of Sound Financial Bancorp;
- (3) each executive officer of Sound Financial Bancorp named in the 2018 Summary Compensation Table; and
- (4) all of the directors and executive officers of Sound Financial Bancorp as a group.

An asterisk (\*) in the table indicates that an individual beneficially owns less than one percent of the outstanding common stock of Sound Financial Bancorp. The address of each of the beneficial owners, except where otherwise indicated, is Sound Financial Bancorp’s address. Beneficial ownership is determined in accordance with the rules of the Securities and Exchange Commission (“SEC”). As of March 29, 2019, there were 2,550,421 shares of Sound Financial Bancorp common stock issued and outstanding.

| Name of Beneficial Owner  | Number of Shares Beneficially Owned <sup>(1)</sup> | Percent of Common Stock Outstanding <sup>(1)</sup> |
|---|--|--|
| Stilwell Activist Fund, L.P., Stilwell Activist Investment, L.P., Stilwell Partners, L.P., Stilwell Value LLC and Joseph Stilwell (collectively, the "Stilwell Group")<br>111 Broadway, 12 <sup>th</sup> Floor, New York, NY 10006<br>FJ Capital Management, LLC<br>1313 Dolley Madison Blvd, Ste 306<br>McLean, VA 22101 | 214,600  | (2) 8.4 %  |
| Sound Financial Bancorp, Inc.   | 171,254  | 6.7 %  |

|   |         |     |     |   |
|---|---------|-----|-----|---|
| Employee<br>Stock<br>Ownership<br>Plan<br>Tyler<br>K.<br>Myers,<br>Chairman<br>of<br>the                        | 46,499  | (4) | 1.8 | % |
| Board<br>and<br>Director<br>Nominee<br>David<br>S.<br>Haddad,<br>Jr.,<br>Vice<br>Chairman<br>of<br>the<br>Board | 22,770  | (5) | *   |   |
| Laura<br>Lee<br>Stewart,<br>President<br>and<br>Chief<br>Executive<br>Officer<br>and<br>Director                | 106,741 | (6) | 4.1 | % |
| Robert<br>F.<br>Carny,<br>Director/Director<br>Nominee  | 18,478  | (7) | *   |   |
| Kathleen<br>B.<br>Cook,<br>Director   | 7,537   | (8) | *   |   |
| Debra<br>Jones,<br>Director   | 28,905  | (7) | 1.1 | % |
| Rogelio<br>Rioja,<br>Director   | 35,396  | (7) | 1.4 | % |
| Jame<br>E.<br>Sweeney, Director/Director  | 23,990  | (7) | *   |   |

|  |         |       |        |
|--|---------|-------|--------|
| Nominee<br>Elliott<br>L.<br>Pierce,<br>Executive<br>Vice   | 14,312  | (9) * |        |
| President/Chief<br>Credit<br>Officer<br>Christina<br>J<br>Gehrke,<br>Executive<br>Vice   | 9,018   | (10)* |        |
| President/Chief<br>Administrative<br>Officer<br>Directors<br>and<br>executive<br>officers<br>of<br>Sound<br>Financial<br>Bancorp<br>as a<br>group<br>(12<br>persons) | 337,258 | (11)  | 12.7 % |

(Footnotes contained on following page)

- Except as otherwise noted in these footnotes, the nature of beneficial ownership for shares reported in this table is sole voting and investment power.
- (1) Based on Schedule 13F filed with the SEC on February 6, 2019 by the Stilwell Group,
- (2) which reported shared voting and dispositive power over all of the Company shares reported above.
- Based on Schedule 13G file with the SEC on February 14, 2019 by FJ Capital Management LLC and affiliated parties,
- (3) which reported shared voting and dispositive power over all of the Company shares reported above.
- (4) Includes 21,430 shares of held in Mr. Myers' 401(k) account and 4,371 shares held in a partnership, in which he is a partner. Also includes 1,000 shares in

UTMA accounts for Mr. Myers' daughter, of which he is trustee. In addition, includes options to acquire 6,937 shares over which Mr. Myers has no voting or dispositive power and 240 restricted shares over which Mr. Myers has sole voting power and no dispositive power.

- (5) Includes 13,113 shares held in an IRA account. Also includes options to acquire 6,937 shares over which Mr. Haddad has no voting or dispositive power and 240 restricted shares over which Mr. Haddad has sole voting power and no dispositive power.

- (6) Includes 18,034 shares in Ms. Stewart's 401(k) Plan account, 10,942 shares allocated to Ms. Stewart in the ESOP and 14,753 shares pledged as collateral for a loan with an independent third party financial institution. In addition, includes options to acquire 35,279 shares over which Ms. Stewart has no voting or dispositive power and 411 restricted shares over which she has sole voting power and no dispositive power.

- (7) Includes options to acquire 6,937 shares over which the individual has no voting or dispositive power and 240 restricted shares over which the individual has sole voting power and no dispositive power.

- (8) Includes options to acquire 3,095 shares over which Ms. Cook has no voting or dispositive power and 480 restricted shares over which the Ms. Cook has sole voting power and no dispositive power.

- (9) Includes 2,062 shares of allocated to Mr. Pierce in the ESOP. In addition, includes options to acquire 9,008 shares over which Mr. Pierce has no voting or dispositive power and 1,480 restricted shares over which Mr. Pierce has sole voting power and no dispositive power.

- (10) Includes 1,516 shares of allocated to Ms. Gehrke in the ESOP. In addition, includes options to acquire 6,045 shares over which Ms. Gehrke has no voting or dispositive power and 240 restricted shares over which she has sole voting power and no dispositive power.

- (11) Includes shares held by current directors and executive officers directly, in



retirement accounts, in a fiduciary capacity or by certain affiliated entities or members of the named individuals' families, with respect to which shares the named individuals and group may be deemed to have sole or shared voting and/or dispositive powers. Also includes options to acquire 104,424 shares over which the individuals have no voting or dispositive power and 6,614 shares of restricted stock over which they have sole voting power and no dispositive power.

#### Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act of 1934, as amended, requires the Company's directors and executive officers, and persons who own more than 10% of the Company's common stock to report to the SEC their initial ownership of the Company's common stock and any subsequent changes in that ownership. Specific due dates for these reports have been established by the SEC, and Sound Financial Bancorp is required to disclose in this proxy statement any late filings or failures to file. To the Company's knowledge, based solely on a review of the copies of reports furnished to the Company and written representations relative to the filing of certain forms, all

Section 16(a) filing requirements applicable to our executive officers, directors and greater than 10% beneficial owners were met for transactions in our common stock during 2018.

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## PROPOSAL 1 - ELECTION OF DIRECTORS

Sound Financial Bancorp's Board of Directors is currently composed of eight members, each of whom is also a director of Sound Community Bank. Pursuant to the Company's charter, the directors shall be divided into three classes, as nearly equal in number as reasonably possible, with approximately one-third of the directors are elected annually.

The following table sets forth certain information regarding the composition of Sound Financial Bancorp's Board of Directors, including each director's term of office. The Sound Financial Bancorp Board of Directors, acting on the recommendation of the Nominating Committee, has recommended and approved the nomination of Tyler K. Myers, Robert F. Carney and James E. Sweeney to serve as directors for a term of three years to expire at the annual meeting of shareholders to be held in 2022.

It is intended that the proxies solicited on behalf of the Sound Financial Bancorp Board of Directors (other than proxies in which the authority to vote for a nominee is withheld) will be voted at the annual meeting "FOR" the election of Tyler K. Myers, Robert F. Carney and James E. Sweeney as directors. If any director nominee is unable to serve, the shares represented by all valid proxies will be voted for the election of such substitute nominee as the Board of Directors, acting on the recommendations of the Nominating Committee, may recommend. At this time, we know of no reason why any director nominee might be unable to serve if elected. Except as disclosed in this proxy statement, there are no arrangements or understandings between any nominee and any other person pursuant to which the nominee was selected. The Board of Directors unanimously recommends that you vote "FOR" the election of the nominees whose names appear below.

| Name                        | Age <sup>(1)</sup> | Positions With Sound Financial Bancorp          | Director Since <sup>(2)</sup> | Term Expires        |
|-----------------------------|--------------------|---|-------------------------------|---------------------|
| <b>Director Nominees</b>    |                    |   |                               |                     |
| Tyler K. Myers              | 56                 | Chairman of the Board                           | 1993                          | 2022 <sup>(3)</sup> |
| Robert F. Carney            | 71                 | Director  | 1984                          | 2022 <sup>(3)</sup> |
| James E. Sweeney            | 69                 | Director  | 1986                          | 2022 <sup>(3)</sup> |
| <b>Continuing Directors</b> |                    |   |                               |                     |
| Laura Lee Stewart           | 69                 | President, Chief Executive Officer and Director | 1990                          | 2021                |
| Debra Jones                 | 61                 | Director  | Estimated Fair Value          |                     |
| Corporate debt securities   | \$ 1,277           |   | \$ 2                          | \$1 \$- \$1,280     |
| Commercial paper            | 4,998              |   | -                             | 1 - 4,999           |
| Total investments           | \$ 6,275           |   | \$ 2                          | \$2 \$- \$6,279     |

|   | December 31, 2013 |                  |                        |                         |                      |
|---|-------------------|------------------|------------------------|-------------------------|----------------------|
|   | Amortized Cost    | Accrued Interest | Gross Unrealized Gains | Gross Unrealized Losses | Estimated Fair Value |
| Obligations of U.S. Government and its agencies | \$4,899           | \$ 1             | \$ 1                   | \$ -                    | \$ 4,901             |
| Corporate debt securities                       | 8,528             | 47               | 2                      | 1                       | 8,576                |
| Commercial paper                                | 5,994             | -                | 2                      | -                       | 5,996                |
| Total investments                               | \$19,421          | \$ 48            | \$ 5                   | \$ 1                    | \$ 19,473            |

The following table summarizes the scheduled maturity for the Company's investments at September 30, 2014 and December 31, 2013.

|   | 2014    | 2013     |
|---|---------|----------|
| Maturing in one year or less              | \$5,977 | \$16,891 |
| Maturing after one year through two years | 302     | 2,582    |
| Total investments                         | \$6,279 | \$19,473 |

### ***Receivables***

Receivables are recorded for amounts due to the Company related to reimbursable research and development costs from the U.S. Department of Health and Human Services or royalty receivables from Shionogi & Co. Ltd. At September 30, 2014 and December 31, 2013, the Company had the following receivables.

|  | September 30, 2014 |          |         |
|--|--------------------|----------|---------|
|  | Billed             | Unbilled | Total   |
| U.S. Department of Health and Human Services | \$474              | \$2,764  | \$3,238 |
| Shionogi & Co. Ltd.                          | -                  | -        | -       |
| Total receivables                            | \$474              | \$2,764  | \$3,238 |

|  | December 31, 2013 |          |         |
|--|-------------------|----------|---------|
|  | Billed            | Unbilled | Total   |
| U.S. Department of Health and Human Services | \$90              | \$1,573  | \$1,663 |
| Shionogi & Co. Ltd.                          | 452               | -        | 452     |
| Total receivables                            | \$542             | \$1,573  | \$2,115 |

Monthly invoices are submitted to the U.S. Department of Health and Human Services related to reimbursable research and development costs. The Company is also entitled to monthly reimbursement of indirect costs based on rates stipulated in the underlying contract. The Company's calculations of its indirect cost rates are subject to audit by the federal government.

### ***Patents and Licenses***

The Company seeks patent protection on internally developed processes and products. All patent related legal costs are expensed to general and administrative expenses when incurred as recoverability of such expenditures is uncertain.

*Accrued Expenses*

The Company generally enters into contractual agreements with third-party vendors who provide research and development, manufacturing, and other services in the ordinary course of business. Some of these contracts are subject to milestone-based invoicing and services are completed over an extended period of time. The Company records liabilities under these contractual commitments when it determines an obligation has been incurred, regardless of the timing of the invoice. This process involves reviewing open contracts and purchase orders, communicating with applicable Company personnel to identify services that have been performed on its behalf and estimating the level of service performed and the associated cost incurred for the service when the Company has not yet been invoiced or otherwise notified of actual cost. The majority of service providers invoice the Company monthly in arrears for services performed. The Company makes estimates of accrued expenses as of each balance sheet date in its financial statements based on the facts and circumstances. The Company periodically confirms the accuracy of its estimates with the service providers and makes adjustments if necessary. Examples of estimated accrued expenses include:

- fees paid to Clinical Research Organizations (“CROs”) in connection with preclinical and toxicology studies and clinical trials;
- fees paid to investigative sites in connection with clinical trials;
- fees paid to Contract Manufacturing Organizations (“CMOs”) in connection with the production of our raw materials, drug substance and drug products; and
- professional fees.

The Company bases its expenses related to clinical trials on its estimates of the services received and efforts expended pursuant to contracts with multiple research institutions and clinical research organizations that conduct and manage clinical trials, including manufacturing drug substance, on the Company's behalf. The financial terms of these agreements are subject to negotiation, vary from contract to contract and may result in uneven payment flows. Payments under some of these contracts depend on factors such as the successful enrollment of patients and the completion of clinical trial milestones. In accruing service fees, the Company estimates the time period over which services will be performed and the level of effort expended in each period. If the actual timing of the performance of services or the level of effort varies from the estimate, the Company will adjust the accrual accordingly. Accrued expenses as of September 30, 2014 and December 31, 2013 included \$5,090 and \$2,210, respectively, of research and development costs.

### ***Income Taxes***

The liability method is used in the Company's accounting for income taxes. Under this method, deferred tax assets and liabilities are determined based on differences between financial reporting and tax bases of assets and liabilities and are measured using the enacted tax rates and laws that are expected to be in effect when the differences are expected to reverse.

### ***Accumulated Other Comprehensive (Loss) Income***

Accumulated other comprehensive (loss) income is comprised of unrealized gains and losses on investments available-for-sale and is disclosed as a separate component of stockholders' equity. No reclassifications out of accumulated other comprehensive (loss) income were recorded during the nine months ended September 30, 2014 and 2013.

### ***Revenue Recognition***

The Company recognizes revenues from collaborative and other research and development arrangements and product sales. Revenue is realized or realizable and earned when all of the following criteria are met: (i) persuasive evidence of an arrangement exists; (ii) delivery has occurred or services have been rendered; (iii) the seller's price to the buyer is fixed or determinable; and (iv) collectability is reasonably assured.

### ***Collaborative and Other Research and Development Arrangements and Royalties***

Revenue from license fees, royalty payments, milestone payments, and research and development fees is recognized as revenue when the earnings process is complete and the Company has no further continuing performance obligations or the Company has completed the performance obligations under the terms of the agreement. Fees received under licensing agreements that are related to future performance are deferred and recognized over an estimated period determined by management based on the terms of the agreement and the products licensed. In the event a license agreement contains multiple deliverables, the Company evaluates whether the deliverables are separate or combined units of accounting. Revisions to revenue or profit estimates as a result of changes in the estimated revenue period are recognized prospectively.

Under certain of our license agreements, the Company receives royalty payments based upon our licensees' net sales of covered products. The Company recognizes royalty revenues when it can reliably estimate such amounts and collectability is reasonably assured.

Reimbursements received for direct out-of-pocket expenses related to research and development costs are recorded as revenue in the Consolidated Statements of Comprehensive Loss rather than as a reduction in expenses. Milestone payments are recognized as revenue upon the achievement of specified events if (1) the milestone is substantive in nature and the achievement of the event was not reasonably assured at the inception of the agreement and (2) the fees are non-refundable and non-creditable. Any milestone payments received prior to satisfying these criteria are recorded as deferred revenue. Under the Company's contracts with the U.S. Department of Health and Human Services, specifically with the Biomedical Advanced Research and Development Authority ("BARDA/HHS"), and the National Institute of Allergy and Infectious Diseases ("NIAID/HHS"), revenue is recognized as reimbursable direct and indirect costs are incurred. The Company's advanced development contract with BARDA/HHS for the development of peramivir expired on June 30, 2014 according to its terms.

#### *Product Sales*

Product sales are recognized net of estimated allowances, discounts, sales returns, chargebacks and rebates.

The Company recorded the following revenues for the three and nine months ended September 30, 2014 and 2013:

|  | Three Months |         | Nine Months |         |
|--|--------------|---------|-------------|---------|
|  | 2014         | 2013    | 2014        | 2013    |
| Royalty revenue  | \$5          | \$8     | \$1,951     | \$2,042 |
| Collaborative and other research and development revenues: |              |         |             |         |
| U.S. Department of Health and Human Services               | 2,937        | 2,085   | 5,323       | 3,834   |
| Shionogi (Japan)   | 296          | 296     | 888         | 888     |
| Total revenues   | \$3,238      | \$2,389 | \$8,162     | \$6,764 |

### ***Research and Development Expenses***

The Company's research and development costs are charged to expense when incurred. Research and development expenses include all direct and indirect development costs related to the development of the Company's portfolio of product candidates. Advance payments for goods or services that will be used or rendered for future research and development activities are deferred and capitalized. Such amounts are recognized as expense when the related goods are delivered or the related services are performed. Research and development expenses include, among other items, personnel costs, including salaries and benefits, manufacturing costs, clinical, regulatory, and toxicology services performed by CROs and CMOs, materials and supplies, and overhead allocations consisting of various administrative and facilities related costs. Most of the Company's manufacturing and clinical and preclinical studies are performed by third-party CROs and CMOs. Costs for studies performed by CROs and CMOs are accrued by the Company over the service periods specified in the contracts and estimates are adjusted, if required, based upon the Company's on-going review of the level of services actually performed.

Additionally, the Company has license agreements with third parties, such as Albert Einstein College of Medicine of Yeshiva University ("AECOM"), Industrial Research, Ltd. ("IRL"), and the University of Alabama at Birmingham ("UAB"), which require fees related to sublicense agreements or maintenance fees. The Company expenses sublicense payments as incurred unless they are related to revenues that have been deferred, in which case the expenses are deferred and recognized over the related revenue recognition period. The Company expenses maintenance payments as incurred.

Deferred collaboration expenses represent sub-license payments, paid to the Company's academic partners upon receipt of consideration from various commercial partners, and other consideration paid to our academic partners for modification to existing license agreements. These deferred expenses would not have been incurred without receipt of such payments or modifications from the Company's commercial partners and are being expensed in proportion to the related revenue being recognized. The Company believes that this accounting treatment appropriately matches expenses with the associated revenue.



### ***Stock-Based Compensation***

All share-based payments, including grants of stock option awards and restricted stock unit awards, are recognized in the Company's Consolidated Statements of Comprehensive Loss based on their fair values. The fair value of stock option awards is estimated using the Black-Scholes option pricing model. The fair value of restricted stock unit awards is based on the grant date closing price of the common stock. Stock-based compensation cost is recognized as expense on a straight-line basis over the requisite service period of the award. For stock option awards with performance conditions, the Company recognizes compensation expense at the time at which the underlying performance condition has been determined to have occurred.

### ***Interest Expense and Deferred Financing Costs***

Interest expense for the three months and nine months ended September 30, 2014 and 2013 was \$1,217 and \$1,191, respectively, and \$3,684 and \$3,536, respectively, and relates to the issuance of the PhaRMA Notes (defined in Note 4). Costs directly associated with the issuance of the PhaRMA Notes have been capitalized and are included in other current assets on the Consolidated Balance Sheets. These costs are being amortized to interest expense over the term of the PhaRMA Notes using the effective interest rate method. Amortization of deferred financing costs included in interest expense was \$110 for each of the three months ended September 30, 2014 and 2013, and \$329 for each of the nine months ended September 30, 2014 and 2013.

### ***Currency Hedge Agreement***

In connection with the issuance by Royalty Sub of the PhaRMA Notes, the Company entered into a Currency Hedge Agreement (defined in Note 4) to hedge certain risks associated with changes in the value of the Japanese yen relative to the U.S. dollar. The Currency Hedge Agreement does not qualify for hedge accounting treatment; therefore, mark-to-market adjustments are recognized in the Company's Consolidated Statements of Comprehensive Loss. Cumulative mark-to-market adjustments for the nine months ended September 2014 and 2013 resulted in gains of \$732 and \$3,168, respectively. Mark-to-market adjustments are determined by a third party pricing model that uses quoted prices in markets that are not actively traded and for which significant inputs are observable directly or indirectly, representing Level 2 in the fair value hierarchy as defined by U.S. GAAP. The Company is also required to post collateral in connection with the mark-to-market adjustments based on thresholds defined in the Currency Hedge Agreement. No hedge collateral was posted under the agreement as of September 30, 2014 and December 31, 2013.

### *Net Loss Per Share*

Net loss per share is based upon the weighted average number of common shares outstanding during the period. Diluted loss per share is equivalent to basic net loss per share for all periods presented herein because common equivalent shares from unexercised stock options and common shares expected to be issued under the Company's employee stock purchase plan were anti-dilutive. The calculation of diluted earnings per share for the three months ended September 30, 2014 and 2013 does not include 5,602 and 2,783, respectively, of such potential common shares, as their impact would be anti-dilutive. The calculation of diluted earnings per share for the nine months ended September 30, 2014 and 2013 does not include 5,288 and 1,731, respectively, of such potential common shares, as their impact would be anti-dilutive.

### *Use of Estimates*

The preparation of financial statements in conformity with U.S. GAAP requires the Company to make estimates and assumptions that affect the amounts reported in the financial statements. Actual results could differ from those estimates.

### *Concentration of Market Risk*

The reimbursement of BCX4430 development expenses is a significant source of revenue and one which has an underlying cash flow stream. This revenue and cash flow is earned under a cost-plus-fixed-fee contract with NIAID/HHS. The Company relies on NIAID/HHS to reimburse predominantly all of the development costs for its BCX4430 program. Accordingly, reimbursement of these expenses represents a significant portion of the Company's collaborative and other research and development revenues. The completion and/or termination of this program/collaboration could negatively impact the Company's future Consolidated Statements of Comprehensive Loss and Cash Flows.

In addition, the Company also recognizes royalty revenue from the net sales of RAPIACTA®; however, the underlying cash flow from these royalty payments goes directly to pay the interest, and then the principal, on the non-recourse notes payable. Payment of the interest and the ultimate repayment of principal of these notes will be entirely funded by future royalty payments derived from net sales of RAPIACTA. The RAPIACTA royalty stream from Shionogi & Co. Ltd. ("Shionogi"), the Company's partner in Japan, was insufficient to pay the accrued interest in arrears on the non-recourse PhaRMA Notes by the September 1, 2014 payment date resulting in an event of default with respect to the PhaRMA Notes. Accordingly, the Company has classified the PhaRMA Notes and related accrued interest as current liabilities on its balance sheet as of September 30, 2014. As a result of the event of default, the holders of the PhaRMA Notes may pursue acceleration of the PhaRMA Notes, foreclose on the collateral securing the PhaRMA Notes and the Company's equity interest in Royalty Sub and exercise other remedies available to them under the indenture in respect of the PhaRMA Notes. In such event, the Company may not realize the benefit of future

royalty payments that might otherwise accrue to the Company following repayment of the PhaRMA Notes and it might otherwise be adversely affected. Due to the non-recourse nature of the PhaRMA Notes, in the event of any potential acceleration or foreclosure, the Company believes the primary impact to the Company would be the loss of future royalty payments from Shionogi and legal costs associated with retiring the PhaRMA Notes. In addition, the Company may incur costs associated with liquidating a related Currency Hedge Agreement, which would no longer be required in the event of foreclosure or if the PhaRMA Notes cease to be outstanding. As the PhaRMA Notes are obligations of Royalty Sub, the Company does not currently expect the event of default on the PhaRMA Notes to have a significant impact on the Company's future results of operations or cash flows.

The Company's drug development activities are performed by a limited group of third party vendors. If any of these vendors were unable to perform their services, this could significantly impact the Company's ability to complete its drug development activities.

### ***Credit Risk***

Cash equivalents and investments are financial instruments which potentially subject the Company to concentration of risk to the extent recorded on the Consolidated Balance Sheets. The Company deposits excess cash with major financial institutions in the United States. Balances may exceed the amount of insurance provided on such deposits. The Company believes it has established guidelines for investment of its excess cash relative to diversification and maturities that maintain safety and liquidity. To minimize the exposure due to adverse shifts in interest rates, the Company maintains a portfolio of investments with an average maturity of approximately 18 months or less. The majority of the Company's receivables are due from the U.S. Government, for which there is no assumed credit risk.

## Recent Accounting Pronouncements

In August 2014, the Financial Accounting Standards Board (“FASB”) issued ASU No. 2014-15 – *Presentation of Financial Statements - Going Concern (Subtopic 205-40): Disclosure of Uncertainties about an Entity’s Ability to Continue as a Going Concern*, which defines management’s responsibility to evaluate, at each annual and interim reporting period, whether there are conditions or events that raise substantial doubt about an entity’s ability to continue as a going concern within one year after the date the financial statements are issued and to provide related footnote disclosures in certain circumstances. In connection with each annual and interim period, management must assess if there is substantial doubt about the company’s ability to continue as a going concern within one year after the issuance date. Disclosures are required if conditions give rise to substantial doubt. This standard is effective for all companies in the first annual period ending after December 15, 2016, and interim periods thereafter, with early adoption permitted. The Company does not expect this ASU will have a material impact on its consolidated financial statements.

In May 2014, the FASB issued Accounting Standard Update (“ASU”) 2014-09 – *Revenue from Contracts with Customers*, which provides a single, comprehensive revenue recognition model for all contracts with customers. The core principal of this ASU is that an entity should recognize revenue when it transfers promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. This ASU also requires additional disclosure about the nature, amount, timing and uncertainty of revenue and cash flows arising from customer contracts, including significant judgments and changes in judgments and assets recognized from costs incurred to obtain or fulfill a contract. This ASU is effective for annual periods, and interim periods within those annual periods, beginning after December 15, 2016. Early adoption is not permitted and companies can transition to the new standard under the full retrospective method or the modified retrospective method. The Company is currently evaluating the impact this ASU will have on its consolidated financial statements.

In June 2014, the FASB issued ASU 2014-12 – *Compensation – Stock Compensation: Accounting for Share-Based Payments When the Terms of an Award Provide That a Performance Target Could be Achieved after the Requisite Service Period*, which provides explicit guidance for the accounting treatment for these types of awards. The ASU requires that a performance target that affects vesting and that could be achieved after the requisite service period be treated as a performance condition. As such, the performance target should not be reflected in estimating the grant-date fair value of the award. This update is effective for annual periods and interim periods within those annual periods beginning after December 15, 2014. Early adoption is permitted. The Company does not expect this ASU will have a material impact on its consolidated financial statements.

## Note 2 — Stock-Based Compensation

As of September 30, 2014, the Company had two stock-based employee compensation plans, the Stock Incentive Plan (“Incentive Plan”) and the Employee Stock Purchase Plan (“ESPP”), both which were amended and restated in March 2014 and approved by the Company’s stockholders in May 2014. Stock-based compensation expense of \$6,550 (\$6,388 of expense related to the Incentive Plan and \$162 of expense related to the ESPP) was recognized during the

first nine months of 2014, while \$3,479 (\$3,404 of expense related to the Incentive Plan and \$75 of expense related to the ESPP) was recognized during the first nine months of 2013.

There was approximately \$10,770 of total unrecognized compensation cost related to non-vested stock option awards and restricted stock unit awards granted by the Company as of September 30, 2014. That cost is expected to be recognized as follows: \$1,398 during the remainder of 2014, \$3,940 in 2015, \$2,807 in 2016, \$2,340 in 2017 and \$285 in 2018. In addition, the Company has outstanding performance-based stock options for which no compensation expense is recognized until achievement of the performance condition has been determined to have occurred.

### ***Stock Incentive Plan***

The Company grants stock option awards and restricted stock unit awards to its employees, directors, and consultants under the Incentive Plan. Under the Incentive Plan, stock option awards are granted with an exercise price equal to the market price of the Company's stock at the date of grant. Stock option awards granted to employees generally vest 25% each year until fully vested after four years. In January 2013, the Company made retention grants of stock option awards and restricted stock unit awards. These awards vest 50% each year until fully vested after two years. In August 2013, the Company issued 1,032 performance-based stock options that vest upon successful completion of specific development milestones. Following successful completion of the OPuS-1 clinical trial, 25% of the outstanding performance awards vested during the second quarter of 2014. As of September 30, 2014 and based on the information available at that time, 75% of the August 2013 performance awards remain unvested and no compensation expense has been recognized for this portion of the performance-based grant awards. Stock option awards granted to non-employee directors of the Company generally vest monthly over one year. All stock option awards have contractual terms of 5 to 10 years. The vesting exercise provisions of all awards granted under the Incentive Plan are subject to acceleration in the event of certain stockholder-approved transactions, or upon the occurrence of a change in control as defined in the Incentive Plan.

Related activity under the Incentive Plan is as follows:

|  | Awards<br>Available | Options<br>Outstanding | Weighted<br>Average<br>Exercise<br>Price |
|--|---------------------|------------------------|--|
| Balance December 31, 2013              | 1,082               | 8,986                  | \$ 4.99                                  |
| Plan amendment                         | 3,750               | -                      | -  |
| Restricted stock unit awards granted   | (593 )              | -                      | -  |
| Restricted stock unit awards cancelled | -                   | -                      | -  |
| Stock option awards granted            | (614 )              | 614                    | 10.78                                    |
| Stock option awards exercised          | -                   | (1,165 )               | 4.86                                     |
| Stock option awards cancelled          | 88                  | (88 )                  | 8.83                                     |
| Balance September 30, 2014             | 3,713               | 8,347                  | \$ 5.39                                  |

For stock option awards granted under the Incentive Plan during the first nine months of 2014 and 2013, the fair value was estimated on the date of grant using a Black-Scholes option pricing model and the assumptions noted in the table below. The weighted average grant date fair value per share of the awards granted during the first nine months of 2014 and 2013 was \$8.19 and \$2.10, respectively. The fair value of the stock option awards is amortized to expense over the vesting periods using a straight-line expense attribution method. The following table summarizes the key assumptions used by the Company to value the stock option awards granted during the first nine months of 2014 and 2013. The expected life is based on the average of the assumption that all outstanding stock option awards will be exercised at full vesting and the assumption that all outstanding stock option awards will be exercised at the midpoint of the current date (if already vested) or at full vesting (if not yet vested) and the full contractual term. The expected volatility represents the historical volatility on the Company's publicly traded common stock. The Company has assumed no expected dividend yield, as dividends have never been paid to stock or option holders and will not be paid for the foreseeable future. The weighted average risk-free interest rate is the implied yield currently available on zero-coupon government issues with a remaining term equal to the expected term.

#### **Weighted Average Assumptions for Stock Option Awards Granted to**

#### **Employees and Directors under the Incentive Plan**

|                         | 2014 | 2013 |
|-------------------------|------|------|
| Expected Life in Years  | 5.5  | 5.0  |
| Expected Volatility     | 87 % | 85 % |
| Expected Dividend Yield | 0.0% | 0.0% |
| Risk-Free Interest Rate | 1.6% | 0.9% |

#### ***Employee Stock Purchase Plan***

The Company has reserved a total of 1,475 shares of common stock to be purchased under the ESPP, of which 538 shares remain available for purchase at September 30, 2014. Eligible employees may authorize up to 15% of their salary to purchase common stock at the lower of 85% of the beginning or 85% of the ending price during six-month purchase intervals. No more than 3 shares may be purchased by any one employee at the six-month purchase dates and no employee may purchase stock having a fair market value at the commencement date of \$25 or more in any one calendar year. The Company issued 49 shares during the first nine months of 2014 under the ESPP. Compensation expense for shares purchased under the ESPP related to the purchase discount and the “look-back” option were determined using a Black-Scholes option pricing model.

### **Note 3 — Collaborative and Other Research and Development Contracts**

*U.S. Department of Health and Human Services (“BARDA/HHS”).* In January 2007, the U.S. Department of Health and Human Services (“BARDA/HHS”) awarded the Company a \$102,661 contract for the advanced development of peramivir for the treatment of influenza. During 2009, peramivir clinical development shifted to focus on intravenous delivery and the treatment of hospitalized patients. To support this focus, a September 2009 contract modification was awarded to increase funding by \$77,191. On February 24, 2011, the Company announced that BARDA/HHS had awarded it a \$55,000 contract modification, intended to fund completion of the Phase 3 development of intravenous (“i.v.”) peramivir for the treatment of patients hospitalized with influenza. This contract modification brought the total award from BARDA/HHS to \$234,852 and provided funding to support the filing of a new drug application (“NDA”) to seek regulatory approval for i.v. peramivir in the U.S. The contract expired on June 30, 2014 according to its terms. In December 2013, BioCryst submitted a NDA filing for i.v. peramivir to the U.S. Food & Drug Administration (“FDA”) seeking an indication as the first i.v. neuraminidase inhibitor approved in the U.S. for the treatment of acute uncomplicated influenza in adults. On February 24, 2014, the FDA notified the Company its NDA submission had been accepted for review. The FDA is expected to take action on the application by December 23, 2014. If approved, peramivir will be commercialized in the U.S. under the trade name RAPIVAB™.

*National Institute of Allergy and Infectious Diseases (“NIAID/HHS”).* In September 2013, NIAID/HHS contracted with the Company for the development of BCX4430 as a treatment for Marburg, and subsequently, Ebola virus disease. NIAID/HHS, part of the National Institutes of Health, made an initial award of \$5.0 million to the Company. The total funding under this contract could be up to \$28.7 million, if all contract options are exercised by NIAID/HHS, over a five year period. The goals of this contract are to file initial new drug (“IND”) applications for i.v. and intramuscular (“i.m.”) BCX4430 for the treatment of Marburg and Ebola virus diseases, and to conduct an initial Phase 1 human clinical trial. The aggregate \$28.7 million contract and option funding supports the appropriate IND-enabling program and the initial clinical trial. A total of \$22.3 million has been awarded under exercised options within the contract. BCX4430 is the lead compound in the Company’s broad spectrum antiviral (“BSAV”) research program.

The contract with NIAID/HHS is a cost-plus-fixed-fee contract. That is, the Company is entitled to receive reimbursement for all costs incurred in accordance with the contract’s provisions that are related to the development of BCX4430 plus a fixed fee, or profit. NIAID/HHS will make periodic assessments of progress, and the continuation of the contract is based on the Company’s performance, the timeliness and quality of deliverables, and other factors. The government has rights under certain contract clauses to terminate this contract. This contract is terminable by the government at any time for breach or without cause.

*Shionogi & Co., Ltd. (“Shionogi”).* In March 2007, the Company entered into an exclusive license agreement with Shionogi to develop and commercialize peramivir in Japan for the treatment of seasonal and potentially life-threatening human influenza. Under the terms of the agreement, Shionogi obtained rights to injectable formulations of peramivir in Japan. The Company developed peramivir under a license from UAB and will owe sublicense payments to them on any future milestone payments and/or royalties received by the Company from Shionogi. In October 2008, the Company and Shionogi amended the license agreement to expand the territory covered by the agreement to include Taiwan and to provide rights for Shionogi to perform a Phase 3 clinical trial in Hong Kong. Shionogi has commercially launched peramivir under the commercial name RAPIACTA® in Japan.

*Green Cross Corporation (“Green Cross”).* In June 2006, the Company entered into an agreement with Green Cross to develop and commercialize peramivir in Korea. Under the terms of the agreement, Green Cross will be responsible for all development, regulatory, and commercialization costs in Korea. The license provides that the Company will share in profits resulting from the sale of peramivir in Korea, including the sale of peramivir to the Korean government for stockpiling purposes. Furthermore, Green Cross will pay the Company a premium over its cost to supply peramivir for development and any future marketing of peramivir products in Korea.

*Mundipharma International Holdings Limited (“Mundipharma”).* In February 2006, the Company entered into an exclusive, royalty bearing right and license agreement with Mundipharma for the development and commercialization of forodesine, a Purine Nucleoside Phosphorylase (“PNP”) inhibitor, for use in oncology. Under the terms of the license agreement, as amended, Mundipharma obtained worldwide rights to forodesine.



*Albert Einstein College of Medicine of Yeshiva University and Industrial Research, Ltd. (“AECOM” and “IRL” respectively).* In June 2000, the Company licensed a series of potent inhibitors of PNP from AECOM and IRL, (collectively, the “Licensors”). The lead product candidates from this collaboration are forodesine and ulodesine. The Company has obtained worldwide exclusive rights to develop and ultimately distribute these, or any other, product candidates that might arise from research on these inhibitors. The Company has the option to expand its license agreement with the Licensors to include other inventions in the field made by the investigators or employees of the Licensors. The Company agreed to use commercially reasonable efforts to develop these drugs. In addition, the Company has agreed to pay certain milestone payments for each licensed product (which range in the aggregate from \$1,400 to almost \$4,000 per indication) for future development of these inhibitors, single digit royalties on net sales of any resulting product made by the Company, and to share approximately one quarter of future payments received from other third-party partners, if any. In addition, the Company has agreed to pay annual license fees, which can range from \$150 to \$500, that are creditable against actual royalties and other payments due to the Licensors. This agreement may be terminated by the Company at any time by giving 60 days advance notice or in the event of material uncured breach by the Licensors.

In May 2010, the Company amended the license agreement through which the Company obtained worldwide exclusive rights to develop and ultimately distribute any product candidates that might arise from research on a series of PNP inhibitors, including forodesine and ulodesine. Under the terms of the amendment, the Licensors agreed to accept a reduction of one-half in the percentage of future payments received from third-party sub licensees of the licensed PNP inhibitors that must be paid to the Licensors. This reduction does not apply to (i) any milestone payments the Company may receive in the future under its license agreement with Mundipharma and (ii) royalties received from its sub licensees in connection with the sale of licensed products, for which the original payment rate will remain in effect. The rate of royalty payments to the Licensors based on net sales of any resulting product made by the Company remains unchanged.

In consideration for these modifications in 2010, the Company issued to the Licensors shares of its common stock with an aggregate value of \$5,911 and paid the Licensors \$90 in cash. Additionally, at the Company's sole option and subject to certain agreed upon conditions, any future non-royalty payments due to be paid by the Company to the Licensors under the license agreement may be made either in cash, in shares of the Company's common stock, or in a combination of cash and shares.

On November 17, 2011, the Company further amended its agreements with the Licensors whereby the Licensors agreed to accept a reduction of one-half in the percentage of Net Proceeds (as defined in the license agreement) received by the Company under its Amended and Restated Agreement with Mundipharma that will be paid to AECOM/IRL.

On June 19, 2012, the Company further amended its agreements with the Licensors whereby the parties clarified the definition of the field with respect to PNP inhibition and the Licensors agreed to grant an exclusive worldwide license of BCX4430 to BioCryst for any antiviral use.

At its sole option and subject to certain agreed upon conditions, any future non-royalty payments due to be paid by the Company to the Licensors under the license agreement may be made either in cash, in shares of the Company's common stock, or in a combination of cash and shares.

*The University of Alabama at Birmingham ("UAB").* The Company currently has agreements with UAB for influenza neuraminidase and complement inhibitors. Under the terms of these agreements, UAB performed specific research for the Company in return for research payments and license fees. UAB has granted the Company certain rights to any discoveries in these areas resulting from research developed by UAB or jointly developed with the Company. The Company has agreed to pay single digit royalties on sales of any resulting product and to share in future payments received from other third-party partners. The Company has completed the research under the UAB agreements. These two agreements have initial 25-year terms, are automatically renewable for five-year terms throughout the life of the last patent and are terminable by the Company upon three months' notice and by UAB under certain circumstances. Upon termination both parties shall cease using the other parties' proprietary and confidential information and materials, the parties shall jointly own joint inventions and UAB shall resume full ownership of all UAB licensed products. There is currently no activity between the Company and UAB on these agreements, but when the Company

licenses this technology, such as in the case of the Shionogi and Green Cross agreements, or commercializes products related to these programs, the Company will owe sublicense fees or royalties on amounts it receives.

#### **Note 4 — Royalty Monetization**

##### *Overview*

On March 9, 2011, the Company completed a \$30,000 financing transaction to monetize certain future royalty and milestone payments under the Company's license agreement with Shionogi (the "Shionogi Agreement"), pursuant to which Shionogi licensed from the Company the rights to market RAPIACTA® in Japan and, if approved for commercial sale, Taiwan. The Company received net proceeds of \$22,691 from this transaction.

As part of the transaction, the Company entered into a purchase and sale agreement dated as of March 9, 2011 with Royalty Sub, whereby the Company transferred to Royalty Sub, among other things, (i) its rights to receive certain royalty and milestone payments from Shionogi arising under the Shionogi Agreement, and (ii) the right to receive payments under a Japanese yen/US dollar foreign currency hedge arrangement (as further described below, the "Currency Hedge Agreement") put into place by the Company in connection with the transaction. Royalty payments will be paid by Shionogi in Japanese yen and milestone payments will be paid in U.S. dollars. The Company's collaboration with Shionogi was not impacted as a result of this transaction.

##### *Non-Recourse Notes Payable*

On March 9, 2011, Royalty Sub completed a private placement to institutional investors of \$30,000 in aggregate principal amount of its PhARMA Senior Secured 14.0% Notes due 2020 (the "PhARMA Notes"). The PhARMA Notes were issued by Royalty Sub under an Indenture, dated as of March 9, 2011 (the "Indenture"), by and between Royalty Sub and U.S. Bank National Association, as Trustee. Principal and interest on the PhARMA Notes issued are payable from, and are secured by, the rights to royalty and milestone payments under the Shionogi Agreement transferred by the Company to Royalty Sub and payments, if any, made to Royalty Sub under the Currency Hedge Agreement. The PhARMA Notes bear interest at 14% per annum, payable annually in arrears on September 1st of each year (the "Payment Date"). The Company remains entitled to receive any royalties and milestone payments related to sales of peramivir by Shionogi following repayment by Royalty Sub of the PhARMA Notes.

Royalty Sub's obligations to pay principal and interest on the PhaRMA Notes are obligations solely of Royalty Sub and are without recourse to any other person, including the Company, except to the extent of the Company's pledge of its equity interests in Royalty Sub in support of the PhaRMA Notes. The Company may, but is not obligated to, make capital contributions to a capital account that may be used to redeem, or on up to one occasion pay any interest shortfall on, the PhaRMA Notes.

In September 2013, Royalty Sub paid \$1,844 of interest on the PhaRMA Notes from royalty payments received from RAPIACTA® sales from the preceding four calendar quarters. This payment resulted in an obligation shortfall of approximately \$2,356 associated with accrued interest due September 3, 2013. As stipulated under the PhaRMA Notes Indenture, if the amount available for payment on any Payment Date is insufficient to pay all of the interest due on a Payment Date, the shortfall in interest will accrue interest at the interest rate applicable to the PhaRMA Notes compounded annually. Accordingly, commencing in September 2013, the Company began accruing interest at 14% per annum on the interest shortfall of \$2,356. In March, June and August of 2014, Royalty Sub paid additional interest of \$446, \$1,882 and \$70, respectively, bringing the shortfall down to \$222 as of September 30, 2014. Under the terms of the Indenture, Royalty Sub's inability to pay the full amount of interest payable in September 2013 by the next succeeding Payment Date for the PhaRMA Notes, which was September 1, 2014, constituted an event of default. Accordingly, the Company has classified the PhaRMA Notes and related accrued interest as current liabilities on its September 30, 2014 balance sheet. As a result of the event of default under the PhaRMA Notes, the holders of the PhaRMA Notes may pursue acceleration of the PhaRMA Notes, may foreclose on the collateral securing the PhaRMA Notes and the equity interest in Royalty Sub and exercise other remedies available to them under the Indenture in respect of the PhaRMA Notes. In such event, the Company may not realize the benefit of future royalty payments that might otherwise accrue to the Company following repayment of the PhaRMA Notes and it might otherwise be adversely affected. Due to the non-recourse nature of the PhaRMA Notes, in the event of any potential acceleration or foreclosure, the Company believes the primary impact to the Company would be the loss of future royalty payments from Shionogi and legal costs associated with retiring the PhaRMA Notes. In addition, the Company may incur costs associated with liquidating the related Currency Hedge Agreement, which would no longer be required in the event of foreclosure or if the PhaRMA Notes cease to be outstanding. As the PhaRMA Notes are the obligation of Royalty Sub, the Company does not currently expect the event of default on the PhaRMA Notes to have a significant impact on the Company's future results of operations or cash flows. In addition to the 2013 interest shortfall, Royalty Sub was unable to make the 2014 interest payment of \$4,200 on the September 1, 2014 Payment Date. Accordingly, commencing in September 2014, the Company began accruing interest at 14% per annum on the 2014 interest shortfall of \$4,200.

The Indenture does not contain any financial covenants. The Indenture includes customary representations and warranties of Royalty Sub, affirmative and negative covenants of Royalty Sub, Events of Default and related remedies, and provisions regarding the duties of the Trustee, indemnification of the Trustee, and other matters typical for indentures used in structured financings of this type.

The PhaRMA Notes are redeemable at the option of Royalty Sub at any time at a redemption price equal to 100% of the outstanding principal balance of the PhaRMA Notes being redeemed, plus accrued and unpaid interest through the redemption date on the PhaRMA Notes being redeemed.

*Foreign Currency Hedge*

In connection with the issuance by Royalty Sub of the PhaRMA Notes, the Company entered into a Currency Hedge Agreement to hedge certain risks associated with changes in the value of the Japanese yen relative to the U.S. dollar. Under the Currency Hedge Agreement, the Company has the right to purchase dollars and sell yen at a rate of 100 yen per dollar for which the Company may be required to pay a premium in each year from 2014 through 2020, provided the Currency Hedge Agreement remains in effect. A payment of \$1,950 will be required if, on May 18 of the relevant year, the U.S. dollar is worth 100 yen or less as determined in accordance with the Currency Hedge Agreement.

The Currency Hedge Agreement does not qualify for hedge accounting treatment; therefore, mark-to-market adjustments are recognized in the Company's Consolidated Statement of Comprehensive Loss. Cumulative mark-to-market adjustments resulted in gains of \$4,082 and \$97 for the three months ended September 30, 2014 and 2013, respectively and gains of \$732 and \$3,168 for the nine months ended September 30, 2014 and 2013, respectively. The Company is also required to post collateral in connection with the mark-to-market adjustments based on defined thresholds. As of September 30, 2014, no collateral was posted under the Currency Hedge Agreement. The Company will not be required at any time to post collateral exceeding the maximum premium payments remaining payable under the Currency Hedge Agreement. The maximum amount of hedge collateral the Company would be required to post is \$11,700. The Company is required to maintain a foreign currency hedge at 100 yen per dollar under the agreements governing the PhaRMA Notes.

## **Note 5 — Stockholders' Equity**

In August 2013, the Company completed a public offering of 4,600 shares of its common stock at a price of \$4.40 per share, which included the underwriters' over-allotment allocation of an additional 600 shares. Net proceeds were approximately \$18,500 after deducting underwriting discounts and offering expenses.

In June 2014, the Company completed a public offering of 11,500 shares of its common stock at a price of \$10.00 per share, which included the shares purchased pursuant to the underwriters' option to purchase 1,500 shares. Net proceeds were approximately \$106,600 after deducting underwriting discounts and offering expenses.

## **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, including statements regarding future results, performance, or achievements of the Company. Such statements are only predictions and the actual events or results may differ materially from the results discussed in the forward-looking statements. Factors that could cause or contribute to such differences include those discussed below and elsewhere in this report, as well as those discussed in other filings made by the Company with the Securities and Exchange Commission, including the Company's Annual Report on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K. See "Information Regarding Forward-Looking Statements."*

### **Cautionary Statement**

The discussion herein contains forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended, which are subject to the "safe harbor" created in Section 21E. Forward-looking statements regarding our financial condition and our results of operations are based upon our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted within the United States ("U.S. GAAP"), as well as projections for the future. The preparation of these financial statements requires our management to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. We evaluate our estimates on an ongoing basis. Our estimates are based on historical experience and on various other assumptions that are believed to be reasonable under the circumstances. The results of our estimates form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources.

We operate in a highly competitive environment that involves a number of risks, some of which are beyond our control. We are subject to risks common to biotechnology and biopharmaceutical companies, including risks inherent in our drug discovery, drug development and commercialization efforts, clinical trials, uncertainty of regulatory

actions and marketing approvals, reliance on collaborative partners, enforcement of patent and proprietary rights, the need for future capital, competition associated with products, potential competition associated with our product candidates and retention of key employees. In order for any of our product candidates to be commercialized, it will be necessary for us, or our collaborative partners, to conduct clinical trials, demonstrate efficacy and safety of the product candidate to the satisfaction of regulatory authorities, obtain marketing approval, enter into manufacturing, distribution and marketing arrangements, and obtain market acceptance and adequate reimbursement from government and private insurers. We cannot provide assurance that we will generate significant revenues or achieve and sustain profitability in the future. In addition, we can provide no assurance that we will have sufficient funding to meet our future capital requirements. Statements contained in Management's Discussion and Analysis of Financial Condition and Results of Operations and elsewhere in this report which are not historical facts are, or may constitute, forward-looking statements. Forward-looking statements involve known and unknown risks that could cause our actual results to differ materially from expected results. The most significant known risks are discussed in the section entitled "Risk Factors." Although we believe the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements. We caution you not to place undue reliance on any forward-looking statements.

Our revenues are difficult to predict and depend on numerous factors, including the prevalence and severity of influenza in regions for which peramivir has received regulatory approval, seasonality of influenza, ongoing discussions with government agencies regarding future BCX4430 development and reimbursement for incurred expenses, as well as entering into, or modifying, licensing agreements for our product candidates. Furthermore, revenues related to our collaborative development activities are dependent upon the progress toward and the achievement of developmental milestones by us or our collaborative partners.

Our operating expenses are also difficult to predict and depend on several factors, including research and development expenses (and whether these expenses are reimbursable under government contracts), drug manufacturing, and clinical research activities, the ongoing requirements of our development programs, and the availability of capital and direction from regulatory agencies, which are difficult to predict. Management may be able to control the timing and level of research and development and general and administrative expenses, but many of these expenditures will occur irrespective of our actions due to contractually committed activities and/or payments.

As a result of these factors, we believe that period to period comparisons are not necessarily meaningful and you should not rely on them as an indication of future performance. Due to all of the foregoing factors, it is possible that our operating results will be below the expectations of market analysts and investors. In such event, the prevailing market price of our common stock could be materially adversely affected.

## **Overview**

We are a biotechnology company that designs, optimizes and develops novel small molecule drugs that block key enzymes involved in the pathogenesis of diseases. We focus on rare diseases in which unmet medical needs exist and that are aligned with our capabilities and expertise. We integrate the disciplines of biology, crystallography, medicinal chemistry and computer modeling to discover and develop small molecule pharmaceuticals through the process known as structure-guided drug design.

## ***Critical Accounting Policies and Estimates***

The accompanying discussion and analysis of our financial condition and results of operations are based upon our consolidated financial statements and the related disclosures, which have been prepared in accordance with U.S. GAAP. The preparation of these consolidated financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues, expenses and related disclosure of contingent assets and liabilities. We evaluate our estimates, judgments and the policies underlying these estimates on a periodic basis, as situations change, and regularly discuss financial events, policies, and issues with members of our audit committee and our independent registered public accounting firm. We routinely evaluate our estimates and policies regarding revenue recognition, administration, inventory and manufacturing, taxes, stock-based compensation, research and development, consulting and other expenses and any associated liabilities.

## **Recent Corporate Highlights**

On June 3, 2014, we completed a successful public offering of 11.5 million shares of common stock at a price of \$10.00 per share, following the release of the OPuS-1 clinical trial results. Net proceeds to us were approximately \$106.6 million.

*Peramivir*



In December 2013, we submitted an NDA filing for i.v. peramivir to the FDA seeking an indication as the first i.v. neuraminidase inhibitor approved in the United States for the treatment of acute uncomplicated influenza in adults. The NDA submission includes results in over 2,700 subjects treated with peramivir in 27 clinical trials. On February 24, 2014, the FDA notified us that our NDA filing was accepted for review. The FDA is expected to take action on our application by December 23, 2014. The BARDA/HHS contract funding peramivir development expired on June 30, 2014. With the expiration of the Agreement, BARDA/HHS appropriated approximately \$0.1 million to fund continued stability testing of peramivir, which will occur pursuant to a new contract executed on June 27, 2014.

We have advanced our plans to make peramivir available in the U.S. during the upcoming influenza season, pending FDA approval. BioCryst personnel and our contract manufacturer have continued to work with the FDA to meet the requirements for approval of the peramivir NDA. We previously announced a Warning Letter and subsequent Form 483 received by our contract manufacturer that may have an impact on the NDA. While discussions with both the FDA and our contract manufacturer have taken place, further interactions are necessary to provide further clarity regarding the peramivir NDA and the availability of peramivir for the upcoming influenza season. A satisfactory FDA general Good Manufacturing Practice (“GMP”) inspection of the contract manufacturer’s plant, resulting in removal of Warning Letter status, is required for approval.

#### *BCX4161*

On May 27, 2014, we announced the results of a proof of concept Phase 2a clinical trial in patients with HAE (which we refer to as “OPuS-1” i.e., **O**ral **P**rophylaxi**S-1**). This clinical trial evaluated 400 mg of BCX4161 administered three times a day for 28 days in a randomized, placebo-controlled, two-period cross-over design. This trial was designed to provide proof of concept for oral kallikrein inhibition as a treatment strategy for HAE. Twenty-four HAE patients who have a high frequency of attacks (more than one per week) were enrolled. The primary goals for the trial were to estimate the degree efficacy of BCX4161 in reducing the frequency of angioedema attacks and to evaluate the safety and tolerability of 28 days of BCX4161 treatment.

The OPuS-1 trial met its primary efficacy endpoint, several secondary endpoints and all other objectives established for the clinical trial. Each of the twenty-four patients dosed in the study completed the trial. The primary efficacy endpoint for the trial was the by-subject difference in mean angioedema attack rate on BCX4161 compared to placebo. Treatment with BCX4161 demonstrated a statistically significant mean attack rate reduction of 0.45 attacks per week versus placebo,  $p < 0.001$ . The mean attack rate per week was 0.82 on BCX4161 treatment, compared to 1.27 on placebo.

We have completed our planned 13-week animal toxicity studies and activities are underway to initiate the OPuS-2 clinical trial to evaluate the efficacy and safety of 12 weeks of BCX4161 treatment in patients with HAE. In addition to standard clinical trial preparation activities, we are transitioning from a hard gel dosage formulation used in OPuS-1 to a soft gel formulation expected to be used in OPuS-2. We have received and incorporated feedback from the FDA into our proposed OPuS-2 clinical trial protocol, which is a 12-week, three-arm parallel cohort design trial to evaluate the efficacy and safety of two different dose regimens, 300mg and 500mg, compared to placebo. In addition, the chronic toxicology program required to support chronic administration of BCX4161 in HAE patients is now underway.

#### *2nd generation HAE compounds*

In December 2013, we announced the selection of two optimized plasma kallikrein inhibitors to advance into preclinical development as potential once-daily, oral treatments for the prevention of HAE attacks. The second generation discovery program met all its goals of improving bioavailability and selectivity while maintaining potency compared to BCX4161. Nonclinical pharmacokinetics of these drug candidates continue to support the opportunity for once-daily dosing for the prevention of HAE attacks. Furthermore, we have continued to develop additional second generation candidates with the intention of providing more second generation opportunities. Nonclinical development including pharmacology and IND-enabling toxicology studies, as well as drug manufacture, continue to progress as planned, with the goal of initiating Phase 1 testing in the first half of 2015.

#### *BCX4430*

In September 2013, NIAID/HHS contracted with us for the development of BCX4430 as a treatment for Marburg virus disease. NIAID/HHS, part of the National Institutes of Health, awarded us a contract for up to \$22.0 million. Since the initial award, NIAID/HHS expanded the scope of work to include the development of BCX4430 as a potential treatment for Ebola virus disease, increased the available funding under the contract, including an additional \$6.7 million awarded in August, September and October 2014. To date, the total value of the contract is \$28.7 million, if all contract options are exercised. The goals of this contract are to file IND applications for i.v. and i.m. administration of BCX4430 for the treatment of Marburg and Ebola virus disease and to conduct an initial Phase 1 human clinical trial. A total of \$22.3 million of contract options has been awarded under this contract.

In September 2014, BioCryst participated in a consultation on potential Ebola therapies and vaccines hosted by the World Health Organization (“WHO”). The consultation was convened to gather expertise about the most promising experimental therapies and vaccines and their role in containing the Ebola outbreak in West Africa. At the request of the WHO, we furnished a one-page executive summary and a slide summary regarding our broad spectrum antiviral, BCX4430, as a drug candidate for the treatment of Ebola virus disease. These documents summarized the nonclinical disease model and safety research results; anticipated timelines for filing an IND with the FDA in order to commence human safety studies of BCX4430; and projections of potential BCX4430 drug supply.

Non-human primate (“NHP”) studies with BCX4430 have commenced to evaluate whether BCX4430 shows a meaningful benefit for survival in Ebola virus NHP disease models. A dose-ranging study of BCX4430 for the treatment of cynomolgus macaques infected with Ebola virus demonstrated a statistically significant prolongation of survival at the highest dose regimen tested; however, no animals survived past 21 days. An additional NIAID-funded study to evaluate BCX4430 in Rhesus macaques infected with Ebola virus will include a higher dose regimen of BCX4430, and is expected to start in November.

In March 2014, we announced the publication in the online version of the journal *Nature* of compelling BCX4430 efficacy results in animal models of infection with Marburg virus and Ebola virus, two highly virulent pathogens responsible for viral hemorrhagic fever diseases. The *Nature* publication, “*Protection against filovirus diseases by a novel broad-spectrum nucleoside analog BCX4430,*” represents the first report of protection of non-human primates from filovirus disease by a small molecule drug.

### **Results of Operations (three months ended September 30, 2014 compared to the three months ended September 30, 2013)**

For the three months ended September 30, 2014, total revenues were \$3.2 million as compared to \$2.4 million for the three months ended September 30, 2013. The increase in revenue relates to reimbursement of expenses under the BCX4430 development contract with NIAID/HHS awarded in September 2013, partially offset by the absence of collaborative revenue from BARDA/HHS due to the expiration of the peramivir development contract. Revenues in the third quarter of 2014 included \$2.9 million of reimbursement of collaborative expenses from NIAID/HHS related to the development of BCX4430 and \$0.3 million associated with collaborative revenue amortization from other corporate partnerships. Revenues in the third quarter of 2013 included \$2.1 million of reimbursement of collaborative expenses from BARDA/HHS related to the development of peramivir and \$0.3 million associated with collaborative revenue amortization from other corporate partnerships.

Research and development (“R&D”) expenses increased to \$13.0 million for the third quarter of 2014 from \$7.7 million in 2013. This increase is due primarily to increased R&D expenses associated with the advancement of our HAE compounds and BCX4430 program, partially offset by decreased expenditures for peramivir development.

General and administrative expenses increased to \$1.8 million for the third quarter of 2014 from \$1.6 million in 2013. The increase of \$0.2 million was primarily due to additional costs incurred in order to make peramivir available during the 2014-15 U.S. influenza season if the drug candidate receives regulatory approval from the FDA.

Interest expense related to the non-recourse notes issued in conjunction with the non-dilutive peramivir royalty monetization transaction was \$1.2 million in the third quarter of 2014 and 2013. In addition, a mark-to-market gain of \$4.1 million was recognized in the third quarter of 2014 related to our foreign currency hedge, compared to a mark-to-market gain of \$0.1 million in the third quarter of 2013, both resulting from changes in the U.S. dollar/Japanese yen exchange rate in the related time periods.

#### **Results of Operations (Nine months ended September 30, 2014 compared to the nine months ended September 30, 2013)**

For the nine months ended September 30, 2014, total revenues increased to \$8.2 million compared to \$6.8 million for the nine months ended September 30, 2013. The increase in 2014 was primarily due to increased collaboration revenue associated with the BCX4430 NIAID/HHS development contract, partially offset by lower collaborative revenue from BARDA/HHS due to a significant decline in reimbursable peramivir expenses. Revenues in the first nine months of 2014 included \$2.0 million of royalty revenue from Shionogi and Green Cross associated with sales of peramivir in Japan and Korea, \$5.3 million of reimbursement of collaborative expenses from NIAID/HHS and BARDA/HHS related to the development of BCX4430 and peramivir and \$0.9 million associated with collaborative revenue amortization from other corporate partnerships. Revenues in the first nine months of 2013 included \$2.0 million of royalty revenue from Shionogi and Green Cross associated with sales of peramivir in Japan and Korea, \$3.8 million of reimbursement of collaborative expenses from BARDA/HHS related to the development of peramivir and \$0.9 million associated with collaborative revenue amortization from other corporate partnerships.

R&D expenses increased to \$33.3 million for the nine months of 2014 from \$26.5 million in the same nine months of the prior year. The increase in 2014 expenses was primarily due to increased R&D expenses associated with the advancement of our HAE compounds and BCX4430 program as well as a stock option compensation charge associated with our positive OPuS-1 results and performance-based option grants, partially offset by a \$5.0 million non-cash write-off of deferred collaboration costs that occurred in 2013 and by decreased expenditures for peramivir development.

The following table summarizes our R&D expenses for the periods indicated (amounts are in thousands).

|   | Three Months  |         | Nine Months   |          |
|---|---------------|---------|---------------|----------|
|   | Ended         |         | Ended         |          |
|   | September 30, |         | September 30, |          |
|   | 2014          | 2013    | 2014          | 2013     |
| R&D expenses by program:                          |               |         |               |          |
| BCX4161   | \$4,822       | \$4,185 | \$13,634      | \$10,410 |
| BCX4430   | 3,204         | 583     | 6,877         | 3,039    |
| 2nd generation HAE compounds                      | 3,530         | -       | 7,450         | -        |
| Peramivir   | 608           | 2,156   | 1,970         | 4,437    |
| Ulodesine   | 10            | 154     | 15            | 5,721    |
| BCX5191   | -             | -       | -             | 473      |
| Other research, preclinical and development costs | 862           | 657     | 3,340         | 2,397    |
| Total R&D expenses                                | \$13,036      | \$7,735 | \$33,286      | \$26,477 |

General and administrative expenses increased to \$5.4 million for the first nine months of 2014 compared to \$4.6 million in the same period of the prior year. The increase of \$0.8 million was primarily due to additional administrative costs associated with unrestricted grants awarded to the U.S. and International HAE societies and to costs incurred in order to make peramivir available during the 2014-15 U.S. influenza season if the drug candidate receives regulatory approval from the FDA.

Interest expense related to the non-recourse notes issued in conjunction with the non-dilutive peramivir royalty monetization transaction in March 2011 was \$3.7 million for the first nine months of 2014 compared to \$3.5 million in the same period in 2013. In addition, a mark-to-market gain of \$0.7 million was recognized in the first nine months of 2014 related to our foreign currency hedge, established in conjunction with the royalty monetization, compared to a mark-to-market gain of \$3.2 million in the same period in 2013, both resulting from changes in the U.S. dollar/Japanese yen exchange rate in the related time periods.

## Liquidity and Capital Resources

Cash expenditures have exceeded revenues since our inception and we expect our 2014 operating expenses to exceed our 2014 revenues. Our operations have principally been funded through public offerings and private placements of equity securities; cash from collaborative and other research and development agreements, including government contracts; and to a lesser extent, the PhaRMA Notes financing. In August 2013, we raised \$18.5 million in net proceeds derived from the sale of 4.6 million shares of common stock at \$4.40 per share in a public offering. In addition, in June 2014, we raised \$106.6 million in net proceeds derived from the sale of 11.5 million shares of common stock at \$10.00 per share in a public offering. In September 2013, NIAID/HHS awarded us a \$22.0 million contract (that has been increased in value to \$28.7 million if all options are exercised) for the development of BCX4430 as a treatment for Marburg virus disease and Ebola virus disease. The total amount of funding awarded under the contract to date is \$22.3 million. In addition to the above, we have received funding from other sources, including other collaborative and other research and development agreements; government grants; equipment lease financing; facility leases; research grants; and interest income on our investments.

As of September 30, 2014, we had net working capital of \$85.3 million, an increase of approximately \$58.4 million from \$26.9 million at December 31, 2013. The increase in working capital was principally due to \$106.6 million of proceeds from our June 2014 public offering and \$4.6 million of proceeds from the exercise of stock options, partially offset by our normal operating expenses associated with the development of our product candidates and the reclassification of the PhaRMA Notes to current liabilities. Our principal sources of liquidity at September 30, 2014 were approximately \$121.3 million in cash and cash equivalents, approximately \$6.3 million in investments considered available-for-sale, and approximately \$3.2 million in BARDA/HHS and NIAID/HHS receivables. The RAPIACTA royalty stream from Shionogi, our partner in Japan, was insufficient to pay the accrued interest in arrears on our non-recourse PhaRMA Notes by the September 1, 2014 Payment Date. As a result, an event of default with respect to the PhaRMA Notes occurred. Accordingly, we have classified the PhaRMA Notes and related accrued interest as current liabilities on our balance sheet. Due to the non-recourse nature of the PhaRMA Notes, in the event of any potential acceleration or foreclosure, the Company believes the primary impact to us would be the loss of future royalty payments from Shionogi and legal costs associated with retiring the PhaRMA Notes. In addition, we may incur costs associated with liquidating the related Currency Hedge Agreement, which would no longer be required in the event of a foreclosure or if the PhaRMA Notes cease to be outstanding. As the PhaRMA Notes are obligations Royalty Sub, we do not currently expect that an event of default on the PhaRMA Notes will have a significant impact on our future results of operations or cash flows.

We anticipate our cash and investments will fund our operations into 2016.

We intend to contain costs and minimize cash flow requirements by closely managing our third party costs and headcount, leasing scientific equipment and facilities, contracting with other parties to conduct certain research and development projects and using consultants. We expect to incur additional expenses, potentially resulting in significant losses, as we continue to pursue our research and development activities, primarily related to our clinical trial activity. We may incur additional expenses related to the filing, prosecution, maintenance, defense and enforcement of patent and other intellectual property claims and additional regulatory costs as our clinical programs advance through later stages of development. The objective of our investment policy is to ensure the safety and preservation of invested funds, as well as maintaining liquidity sufficient to meet cash flow requirements. We place our excess cash with high credit quality financial institutions, commercial companies, and government agencies in order to limit the amount of our credit exposure. We have not realized any significant losses on our investments.

We plan to finance our needs principally from the following:

- lease or loan financing and future public or private equity financing;
- our existing capital resources and interest earned on that capital;
- payments under our contract with NIAID/HHS;
- commercial and government sales of our product candidates, if any, if they receive regulatory approval;
- payments under collaborative and licensing agreements with corporate partners.

As our programs continue to advance, our costs will increase. Our current and planned clinical trials, plus the related development, manufacturing, regulatory approval process requirements and additional personnel resources and testing required for the continuing development of our product candidates, will consume significant capital resources and will increase our expenses. Our expenses, revenues and cash utilization rate could vary significantly depending on many factors, including our ability to raise additional capital, the development progress of our collaborative agreements for our product candidates, the amount and timing of funding we receive from NIAID/HHS for BCX4430, the amount of funding or assistance, if any, we receive from other governmental agencies or other new partnerships with third parties for the development of our product candidates, the progress and results of our current and proposed clinical trials for our most advanced product candidates, the progress made in the manufacturing of our lead product candidates and the progression of our other programs.

With the funds available at September 30, 2014, we expect these resources will be sufficient to fund our operations beyond 2015. Our future liquidity needs, and ability to address those needs, will largely be determined by the success of our product candidates and key development and regulatory events in the future. In order to continue our operations beyond 2016, we will need to: (1) successfully secure or increase U.S. Government funding of our programs; (2) out-license rights to certain of our product candidates, pursuant to which the we would receive cash milestones; (3) raise additional capital through equity or debt financings or from other sources; (4) obtain product candidate regulatory approvals, which would generate revenue and cash flow; (5) reduce spending on one or more research and development programs; and/or (6) restructure operations. Additionally, we retain the ability to offer for sale approximately \$10 million of securities, including common stock, preferred stock, debt securities, depositary shares and warrants from an effective shelf registration statement, which we filed with the SEC on November 6, 2013.

Our long-term capital requirements and the adequacy of our available funds will depend upon many factors, including:

- our ability to perform under our government contracts and receive reimbursement;
- the magnitude of work under our government contracts;
- the progress and magnitude of our research, drug discovery and development programs;
- changes in existing collaborative relationships or government contracts;
- our ability to establish additional collaborative relationships with academic institutions, biotechnology or pharmaceutical companies and governmental agencies or other third parties;
- the extent to which our partners, including governmental agencies, will share in the costs associated with the development of our programs or run the development programs themselves;
- our ability to negotiate favorable development and marketing strategic alliances for certain product candidates or a decision to build or expand internal development and commercial capabilities;
- successful commercialization of marketed products by either us or a partner;
- the scope and results of preclinical studies and clinical trials to identify and develop product candidates;



- our ability to engage sites and enroll subjects in our clinical trials;
- the scope of manufacturing of our product candidates to support our preclinical research and clinical trials;
- increases in personnel and related costs to support the development of our product candidates;
- the scope of manufacturing of our drug substance and drug products required for future NDA filings;
- competitive and technological advances;
- the time and costs involved in obtaining regulatory approvals; and
- the costs involved in all aspects of intellectual property strategy and protection including the costs involved in preparing, filing, prosecuting, maintaining, defending and enforcing patent claims.

We expect that we will be required to raise additional capital to complete the development and commercialization of our current product candidates and we may seek to raise capital in the future. Additional funding, whether through additional sales of equity or debt securities, collaborative or other arrangements with corporate partners or from other sources, including governmental agencies in general and existing government contracts specifically, may not be available when needed or on terms acceptable to us. The issuance of preferred or common stock or convertible securities, with terms and prices significantly more favorable than those of the currently outstanding common stock, could have the effect of diluting or adversely affecting the holdings or rights of our existing stockholders. In addition, collaborative arrangements may require us to transfer certain material rights to such corporate partners. Insufficient funds may require us to delay, scale back or eliminate certain of our research and development programs. Our future working capital requirements, including the need for additional working capital, will be largely determined by the advancement of our portfolio of product candidates as well as the rate of reimbursement by U.S. Government agencies of BCX4430 expenses and any future decisions regarding the future of the peramivir and BCX4430 programs. More specifically, our working capital requirements will be dependent on the number, magnitude, scope and timing of our development programs; regulatory approval of our product candidates; obtaining funding from collaborative partners; the cost, timing and outcome of regulatory reviews, regulatory investigations, and changes in regulatory requirements; the costs of obtaining patent protection for our product candidates; the timing and terms of business development activities; the rate of technological advances relevant to our operations; the efficiency of manufacturing processes developed on our behalf by third parties; and the level of required administrative support for our daily operations.

#### **Financial Outlook for 2014**

Based upon current trends, assumptions and our development plans, we expect our 2014 operating cash usage to be in the lower end of our previously guided range of \$35 to \$43 million, and expect our total 2014 operating expenses to be within the range of \$48 to \$59 million. Our operating expense range excludes stock-based compensation expense due to the difficulty in accurately projecting this expense, as it is significantly impacted by the volatility and price of the Company's stock, as well as the vesting of the Company's outstanding performance-based stock options. Our operating cash forecast excludes any impact of our royalty monetization, hedge collateral posted or returned, sale of stock in the marketplace, and any other non-routine cash outflows or inflows. Our ability to remain within our operating expense and operating cash target ranges is subject to multiple factors, including unanticipated or additional general development and administrative costs and other factors described under the Risk Factors located elsewhere in this report.

#### **Off-Balance Sheet Arrangements**

As of September 30, 2014, we do not have any unconsolidated entities or off-balance sheet arrangements.

#### **Critical Accounting Policies**

We have established various accounting policies that govern the application of U.S. GAAP, which were utilized in the preparation of our consolidated financial statements. Certain accounting policies involve significant judgments and assumptions by management that have a material impact on the carrying value of certain assets and liabilities. Management considers such accounting policies to be critical accounting policies. The judgments and assumptions used by management are based on historical experience and other factors, which are believed to be reasonable under the circumstances. Because of the nature of the judgments and assumptions made by management, actual results could differ from these judgments and estimates, which could have a material impact on the carrying values of assets and liabilities and the results of operations.

While our significant accounting policies are more fully described in Note 1 to our consolidated financial statements included in our 2013 Annual Report on Form 10-K for the year ended December 31, 2013, we believe that the following accounting policies are 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 financial statements.

### *Accrued Expenses*

We enter into contractual agreements with third-party vendors who provide research and development, manufacturing, and other services in the ordinary course of business. Some of these contracts are subject to milestone-based invoicing and services are completed over an extended period of time. We record liabilities under these contractual commitments when an obligation has been incurred. This accrual process involves reviewing open contracts and purchase orders, communicating with our applicable personnel to identify services that have been performed and estimating the level of service performed and the associated cost when we have not yet been invoiced or otherwise notified of actual cost. The majority of our service providers invoice us monthly in arrears for services performed. We make estimates of our accrued expenses as of each balance sheet date based on the facts and circumstances known to us. We periodically confirm the accuracy of our estimates with the service providers and make adjustments if necessary. Examples of estimated accrued expenses include:

- fees paid to CROs in connection with preclinical and toxicology studies and clinical trials;
- fees paid to investigative sites in connection with clinical trials;
- fees paid to CMOs in connection with the production of our raw materials, drug substance and drug products; and
- professional fees.

We base our expenses related to clinical trials on our estimates of the services received and efforts expended pursuant to contracts with multiple research institutions and CROs that conduct and manage clinical trials 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. Payments under some of these contracts depend on factors such as the successful enrollment of patients and the completion of clinical trial milestones. In accruing service fees, we estimate the time period over which services will be performed and the level of effort expended in each period. If the actual timing of the performance of services or the level of effort varies from our estimate, we will 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 these costs, our actual expenses could differ from our estimates.

### ***Revenue Recognition***

We recognize revenues from collaborative and other research and development arrangements and product sales. Revenue is realized or realizable and earned when all of the following criteria are met: (i) persuasive evidence of an arrangement exists; (ii) delivery has occurred or services have been rendered; (iii) the seller's price to the buyer is fixed or determinable; and (iv) collectability is reasonably assured.

### ***Collaborative and Other Research and Development Arrangements and Royalties***

Revenue from license fees, royalty payments, event payments, and research and development fees are recognized as revenue when the earnings process is complete and we have no further continuing performance obligations or we have completed the performance obligations under the terms of the agreement. Fees received under licensing agreements that are related to future performance are deferred and recognized over an estimated period determined by management based on the terms of the agreement and the products licensed. In the event a license agreement contains multiple deliverables, we evaluate whether the deliverables are separate or combined units of accounting. Revisions to revenue or profit estimates as a result of changes in the estimated revenue period are recognized prospectively.

Under certain of our license agreements, we receive royalty payments based upon our licensees' net sales of covered products. We recognize royalty revenues when we can reliably estimate such amounts and collectability is reasonably assured. Royalty revenue paid by Shionogi on their product sales is subject to returns.

Reimbursements received for direct out-of-pocket expenses related to research and development costs are recorded as revenue in the Consolidated Statements of Comprehensive Loss rather than as a reduction in expenses. Milestone payments are recognized as revenue upon the achievement of specified events if (1) the milestone is substantive in nature and the achievement of the event was not reasonably assured at the inception of the agreement and (2) the fees are non-refundable and non-creditable. Any milestone payments received prior to satisfying these criteria are recorded as deferred revenue. Under the Company's contracts with the U.S. Department of Health and Human Services, specifically with the Biomedical Advanced Research and Development Authority ("BARDA/HHS"), and the National Institute of Allergy and Infectious Diseases ("NIAID/HHS"), revenue is recognized as reimbursable direct and indirect costs are incurred. The Company's advanced development contract with BARDA/HHS for the development of peramivir expired on June 30, 2014 according to its terms.

### *Product Sales*

Product sales are recognized net of estimated allowances, discounts, sales returns, chargebacks and rebates.

### *Research and Development Expenses*

Our research and development costs are charged to expense when incurred. Advance payments for goods or services that will be used or rendered for future research and development activities are deferred and capitalized. Such amounts are recognized as expense when the related goods are delivered or the related services are performed. Research and development expenses include, among other items, personnel costs, including salaries and benefits, manufacturing costs, clinical, regulatory, and toxicology services performed by CROs, materials and supplies, and overhead allocations consisting of various administrative and facilities related costs. Most of our manufacturing and clinical and preclinical studies are performed by third-party CROs and CMOs. Costs for services performed by CROs and CMOs are accrued by us over the service periods specified in the contracts and estimates are adjusted, if required, based upon our on-going review of the level of services actually performed.

Additionally, we have license agreements with third parties, such as AECOM, IRL, and UAB, which require fees related to sublicense agreements or maintenance fees. We expense sublicense payments as incurred unless they are related to revenues that have been deferred, in which case the expenses are deferred and recognized over the related revenue recognition period. We expense maintenance payments as incurred.

At September 30, 2014, we had deferred collaboration expenses of approximately \$0.3 million. These deferred expenses were sub-license payments, paid to our academic partners upon receipt of consideration from various commercial partners, and other consideration to our academic partners for modification to existing license agreements. These deferred expenses would not have been incurred without receipt of such payments or modifications from our commercial partners and are being expensed in proportion to the related revenue being recognized. We believe that this accounting treatment appropriately matches expenses with the associated revenue.

We group our R&D expenses into two major categories: direct expenses and indirect expenses. Direct expenses consist of compensation for R&D personnel and costs of outside parties to conduct laboratory studies, develop manufacturing processes and manufacture the product candidate, conduct and manage clinical trials, as well as other costs related to our clinical and preclinical studies. These costs are accumulated and tracked by program. Indirect expenses consist of lab supplies and services, facility expenses, depreciation of development equipment and other overhead of our research and development efforts. These costs apply to work on our clinical and preclinical candidates as well as our discovery research efforts.

### ***Stock-Based Compensation***

All share-based payments, including grants of stock option awards and restricted stock unit awards, are recognized in our Consolidated Statements of Comprehensive Loss based on their fair values. Stock-based compensation cost is estimated at the grant date based on the fair value of the award and is recognized as expense on a straight-line basis over the requisite service period of the award. Determining the appropriate fair value model and the related assumptions for the model requires judgment, including estimating the life of an award, the stock price volatility, and the expected term. We utilize the Black-Scholes option-pricing model to value our awards and recognize compensation expense on a straight-line basis over the vesting periods. The estimation of share-based payment awards that will ultimately vest requires judgment, and to the extent actual results or updated estimates differ from our current estimates, such amounts will be recorded as a cumulative adjustment in the period estimates are revised. In addition, we have outstanding performance-based stock options for which no compensation expense is recognized until achievement of the performance condition has been determined to have occurred. At the time of vesting, compensation expense will be recognized. Significant management judgment is also required in determining estimates of future stock price volatility and forfeitures to be used in the valuation of the options. Actual results, and future changes in estimates, may differ substantially from our current estimates.

### ***Foreign Currency Hedge***

In connection with our issuance of the PhaRMA Notes, we entered into a foreign Currency Hedge Agreement to hedge certain risks associated with changes in the value of the Japanese yen relative to the U.S. dollar. Under the Currency Hedge Agreement, we have the right to purchase dollars and sell yen at a rate of 100 yen per dollar for which we may be required to pay a premium in each year from 2014 through 2020, provided the Currency Hedge Agreement remains in effect. A payment of \$2.0 million will be required if, on May 18 of the relevant year, the U.S. dollar is worth 100 yen or less as determined in accordance with the Currency Hedge Agreement. In conjunction with establishing the Currency Hedge Agreement, we will be required to post collateral to the counterparty, which may cause us to experience additional quarterly volatility in our financial results. We will not be required at any time to post collateral exceeding the maximum premium payments remaining payable under the Currency Hedge Agreements. In establishing the hedge, we provided initial funds of approximately \$2.0 million to support our potential hedge obligations. The maximum amount of hedge collateral we may be required to post is \$11.7 million. We are required to maintain a foreign currency hedge at 100 yen per dollar under the agreements governing the PhaRMA Notes.

The Currency Hedge Agreement does not qualify for hedge accounting treatment and therefore mark-to-market adjustments will be recognized in our Consolidated Statements of Comprehensive Loss. Cumulative mark-to-market adjustments for the nine months ended September 30, 2014 resulted in a \$0.7 million gain. Mark-to-market adjustments are determined by quoted prices in markets that are not actively traded and for which significant inputs are observable directly or indirectly, representing the Level 2 in the fair value hierarchy as defined by U.S. GAAP. The Company is also required to post collateral in connection with the mark-to-market adjustments based on defined thresholds. As of September 30, 2014, no collateral was posted under the agreement.

## ***Tax***

We account for uncertain tax positions in accordance with U.S. GAAP. Significant management judgment is required in determining our provision for income taxes, deferred tax assets and liabilities and any valuation allowance recorded against net deferred tax assets. We have recorded a valuation allowance against all potential tax assets, due to uncertainties in our ability to utilize deferred tax assets, primarily consisting of certain net operating losses carried forward, before they expire. The valuation allowance is based on estimates of taxable income in each of the jurisdictions in which we operate and the period over which our deferred tax assets will be recoverable.

## **Information Regarding Forward-Looking Statements**

This filing contains forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended, which are subject to the “safe harbor” created in Section 21E. All statements other than statements of historical facts contained in this filing are forward-looking statements. These forward-looking statements can generally be identified by the use of words such as “may,” “will,” “intends,” “plans,” “believes,” “anticipates,” “expects,” “estimates,” “predicts,” “potential,” the negative of these words or similar expressions. Statements that describe our future plans, strategies, intentions, expectations, objectives, goals or prospects are also forward-looking statements. Discussions containing these forward-looking statements are principally contained in “Business,” “Risk Factors” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” as well as any amendments we make to those sections in filings with the SEC. These forward-looking statements include, but are not limited to, statements about:

- the initiation, timing, progress and results of our preclinical testing, clinical trials, and other research and development efforts, including the OPuS-2 clinical trial and other planned trials and development for BXC4161 or any other HAE compounds;
- the potential funding from our contract with NIAID/HHS for the development of BCX4430;
- the FDA approval of peramivir;
- peramivir approval and/or supply, which could be limited or delayed due to regulatory issues at our CMO;
- the potential for a stockpiling order or profit from any order of peramivir;
- the potential use of peramivir as a treatment for H1N1, H5N1, and H7N9 or other strains of influenza;
- the further preclinical or clinical development and commercialization of our product candidates, including our HAE programs, as well as peramivir, BCX4430, and small molecule drug discovery programs;
- the implementation of our business model, strategic plans for our business, product candidates and technology;
- our ability to establish and maintain collaborations or licenses related to our drug candidates;



- plans, programs, progress and potential success of our collaborations, including Mundipharma for forodesine and Shionogi and Green Cross for peramivir in their territories;
- Royalty Sub's ability to service its payment obligations in respect of the PhaRMA Notes, and our ability to benefit from our equity interest in Royalty Sub;
- the expected effect on us of the event of default with respect to the PhaRMA Notes by Royalty Sub;
- the foreign currency hedge agreement entered into by us in connection with the issuance by Royalty Sub of the PhaRMA Notes;
- the scope of protection we are able to establish and maintain for intellectual property rights covering our product candidates and technology;
- our ability to operate our business without infringing the intellectual property rights of others;
- estimates of our expenses, revenues, capital requirements and our needs for additional financing, including our financial outlook for the remainder of 2014;

- the timing or likelihood of regulatory filings and approvals;
- our ability to raise additional capital to fund our operations;
- our financial performance; and
- competitive companies, technologies and our industry.

These statements relate to future events or to our future financial performance and involve known and unknown risks, uncertainties and other important factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by these forward-looking statements. Factors that may cause actual results to differ materially from current expectations include, among other things, those listed under “Risk Factors.” Any forward-looking statement reflects our current views with respect to future events and is subject to these and other risks, uncertainties and assumptions relating to our operations, results of operations, industry and future growth. Except as required by law, we assume no obligation to update or revise these forward-looking statements for any reason, even if new information becomes available in the future.

### **Item 3. Quantitative and Qualitative Disclosures about Market Risk**

#### *Interest Rate Risk*

We are subject to interest rate risk on our investment portfolio and borrowings under our Pharma Notes.

We invest in marketable securities in accordance with our investment policy. The primary objectives of our investment policy are to preserve capital, maintain proper liquidity to meet operating needs and maximize yields. Our investment policy specifies credit quality standards for our investments and limits the amount of credit exposure to any single issue, issuer or type of investment. We place our excess cash with high credit quality financial institutions, commercial companies, and government agencies in order to limit the amount of credit exposure. Some of the securities we invest in may have market risk. This means that a change in prevailing interest rates may cause the principal amount of the investment to fluctuate.

Our investment exposure to market risk for changes in interest rates relates to the increase or decrease in the amount of interest income we can earn on our portfolio, changes in the market value due to changes in interest rates and other market factors as well as the increase or decrease in any realized gains and losses. Our investment portfolio includes only marketable securities and instruments with active secondary or resale markets to help ensure portfolio liquidity. A hypothetical 100 basis point drop in interest rates along the entire interest rate yield curve would not significantly affect the fair value of our interest sensitive financial instruments. We generally have the ability to hold our fixed-income investments to maturity and therefore do not expect that our operating results, financial position or cash

flows will be materially impacted due to a sudden change in interest rates. However, our future investment income may fall short of expectations due to changes in interest rates, or we may suffer losses in principal if forced to sell securities which have declined in market value due to changes in interest rates or other factors, such as changes in credit risk related to the securities' issuers. To minimize this risk, we schedule our investments to have maturities that coincide with our expected cash flow needs, thus avoiding the need to redeem an investment prior to its maturity date. Accordingly, we do not believe that we have material exposure to interest rate risk arising from our investments. Generally, our investments are not collateralized. We have not realized any significant losses from our investments.

We do not use interest rate derivative instruments to manage exposure to interest rate changes. We ensure the safety and preservation of invested principal funds by limiting default risk, market risk and reinvestment risk. We reduce default risk by investing in investment grade securities.

#### *Foreign Currency Risk*

In connection with the issuance by Royalty Sub of the PhaRMA Notes, we entered into a Currency Hedge Agreement to hedge certain risks associated with changes in the value of the Japanese yen relative to the U.S. dollar. Under the Currency Hedge Agreement, we are required to post collateral based on our potential obligations under the Currency Hedge Agreement as determined by periodic mark to market adjustments. Provided the Currency Hedge Agreement remains in effect, we may be required to pay a premium in the amount of \$2.0 million in each year from May 2015 through May 2020. Such payment will be required if, in May of the relevant year, the spot rate of exchange for Japanese yen-U.S. dollars (determined in accordance with the Currency Hedge Agreement) is such that the U.S. dollar is worth 100 yen or less.

#### **Item 4. Controls and Procedures**

We maintain a set of disclosure controls and procedures that are designed to ensure that information relating to BioCryst Pharmaceuticals, Inc. required to be disclosed in our periodic filings under the Exchange Act is recorded, processed, summarized and reported in a timely manner under the Exchange Act. We carried out an evaluation, under the supervision and with the participation of management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures. Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that, as of September 30, 2014, the Company's disclosure controls and procedures are effective to ensure that information required to be disclosed by the Company in the reports filed or submitted by it under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and include controls and procedures designed to ensure that information required to be disclosed by the Company in such reports is accumulated and communicated to the Company's management, including the Chief Executive Officer and Chief Financial Officer of the Company, as appropriate to allow timely decisions regarding required disclosure.

There have been no changes in our internal control over financial reporting that occurred during the quarter ended September 30, 2014 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

## **PART II. OTHER INFORMATION**

### **ITEM 1A. RISK FACTORS**

*An investment in our stock involves risks. You should carefully read this entire report and consider the following uncertainties and risks, which may adversely affect our business, financial condition or results of operations, along with all of the other information included in our other filings with the Securities and Exchange Commission, before deciding to buy our common stock.*

#### **Risks Relating to Our Business**

*We have incurred losses since our inception, expect to continue to incur such losses, and may never be profitable.*

Since our inception, we have not achieved profitability. We expect to incur additional losses for the foreseeable future, and our losses could increase as our research and development efforts progress. We expect that such losses will

fluctuate from quarter to quarter and losses and fluctuations may be substantial.

To become profitable, we, or our collaborative partners, must successfully manufacture and develop product candidates, receive regulatory approval, and successfully commercialize and/or enter into profitable agreements with other parties. It could be several years, if ever, before we receive significant royalties from any current or future license agreements or revenues directly from product sales.

Because of the numerous risks and uncertainties associated with developing our product candidates and their potential for commercialization, we are unable to predict the extent of any future losses. Even if we do achieve profitability, we may not be able to sustain or increase profitability on a quarterly or annual basis. If we are unable to achieve and sustain profitability, the market value of our common stock will likely decline.

***Our success depends upon our ability to advance our products through the various stages of development, especially through the clinical trial process.***

To receive the regulatory approvals necessary for the sale of our product candidates, we or our partners must demonstrate through preclinical studies and clinical trials that each product candidate is safe and effective. The development process is complex and uncertain. Because of the cost and duration of clinical trials, we may decide to discontinue development of product candidates that are unlikely to show good results in the clinical trials, unlikely to help advance a product to the point of a meaningful collaboration, or unlikely to have a reasonable commercial potential. We may suffer significant setbacks in pivotal pre-clinical studies and clinical trials (e.g. BCX4430 and BCX4161), even after earlier clinical trials show promising results. Clinical trials may not be adequately designed or executed, which could affect the potential outcome and analysis of study results. Any of our product candidates may produce undesirable side effects in humans. These side effects could cause us or regulatory authorities to interrupt, delay or halt clinical trials of a product candidate. These side effects could also result in the FDA or foreign regulatory authorities refusing to approve the product candidate for any targeted indications. We, our partners, the FDA or foreign regulatory authorities may suspend or terminate clinical trials at any time if we or they believe the trial participants face unacceptable health risks. Clinical trials may fail to demonstrate that our product candidates are safe or effective and have acceptable commercial viability. Regulatory authorities may interrupt, delay or halt clinical trials for a product candidate for any number of reasons.

Our ability to successfully complete clinical trials is dependent upon many factors, including but not limited to:

- our ability to find suitable clinical sites and investigators to enroll patients;
- the availability of and willingness of patients to participate in our clinical trials;
- difficulty in maintaining contact with patients to provide complete data after treatment;
- our product candidates may not prove to be either safe or effective;
- clinical protocols or study procedures may not be adequately designed or followed by the investigators;
- manufacturing or quality control problems could affect the supply of drug product for our trials; and
- delays or changes in requirements by governmental agencies.

Clinical trials are lengthy and expensive. We or our partners incur substantial expense for, and devote significant time to, preclinical testing and clinical trials, yet we cannot be certain that the tests and trials will ever result in the commercial sale of a product. For example, clinical trials require adequate supplies of drug and sufficient patient enrollment. Lack of adequate drug supply or delays in patient enrollment, including in our planned clinical trials for HAE, can result in increased costs and longer development times. Even if we or our partners successfully complete clinical trials for our product candidates, we or our partners might not file the required regulatory submissions in a timely manner and may not receive regulatory approval for the product candidate, including with respect to our NDA filing for peramivir.

***Our clinical trials may not adequately show that our drugs are safe or effective.***

Progression of our drug products through the clinical development process is dependent upon our trials indicating our drugs have adequate safety and efficacy in the patients being treated by achieving pre-determined safety and efficacy endpoints according to the trial protocols. Failure to achieve either of these in any of our programs, including BCX4161, could result in delays in our trials or require the performance of additional unplanned trials. This could result in delays in the development of our product candidates and could result in significant unexpected costs or the termination of programs.

***If we fail to reach milestones or to make annual minimum payments or otherwise breach our obligations under our license agreements, our licensors may terminate our agreements with them and seek additional remedies.***

If we are unable or fail to meet payment obligations, performance milestones relating to the timing of regulatory filings, or development and commercial diligence obligations, are unable or fail to make milestone payments or

material data use payments in accordance with applicable provisions, or fail to pay the minimum annual payments under our respective licenses, our licensors may terminate the applicable license or seek other available remedies. As a result, our development of the respective product candidate or commercialization of the product would cease.

***If we fail to obtain additional financing or acceptable partnership arrangements, we may be unable to complete the development and commercialization of our product candidates or continue operations.***

As our programs advance, our costs are likely to increase. Our current and planned pre-clinical and clinical trials plus the related development, manufacturing, regulatory approval process requirements, and additional personnel resources and testing required for supporting the development of our product candidates will consume significant capital resources. Our expenses, revenues and cash utilization rate could vary significantly depending on many factors, including: our ability to raise additional capital; the development progress of our collaborative agreements for our product candidates; the amount of funding we receive from NIAID/HHS or other government agencies for BCX4430 or from other new partnerships with third parties for the development of our product candidates, including ulodesine or BCX4161; the amount or profitability of any orders for peramivir or BCX4430 by any government agency or other party; the progress and results of our current and proposed clinical trials for our most advanced drug product candidates, including BCX4161; the progress made in the manufacturing of our lead products and the progression of our other programs. We expect that we will be required to enter into one or more acceptable partnership arrangements in order to complete the development of ulodesine for the treatment of gout.

We expect that we will be required to raise additional capital to complete the development and commercialization of our current product candidates and we may seek to raise capital at any time. Additional funding, whether through additional sales of securities or collaborative or other arrangements with corporate partners or from other sources, including governmental agencies in general and from any BARDA/HHS or NIAID/HHS contract specifically, may not be available when needed or on terms acceptable to us. The issuance of preferred or common stock or convertible securities, with terms and prices significantly more favorable than those of the currently outstanding common stock, could have the effect of diluting or adversely affecting the holdings or rights of our existing stockholders. In addition, collaborative arrangements may require us to transfer certain material rights to such corporate partners. Insufficient funds or lack of an acceptable partnership may require us to delay, scale-back or eliminate certain of our research and development programs.

In order to continue future operations and continue our drug development programs, we will be required to raise additional capital. In addition to seeking strategic partnerships, transactions and government funding, we may decide to access the equity or debt markets or seek other sources to meet liquidity needs. Our ability to raise additional capital may be limited and may greatly depend upon the success of ongoing development related to our current drug development programs, including the NDA filing for peramivir, the progress of the BCX4161 OPuS-2 formulation, the progress, timeline and ultimate outcome of the OPuS-2 clinical trial of BCX4161, progress of our second generation HAE compounds, and funding for and continued successful development of BCX4430. In addition, constriction and volatility in the equity and debt markets may restrict our future flexibility to raise capital when such needs arise. Furthermore, we have exposure to many different industries, financing partners and counterparties, including commercial banks, investment banks and partners (which include investors, licensing partners, and the U.S. Government) which may be unstable or may become unstable in the current economic and political environment. Any such instability may impact these parties' ability to fulfill contractual obligations to us or they might limit or place burdensome conditions upon future transactions with us. Also, it is possible that suppliers may be negatively impacted. Any such unfavorable outcomes in our current programs or unfavorable economic conditions could place severe downward pressure on the stock and credit markets, which could reduce the return available on invested corporate cash, which if severe and sustained could have a material and adverse impact on our results of operations and cash flows and limit our ability to continue development of our product candidates.

***If NIAID/HHS was to eliminate, reduce or delay funding from our contracts, this would have a significant negative impact on our revenues and cash flows.***

Our projections of revenues and incoming cash flows are substantially dependent upon NIAID/HHS reimbursement for the costs related to our BCX4430 program. If NIAID/HHS was to eliminate, reduce or delay the funding for these programs or disallow some of our incurred costs, we would have to obtain additional funding for continued development or regulatory registration for these product candidates or significantly reduce or stop the development effort.

Further, BARDA/HHS and NIAID/HHS may challenge actions that we have taken or may take under our contracts with them, which could negatively impact our operating results and cash flows.



In contracting with BARDA/HHS and NIAID/HHS, we are subject to various U.S. Government contract requirements, including general clauses for a cost-reimbursement research and development contract, which may limit our reimbursement or if we are found to be in violation could result in contract termination. U.S. Government contracts typically contain extraordinary provisions that would not typically be found in commercial contracts. For instance, government contracts permit unilateral modification by the government, interpretation of relevant regulations (i.e., federal acquisition regulation clauses), and the ability to terminate without cause. In addition, U.S. Government contracts are subject to an in-process review, where the U.S. Government will review the project and its options under the contract. As such, we may be at a disadvantage as compared to other commercial contracts. U.S. Government contracts are subject to audit and modification by the government at its sole discretion. If the U.S. Government terminates any of its contracts with us for its convenience, or if we default by failing to perform in accordance with the contract schedule and terms, significant negative impact on our cash flows and operations could result.

***Our government contracts with BARDA/HHS and NIAID/HHS have special contracting requirements, which create additional risks of reduction or loss of funding.***

We have recently completed work under a contract with BARDA/HHS for the advanced development of our neuraminidase inhibitor, peramivir. We also have entered into a contract with NIAID/HHS for the development of BCX4430 as a treatment for Marburg virus disease and Ebola virus disease. In contracting with these government agencies, we are subject to various U.S. Government contract requirements, including general clauses for a cost-reimbursement research and development contract, which may limit our reimbursement or, if we are found to be in violation, could result in contract termination. U.S. Government contracts typically contain extraordinary provisions that would not typically be found in commercial contracts. For instance, government contracts permit unilateral modification by the government, interpretation of relevant regulations (i.e., federal acquisition regulation clauses), and the ability to terminate without cause. In addition, U.S. Government contracts are subject to the in-process review described above. As such, we may be at a disadvantage as compared to competitors that do not rely on U.S. Government contracts.

U.S. Government contracts typically contain unfavorable termination provisions and are subject to audit and modification by the government at its sole discretion, each of which subjects us to additional risks. These risks include the ability of the U.S. Government to unilaterally:

• terminate or reduce the scope of our contract; and

• audit and object to our contract-related costs and fees, including allocated indirect costs.

The U.S. Government may terminate its contracts with us either for its convenience or if we default by failing to perform in accordance with the contract schedule and terms. Termination for convenience provisions generally enable us to recover only our costs incurred or committed, and settlement expenses and profit on the work completed prior to termination. Termination for default provisions do not permit these recoveries. In the event of termination or upon expiration of a contract, the U.S. Government may dispute wind down and termination costs and may question prior expenses under the contract and deny payment of those expenses. Should we choose to challenge the U.S. Government for denying certain payments under a contract, such a challenge could subject us to substantial additional expenses which we may or may not recover. Further, if the U.S. Government terminates its contracts with us for its convenience, or if we default by failing to perform in accordance with the contract schedule and terms, significant negative impact on our cash flows and operations could result.

As a U.S. Government contractor, we are required to comply with applicable laws, regulations and standards relating to our accounting practices and are subject to periodic audits and reviews. As part of any such audit or review, the U.S. Government may review the adequacy of, and our compliance with, our internal control systems and policies, including those relating to our purchasing, property, estimating, compensation and management information systems. Audits conducted by the U.S. Government for the BARDA/HHS contract have been performed and concluded through fiscal 2009; all subsequent fiscal years are still open and auditable. Based on the results of its audits, the U.S. Government may adjust our contract-related costs and fees, including allocated indirect costs. This adjustment could impact the amount of revenues reported on a historic basis and could impact our cash flows under the contracts prospectively. In addition, in the event BARDA/HHS or NIAID/HHS determines that certain costs and fees were unallowable or determines that the allocated indirect cost rate was higher than the actual indirect cost rate, BARDA/HHS or NIAID/HHS would be entitled to recoup any overpayment from us as a result. In addition, if an audit or review uncovers any improper or illegal activity, we may be subject to civil and criminal penalties and administrative sanctions, including termination of our contracts, forfeiture of profits, suspension of payments, fines and suspension or prohibition from doing business with the U.S. Government. We could also suffer serious harm to our reputation if allegations of impropriety were made against us. In addition, under U.S. Government purchasing regulations, some of our costs may not be reimbursable or allowed under our contracts. Further, as a U.S. Government contractor, we are subject to an increased risk of investigations, criminal prosecution, civil fraud, whistleblower lawsuits and other legal actions and liabilities as compared to private sector commercial companies.

***If we fail to successfully commercialize or establish collaborative relationships to commercialize certain of our product candidates or if any partner terminates or fails to perform its obligations under agreements with us, potential revenues from commercialization of our product candidates could be reduced, delayed or eliminated.***

Our business strategy is to increase the asset value of our product candidate portfolio. We believe this is best achieved by retaining full product rights or through collaborative arrangements with third parties as appropriate. As needed, potential third-party alliances could include preclinical development, clinical development, regulatory approval, marketing, sales and distribution of our product candidates.

Currently, we have established collaborative relationships with Mundipharma for the development and commercialization of forodesine and with each of Shionogi and Green Cross for the development and commercialization of peramivir. The process of establishing and implementing collaborative relationships is difficult, time-consuming and involves significant uncertainty, including:

- our partners may seek to renegotiate or terminate their relationships with us due to unsatisfactory clinical results, a change in business strategy, a change of control or other reasons;
- our contracts for collaborative arrangements may expire;
- our partners may choose to pursue alternative technologies, including those of our competitors;

- we may have disputes with a partner that could lead to litigation or arbitration;
- we do not have day to day control over the activities of our partners and have limited control over their decisions;  
our ability to generate future event payments and royalties from our partners depends upon their abilities to establish
- the safety and efficacy of our product candidates, obtain regulatory approvals and achieve market acceptance of products developed from our product candidates;
- we or our partners may fail to properly initiate, maintain or defend our intellectual property rights, where applicable,
- or a party may utilize our proprietary information in such a way as to invite litigation that could jeopardize or potentially invalidate our proprietary information or expose us to potential liability;
- our partners may not devote sufficient capital or resources towards our product candidates; and
- our partners may not comply with applicable government regulatory requirements.

If we or our partners fail to fulfill our responsibilities in a timely manner, or at all, our commercialization efforts related to that collaboration could be reduced, delayed or terminated, or it may be necessary for us to assume responsibility for activities that would otherwise have been the responsibility of our partner. If we are unable to establish and maintain collaborative relationships on acceptable terms, we may have to delay or discontinue further development of one or more of our product candidates, undertake commercialization activities at our own expense or find alternative sources of funding. Any delay in the development or commercialization of our product candidates would severely affect our business, because if our product candidates do not progress through the development process or reach the market in a timely manner, or at all, we may not receive additional future event payments and may never receive milestone, product sales or royalty payments.

***We have not commercialized any products or technologies and our future revenue generation is uncertain.***

We have not commercialized any products or technologies, and we may never be able to do so. We currently have no marketing capability and no direct or third-party sales or distribution capabilities and may be unable to establish these capabilities for products we plan to commercialize. In addition, our revenue from collaborative agreements is dependent upon the status of our preclinical and clinical programs. If we fail to advance these programs to the point of being able to enter into successful collaborations, we will not receive any future event or other collaborative payments.

Our ability to receive revenue from products we commercialize presents several risks, including:

- we or our collaborators may fail to successfully complete clinical trials sufficient to obtain FDA marketing approval;

- many competitors are more experienced and have significantly more resources, and their products could reach the market faster, be more cost effective or have a better efficacy or tolerability profile than our product candidates;
- we may fail to employ a comprehensive and effective intellectual property strategy, which could result in decreased commercial value of our Company and our products;
- we may fail to employ a comprehensive and effective regulatory strategy, which could result in a delay or failure in commercialization of our products;
- our ability to successfully commercialize our products is affected by the competitive landscape, which cannot be fully known at this time;
- reimbursement is constantly changing, which could greatly affect usage of our products; and
- any future revenue from product sales would depend on our ability to successfully complete clinical studies, obtain regulatory approvals, and manufacture, market and commercialize any approved drugs.

***If our development collaborations with third parties, such as our development partners and contract research organizations, fail, the development of our product candidates will be delayed or stopped.***

We rely heavily upon other parties for many important stages of our product candidate development, including but not limited to:

- discovery of compounds that cause or enable biological reactions necessary for the progression of the disease or disorder, called enzyme targets;
  - licensing or design of enzyme inhibitors for development as product candidates;
  - execution of some preclinical studies and late-stage development for our compounds and product candidates;
  - management of our clinical trials, including medical monitoring and data management;
  - execution of additional toxicology studies that may be required to obtain approval for our product candidates; and
- manufacturing the starting materials and drug substance required to formulate our drug products (including peramivir) and the product candidates to be used in our clinical trials, toxicology studies and any potential commercial product.

Our failure to engage in successful collaborations at any one of these stages would greatly impact our business. If we do not license enzyme targets or inhibitors from academic institutions or from other biotechnology companies on acceptable terms, our drug development efforts would suffer. Similarly, if the contract research organizations that conduct our initial or late-stage clinical trials, conduct our toxicology studies, manufacture our starting materials, drug substance and drug products or manage our regulatory function breached their obligations to us or perform their services inconsistent with industry standards and not in accordance with the required regulations, this would delay or prevent both the development of our product candidates and the availability of any potential commercial product.

If we lose our relationship with any one or more of these parties, we could experience a significant delay in both identifying another comparable provider and then contracting for its services. We may be unable to retain an alternative provider on reasonable terms, if at all. Even if we locate an alternative provider, it is likely that this provider may need additional time to respond to our needs and may not provide the same type or level of service as the original provider. In addition, any provider that we retain will be subject to applicable FDA current Good Laboratory Practices (“cGLP”), current Good Manufacturing Practices (“cGMP”) and current Good Clinical Practices (“cGCP”), and comparable foreign standards. We do not have control over compliance with these regulations by these providers. Consequently, if these practices and standards are not adhered to by these providers, the development and commercialization of our product candidates could be delayed, and our business, financial condition and results of operations could be materially adversely affected.

***Our development of peramivir for influenza is subject to all disclosed drug development and potential commercialization risks and numerous additional risks. Any potential revenue benefits to us are highly speculative.***

Further development and potential commercialization of peramivir is subject to all the risks and uncertainties disclosed in our other risk factors relating to drug development and commercialization. In addition, potential commercialization of peramivir is subject to further risks, including but not limited to the following:

- i.v. peramivir may not prove to be safe and sufficiently effective for market approval in the United States or other major markets;
- necessary government or other third party funding and clinical testing for further development of peramivir may not be available timely, at all, or in sufficient amounts;
- flu prevention or pandemic treatment concerns may not materialize at all, or in the near future;
- advances in flu vaccines or other antivirals, including competitive i.v. antivirals, could substantially replace potential demand for peramivir;
- any substantial demand for pandemic or seasonal flu treatments may occur before peramivir can be adequately developed and tested in clinical trials;
- peramivir may not prove to be accepted by patients and physicians as a treatment for seasonal influenza compared to the other currently marketed antiviral drugs, which would limit revenue from non-governmental entities;

- numerous large and well-established pharmaceutical and biotech companies will be competing to meet the market demand for flu drugs and vaccines;

the only major markets in which patents relating to peramivir have issued or been allowed are the United States, •Canada, Japan, Australia and many contracting and extension states of the European Union, while no patent applications or issued patents for peramivir exist in other potentially significant markets;

- regulatory authorities may not make needed accommodations to accelerate the drug testing and approval process for peramivir; and

in the next few years, it is expected that a limited number of governmental entities will be the primary potential •customers for peramivir and if we are not successful at marketing peramivir to these entities for any reason, we will not receive substantial revenues from stockpiling orders from these entities.

If any or all of these and other risk factors occur, we will not attain significant revenues or gross margins from peramivir and our stock price will be adversely affected.

***There are risks related to the potential emergency use or sale of peramivir.***

To the extent that peramivir is used as a treatment for influenza, there can be no assurance that it will prove to be generally safe, well-tolerated and effective. Emergency use of peramivir may create certain liabilities for us. There is no assurance that we or our manufacturers will be able to fully meet the demand for peramivir in the event of additional orders. Further, we may not achieve a favorable price for additional orders of peramivir in the United States or in any other country. Our competitors may develop products that could compete with or replace peramivir. We may face competition in markets where we have no existing intellectual property protection or are unable to successfully enforce our intellectual property rights.

There is no assurance that the non-U.S. partnerships that we have entered into for peramivir will result in any order for peramivir in those countries. There is no assurance that peramivir will be approved for emergency use or will achieve market approval in additional countries. In the event that any emergency use is granted, there is no assurance that any order by any non-U.S. partnership will be substantial or will be profitable to us. The sale of peramivir, emergency use or other use of peramivir in any country may create certain liabilities for us.

***Because we have limited manufacturing experience, we depend on third-party manufacturers to manufacture our product candidates and the materials for our product candidates. If we cannot rely on third-party manufacturers, we will be required to incur significant costs and potential delays in finding new third-party manufacturers.***

We have limited manufacturing experience and only a small scale manufacturing facility. We currently rely upon third-party manufacturers to manufacture the materials required for our product candidates and most of the preclinical



and clinical quantities of our product candidates. We depend on these third-party manufacturers to perform their obligations in a timely manner and in accordance with applicable governmental regulations. Our third-party manufacturers may encounter difficulties with meeting our requirements, especially for peramivir and BCX4161, including but not limited to problems involving:

- inconsistent production yields;
  - product liability claims;
  - difficulties in scaling production to commercial and validation sizes;
  - interruption of the delivery of materials required for the manufacturing process;
  - scheduling of plant time with other vendors or unexpected equipment failure;
  - potential catastrophes that could strike their facilities or have an effect on infrastructure;
  - potential impurities in our drug substance or drug products that could affect availability of product for our clinical trials or future commercialization;
  - poor quality control and assurance or inadequate process controls; and
- lack of compliance or cooperation with regulations and specifications or requests set forth by the FDA or other
- foreign regulatory agencies, particularly associated with our pending peramivir NDA and planned studies for BCX4161 and BCX4430.

For example, our drug product manufacturer for peramivir has been issued a Warning Letter and a Form 483 from the FDA, and the failure to adequately address the observations made in the Form 483 and subsequent, timely satisfactory inspections and other necessary FDA processes may result in a delay of FDA approval of peramivir or the unavailability or low supply of peramivir in the United States during the 2014-2015 influenza season in the event of an FDA approval of peramivir.

These contract manufacturers may not be able to manufacture the materials required for our product candidates at a cost or in quantities necessary to make them commercially viable. We also have no control over whether third-party manufacturers breach their agreements with us or whether they may terminate or decline to renew agreements with us. To date, our third-party manufacturers have met our manufacturing requirements, but they may not continue to do so. Furthermore, changes in the manufacturing process or procedure, including a change in the location where the drug is manufactured or a change of a third-party manufacturer (including for peramivir), may require prior review and approval in accordance with the FDA's cGMP and comparable foreign requirements. This review may be costly and time-consuming and could delay or prevent the launch of a product. The FDA or similar foreign regulatory agencies at any time may also implement new standards, or change their interpretation and enforcement of existing standards for manufacture, packaging or testing of products. If we or our contract manufacturers are unable to comply, we or they may be subject to regulatory action, civil actions or penalties.

If we are unable to maintain current manufacturing or other contract relationships, or enter into new agreements with additional manufacturers on commercially reasonable terms, or if there is poor manufacturing performance or failure to comply with any regulatory agency on the part of any of our third-party manufacturers, we may not be able to complete development of, seek timely approval of, or market, our product candidates.

Our raw materials, drug substances, and drug products are manufactured by a limited group of suppliers and some at a single facility. If any of these suppliers were unable to produce these items, this could significantly impact our supply of product candidate material for further preclinical testing and clinical trials.

***Royalties and milestone payments from Shionogi under the Company's license agreement with Shionogi (the "Shionogi Agreement") will be required to be used by Royalty Sub to service its obligations under its Pharma Notes, and generally will not be available to us for other purposes until Royalty Sub has repaid in full its obligations under the Pharma Notes.***

In March 2011, our wholly-owned subsidiary Royalty Sub issued \$30.0 million in aggregate principal amount of Pharma Notes. The Pharma Notes are secured principally by (i) certain royalty and milestone payments under the Shionogi Agreement, pursuant to which Shionogi licensed from us the rights to market peramivir in Japan and, if approved for commercial sale, Taiwan, (ii) rights to certain payments under a Japanese yen/U.S. dollar foreign currency hedge arrangement put into place by us in connection with the issuance of the Pharma Notes and (iii) the pledge by us of our equity interest in Royalty Sub. Payments from Shionogi to us under the Shionogi Agreement will generally not be available to us for other purposes until Royalty Sub has repaid in full its obligations under the Pharma Notes. Accordingly, these funds will be required to be dedicated to Royalty Sub's debt service and not

available to us for product development or other purposes. As of September 1, 2014, the payments from Shionogi were insufficient for Royalty Sub to service its obligations under the PhaRMA Notes, resulting in an event of default with respect to the PhaRMA Notes. As a result of this event of default, the holders of the PhaRMA Notes may be able to pursue acceleration of the PhaRMA Notes and foreclose on the collateral securing the PhaRMA Notes and our equity interest in Royalty Sub and may exercise other remedies available to them under the indenture or other documents related to the PhaRMA Notes. In such event, we may not realize the benefit of future royalty payments that might otherwise accrue to us following repayment of the PhaRMA Notes, we may incur legal costs and we might otherwise be adversely affected.

***Because an event of default has occurred under the PhaRMA Notes, the holders of the PhaRMA Notes may be able to pursue acceleration of the PhaRMA Notes and foreclose on the collateral securing the PhaRMA Notes and our equity interest in Royalty Sub, in which case we may not realize the benefit of future royalty payments that might otherwise accrue to us following repayment of the PhaRMA Notes and we could otherwise be adversely affected.***

Royalty Sub's ability to service its payment obligations in respect of the PhaRMA Notes, and our ability to benefit from our equity interest in Royalty Sub, is subject to numerous risks. Peramivir was first approved for marketing and manufacturing in Japan in October 2009 and has been offered for sale in Japan only since January 2010. As a result, there is very little sales history for peramivir in Japan, and there can be no assurance that peramivir will gain market acceptance in the Japanese market. In addition, Shionogi's sales of peramivir are expected to be highly seasonal and vary significantly from year to year, and the market for products to treat or prevent influenza is highly competitive. Under our license agreement with Shionogi, Shionogi has control over the commercial process for peramivir in Japan and Taiwan. Royalty Sub's ability to service the PhaRMA Notes may be adversely affected by, among other things, changes in or any termination of our relationship with Shionogi, reimbursement, regulatory, manufacturing and/or intellectual property issues, product returns, product recalls, product liability claims and allegations of safety issues, as well as other factors. As Royalty Sub was unable to service its obligations under the PhaRMA Notes and an event of default occurred under the PhaRMA Notes, the holders of the PhaRMA Notes may be able to pursue acceleration of the PhaRMA Notes and foreclose on the collateral securing the PhaRMA Notes and our equity interest in Royalty Sub and may exercise other remedies available to them under the indenture or other documents related to the PhaRMA Notes. In such event, we may not realize the benefit of future royalty payments that might otherwise accrue to us following repayment of the PhaRMA Notes, we may incur legal costs and we might otherwise be adversely affected.

On September 3, 2013, we paid \$1.8 million of interest on the PhaRMA Notes from royalty payments received from RAPIACTA® sales from the preceding four calendar quarters. This payment resulted in an obligation shortfall of \$2.4 million associated with accrued interest due September 3, 2013. As stipulated under the PhaRMA Notes indenture, if the amount available for payment is insufficient to pay all of the interest due on a Payment Date, the shortfall in interest will accrue interest at the interest rate applicable to the PhaRMA Notes compounded annually. Accordingly, commencing on September 3, 2013, we began accruing interest at 14% per annum on the interest shortfall of \$2.4 million. In March 2014, we paid an additional \$0.4 million of interest, bringing the shortfall down to \$2.1 million as of March 31, 2014. In June 2014, we paid an additional \$1.9 million of interest, bringing the shortfall down to \$0.3 million as of June 30, 2014. In August 2014, we paid an additional \$0.1 million of interest, bringing the shortfall down to \$0.2 million as of September 30, 2014. Under the terms of the indenture relating to the PhaRMA Notes, the inability to pay the full amount of interest payable on September 3, 2013 prior to the next succeeding Payment Date for the PhaRMA Notes, which was September 1, 2014, constituted an event of default. As a result, we have classified the PhaRMA Notes issued by the Royalty Sub and accrued interest under the PhaRMA Notes as current liabilities as of September 30, 2014. In addition to the 2013 interest shortfall, Royalty Sub was unable to make the 2014 interest payment of \$4.2 million on the September 1, 2014 Payment Date. Accordingly, commencing in September 2014, the Company began accruing interest at 14% per annum on the 2014 interest shortfall of \$4.2 million.

***Shionogi's failure to successfully market and commercialize peramivir in Japan would have a material adverse effect on Royalty Sub's ability to service its obligations on the PhaRMA Notes.***

The successful commercialization of peramivir in Japan depends on the efforts of Shionogi and is beyond the control of us or Royalty Sub. Sales by Shionogi depend on many factors, including the incidence and severity of seasonal influenza in Japan each year (both of which can vary very significantly from year to year), the perceived and actual efficacy and safety of peramivir, the experience of physicians and patients with peramivir, continued market acceptance, continued availability of supply, competition, sales and marketing efforts, governmental regulation, and pricing and reimbursement in Japan. Shionogi is responsible for the marketing and sale of peramivir in Japan, including with respect to the pricing of peramivir in that market. There are no minimum royalties, sales levels or other performance measures required of Shionogi under the Shionogi Agreement and Shionogi could in its sole discretion reduce or cease its sale efforts of peramivir in Japan, subject to its covenant in the Shionogi Agreement to use diligent efforts to commercialize peramivir in Japan. If Shionogi is unable to, or fails to, successfully market and commercialize peramivir, it would have a material adverse effect on Royalty Sub's ability to service its obligations under the PhaRMA Notes and our ability to benefit from our equity interest in Royalty Sub. To date, Shionogi royalties have been insufficient for Royalty Sub to service the PhaRMA Notes.

***We may be required to pay significant premiums under the foreign currency hedge arrangement entered into by us in connection with the issuance of the PhaRMA Notes. In addition, because our potential obligations under the foreign currency hedge are marked to market, we may experience additional quarterly volatility in our operating results and cash flows attributable to the foreign currency hedge arrangement.***

In connection with the issuance by Royalty Sub of the PhaRMA Notes, we entered into a foreign currency hedge arrangement to hedge certain risks associated with changes in the value of the Japanese yen relative to the U.S. dollar.

Under the foreign currency hedge agreement, we may be required to pay a premium in the amount of \$2.0 million in each year beginning in May 2014 and, provided the foreign currency hedge arrangement remains in effect, continuing through May 2020. Such payment will be required if, in May of the relevant year, the spot rate of exchange for Japanese yen-U.S. dollars (determined in accordance with the foreign currency hedge arrangement) is such that the U.S. dollar is worth 100 yen or less. We will be required to mark-to-market our potential obligations under the currency hedge and post cash collateral, which may cause us to experience additional quarterly volatility in our operating results and cash flows as a result. Additionally, we may be required to pay significant premiums or a termination fee under the foreign currency hedge agreement entered into by us in connection with the issuance of the PhaRMA Notes. The Company is required to maintain a foreign currency hedge at 100 yen per dollar under the agreements governing the PhaRMA Notes.

***If we or our partners do not obtain and maintain governmental approvals for our products under development, we or our partners will not be able to sell these potential products, which would significantly harm our business because we will receive no revenue.***

We or our partners must obtain regulatory approval before marketing or selling our future drug products. If we or our partners are unable to receive regulatory approval and do not market or sell our future drug products, we will never receive any revenue from such product sales. In the United States, we or our partners must obtain FDA approval for each drug that we intend to commercialize. The process of preparing for and obtaining FDA approval may be lengthy and expensive, and approval is never certain. Products distributed abroad are also subject to foreign government regulation and export laws of the United States. The FDA has not approved any of our product candidates. Because of the risks and uncertainties in biopharmaceutical development, our product candidates could take a significantly longer time to gain regulatory approval than we expect or may never gain approval. If the FDA delays regulatory approval of our product candidates, our management's credibility, our company's value and our operating results may suffer. Even if the FDA or foreign regulatory agencies approve a product candidate, the approval may limit the indicated uses for a product candidate and/or may require post-marketing studies.

The FDA regulates, among other things, the record keeping and storage of data pertaining to potential pharmaceutical products. We currently store most of our preclinical research data, our clinical data and our manufacturing data at our facility. While we do store duplicate copies of most of our clinical data offsite and a significant portion of our data is included in regular backups of our systems, we could lose important data if our facility incurs damage, or if our vendor data systems fail, suffer damage or are destroyed. If we receive approval to market our potential products, whether in the United States or internationally, we will continue to be subject to extensive regulatory requirements. These requirements are wide ranging and govern, among other things:

- adverse drug experience reporting regulations;
- product promotion;
- product manufacturing, including good manufacturing practice requirements; and
- product changes or modifications.

Our failure to comply with existing or future regulatory requirements, or our loss of, or changes to, previously obtained approvals, could have a material adverse effect on our business because we will not receive product or royalty revenues if we or our partners do not receive approval of our products for marketing.

***We face intense competition, and if we are unable to compete effectively, the demand for our products, if any, may be reduced.***

The biotechnology and pharmaceutical industries are highly competitive and subject to rapid and substantial technological change. There are many companies seeking to develop products for the same indications that we are working on. Our competitors in the United States and elsewhere are numerous and include, among others, major multinational pharmaceutical and chemical companies and specialized biotechnology firms. Most of these competitors have greater resources than we do, including greater financial resources, larger research and development staffs and more experienced marketing and manufacturing organizations. In addition, most of our competitors have greater experience than we do in conducting clinical trials and obtaining FDA and other regulatory approvals. Accordingly, our competitors may succeed in obtaining FDA or other regulatory approvals of product candidates more rapidly than we do. Companies that complete clinical trials, obtain required regulatory approvals, and commence commercial sale of their drugs before we do may achieve a significant competitive advantage, including patent and FDA exclusivity rights that would delay our ability to market products. We face, and will continue to face, competition in the licensing of desirable disease targets, licensing of desirable product candidates, and development and marketing of our product candidates from academic institutions, government agencies, research institutions and biotechnology and pharmaceutical companies. Competition may also arise from, among other things:

- other drug development technologies;
- methods of preventing or reducing the incidence of disease, including vaccines; and

- new small molecule or other classes of therapeutic agents.

Developments by others may render our product candidates or technologies obsolete or noncompetitive.

We and our partners are performing research on or developing products for the treatment of several disorders including influenza, HAE, and recurrent/refractory peripheral T-cell lymphoma, as well as broad spectrum antivirals which may be developed as medical countermeasures. We expect to encounter significant competition for any of the pharmaceutical products we plan to develop. Companies that complete clinical trials, obtain required funding or government support, obtain required regulatory approvals and commence commercial sales or stockpiling orders of their products before their competitors may achieve a significant competitive advantage. Such is the case with Eisai Co. Ltd.'s TARGRETIN® for cutaneous T-cell lymphoma and the current neuraminidase inhibitors marketed by GSK and Roche for influenza and CINRYZE® and FIRAZYR® for HAE, marketed by Shire Pharmaceuticals, Inc., and KALBITOR® for HAE, marketed by Dyax Corporation. Further, several pharmaceutical and biotechnology firms, including major pharmaceutical companies and specialized structure-based drug design companies, have announced efforts in the field of structure-based drug design and molecules in development in the fields of Purine Nucleoside Phosphorylase, influenza, HAE, and in other therapeutic areas where we have discovery and development efforts ongoing. If one or more of our competitors' products or programs are successful, the market for our products may be reduced or eliminated.

Compared to us, many of our competitors and potential competitors have substantially greater:

- capital resources;
- research and development resources, including personnel and technology;
- regulatory experience;
- preclinical study and clinical testing experience;
- manufacturing and marketing experience; and
- production facilities.

Any of these competitive factors could impede our funding efforts, render technology and product candidates noncompetitive or eliminate or reduce demand for our product candidates.

***If we fail to adequately protect or enforce our intellectual property rights or secure rights to patents of others, the value of those rights would diminish.***

Our success will depend in part on our ability and the abilities of our partners to obtain, protect and enforce viable intellectual property rights including but not limited to trade name, trademark and patent protection for our Company and its products, methods, processes and other technologies we may license or develop, to preserve our trade secrets, and to operate without infringing the proprietary rights of third parties both domestically and abroad. The patent position of biotechnology and pharmaceutical companies is generally highly uncertain, involves complex legal and factual questions and has recently been the subject of much litigation. Neither the United States Patent and Trademark Office (“USPTO”), the Patent Cooperation Treaty offices, nor the courts of the United States and other jurisdictions have consistent policies nor predictable rulings regarding the breadth of claims allowed or the degree of protection afforded under many biotechnology and pharmaceutical patents. Further, we may not have worldwide patent protection for all of our product candidates and our intellectual property rights may not be legally protected or enforceable in all countries throughout the world. In some jurisdictions, some of our product candidates in certain programs, including our HAE program, may have short or no composition of matter patent life and we may therefore rely on orphan drug exclusivity or data exclusivity. There can be no assurance that we will obtain orphan drug exclusivity or data exclusivity in every jurisdiction. Further, in some jurisdictions, we may rely on formulation patents or method of use patents. Both the ability to achieve issuance and the enforcement of formulation and method of use patents can be highly uncertain and can vary from jurisdiction to jurisdiction, and such patents may therefore not adequately prevent competitors and potential infringers in some jurisdictions. The validity, scope, enforceability and commercial value of the rights protected by such patents, therefore, is highly uncertain.

We also rely on trade secrets to protect technology in cases when we believe patent protection is not appropriate or obtainable. However, trade secrets are difficult to protect. If we cannot maintain the confidentiality of our technology



and other confidential information in connection with our collaborators and advisors, our ability to receive patent protection or protect our proprietary information may be imperiled.

Our success depends in part on avoiding the infringement of other parties' patents and other intellectual property rights as well as avoiding the breach of any licenses relating to our technologies and products. In the United States, patent applications filed in recent years are confidential for 18 months, while older applications are not published until the patent issues. As a result, avoiding patent infringement may be difficult and we may inadvertently infringe third-party patents or proprietary rights. These third parties could bring claims against us, our partners or our licensors that even if resolved in our favor, could cause us to incur substantial expenses and, if resolved against us, could additionally cause us to pay substantial damages. Further, if a patent infringement suit were brought against us, our partners or our licensors, we or they could be forced to stop or delay research, development, manufacturing or sales of any infringing product in the country or countries covered by the patent we infringe, unless we can obtain a license from the patent holder. Such a license may not be available on acceptable terms, or at all, particularly if the third party is developing or marketing a product competitive with the infringing product. Even if we, our partners or our licensors were able to obtain a license, the rights may be nonexclusive, which would give our competitors access to the same intellectual property.

If we or our partners are unable or fail to adequately initiate, protect, defend or enforce our intellectual property rights in any area of commercial interest or in any part of the world where we wish to seek regulatory approval for our products, methods, processes and other technologies, the value of the product candidates to produce revenue would diminish. Additionally, if our products, methods, processes, and other technologies or our commercial use of such products, processes, and other technologies, including but not limited to any trade name, trademark or commercial strategy infringe the proprietary rights of other parties, we could incur substantial costs. The USPTO and the patent offices of other jurisdictions have issued to us a number of patents for our various inventions and we have in-licensed several patents from various institutions. We have filed additional patent applications and provisional patent applications with the USPTO. We have filed a number of corresponding foreign patent applications and intend to file additional foreign and U.S. patent applications, as appropriate. We have also filed certain trademark and trade name applications worldwide. We cannot assure you as to:

- the degree and range of protection any patents will afford against competitors with similar products;
- if and when patents will issue;
- if patents do issue we cannot be sure that we will be able to adequately defend such patents and whether or not we will be able to adequately enforce such patents; or
- whether or not others will obtain patents claiming aspects similar to those covered by our patent applications.

If the USPTO or other foreign patent office upholds patents issued to others or if the USPTO grants patent applications filed by others, we may have to:

- obtain licenses or redesign our products or processes to avoid infringement;
- stop using the subject matter claimed in those patents; or
- pay damages.

We may initiate, or others may bring against us, litigation or administrative proceedings related to intellectual property rights, including proceedings before the USPTO or other foreign patent office. Any judgment adverse to us in any litigation or other proceeding arising in connection with a patent or patent application could materially and adversely affect our business, financial condition and results of operations. In addition, the costs of any such proceeding may be substantial whether or not we are successful.

Our success is also dependent upon the skills, knowledge and experience, none of which is patentable, of our scientific and technical personnel. To help protect our rights, we require all employees, consultants, advisors and partners to enter into confidentiality agreements that prohibit the disclosure of confidential information to anyone outside of our company and require disclosure and assignment to us of their ideas, developments, discoveries and inventions. These agreements may not provide adequate protection for our trade secrets, know-how or other proprietary information in

the event of any unauthorized use or disclosure or the lawful development by others of such information, and if any of our proprietary information is disclosed, our business will suffer because our revenues depend upon our ability to license or commercialize our product candidates and any such events would significantly impair the value of such product candidates.

***There is a substantial risk of product liability claims in our business. If we are unable to obtain sufficient insurance, a product liability claim against us could adversely affect our business.***

We face an inherent risk of product liability exposure related to the testing of our product candidates in human clinical trials and will face even greater risks upon any commercialization by us of our product candidates. We have product liability insurance covering our clinical trials. Clinical trial and product liability insurance is becoming increasingly expensive. As a result, we may be unable to obtain sufficient insurance or increase our existing coverage at a reasonable cost to protect us against losses that could have a material adverse effect on our business. An individual may bring a product liability claim against us if one of our products or product candidates causes, or is claimed to have caused, an injury or is found to be unsuitable for consumer use. Any product liability claim brought against us, with or without merit, could result in:

liabilities that substantially exceed our product liability insurance, which we would then be required to pay from other sources, if available;

- an increase of our product liability insurance rates or the inability to maintain insurance coverage in the future on acceptable terms, or at all;
- withdrawal of clinical trial volunteers or patients;
- damage to our reputation and the reputation of our products, resulting in lower sales;
- regulatory investigations that could require costly recalls or product modifications;
- litigation costs; and
- the diversion of management's attention from managing our business.

***Insurance coverage is increasingly more costly and difficult to obtain or maintain.***

While we currently have insurance for our business, property, directors and officers, and our products, insurance is increasingly more costly and narrower in scope, and we may be required to assume more risk in the future. If we are subject to claims or suffer a loss or damage in excess of our insurance coverage, we will be required to bear any loss in excess of our insurance limits. If we are subject to claims or suffer a loss or damage that is outside of our insurance coverage, we may incur significant uninsured costs associated with loss or damage that could have an adverse effect on our operations and financial position. Furthermore, any claims made on our insurance policies may impact our ability to obtain or maintain insurance coverage at reasonable costs or at all.

***If our facility incurs damage or power is lost for a significant length of time, our business will suffer.***

We store clinical and stability samples at our facility that could be damaged if our facility incurs physical damage or in the event of an extended power failure. We have backup power systems in addition to backup generators to maintain power to all critical functions, but any loss of these samples could result in significant delays in our drug development process.

In addition, we store most of our preclinical and clinical data at our facilities. Duplicate copies of most critical data are secured off-site. Any significant degradation or failure of our computer systems could cause us to inaccurately calculate or lose our data. Loss of data could result in significant delays in our drug development process and any system failure could harm our business and operations.

***If we fail to retain our existing key personnel or fail to attract and retain additional key personnel, the development of our product candidates and the expansion of our business will be delayed or stopped.***

We are highly dependent upon our senior management and scientific team, the unexpected loss of whose services might impede the achievement of our development and commercial objectives. Competition for key personnel with the experience that we require is intense and is expected to continue to increase. Our inability to attract and retain the required number of skilled and experienced management, operational and scientific personnel will harm our business because we rely upon these personnel for many critical functions of our business.

*If because of our use of hazardous materials, we violate any environmental controls or regulations that apply to such materials, we may incur substantial costs and expenses in our remediation efforts.*

Our research and development involves the controlled use of hazardous materials, chemicals and various radioactive compounds. We are subject to federal, state and local laws and regulations governing the use, storage, handling and disposal of these materials and some waste products. Accidental contamination or injury from these materials could occur. In the event of an accident, we could be liable for any damages that result and any liabilities could exceed our resources. Compliance with environmental laws and regulations or a violation of such environmental laws and regulations could require us to incur substantial unexpected costs, which would materially and adversely affect our results of operations.

#### **Risks relating to investing in our common stock**

*Our existing principal stockholders hold a substantial amount of our common stock and may be able to influence significant corporate decisions, which may conflict with the interest of other stockholders.*

Several of our stockholders own greater than 5% of our outstanding common stock. These stockholders, if they act together, may be able to influence the outcome of matters requiring approval of the stockholders, including the election of our directors and other corporate actions.

***Our stock price has been, and is likely to continue to be, highly volatile, which could result in the value of your investment in our common stock to decline significantly.***

The market prices for securities of biotechnology companies in general have been highly volatile and may continue to be highly volatile in the future. Moreover, our stock price has fluctuated frequently, and these fluctuations are often not related to our financial results. For the twelve months ended September 30, 2014, the 52-week range of the market price of our stock was from \$4.55 to \$14.62 per share. The following factors, in addition to other risk factors described in this section, may have a significant impact on the market price of our common stock:

- announcements of technological innovations or new products by us or our competitors;
- developments or disputes concerning patents or proprietary rights;
- additional dilution through sales of our common stock or other derivative securities;
- status of new or existing licensing or collaborative agreements and government contracts;
- announcements relating to the status of our programs;
- developments and announcements regarding new and virulent strains of influenza;
- we or our partners achieving or failing to achieve development milestones;
- publicity regarding actual or potential medical results relating to products under development by us or our competitors;
- publicity regarding certain public health concerns for which we are or may be developing treatments;
- regulatory developments in both the United States and foreign countries;
- public concern as to the safety of pharmaceutical products;
- actual or anticipated fluctuations in our operating results;
- changes in financial estimates or recommendations by securities analysts;
- changes in the structure of healthcare payment systems, including developments in price control legislation;
-

announcements by us or our competitors of significant acquisitions, strategic partnerships, joint ventures or capital commitments;

- additions or departures of key personnel or members of our board of directors;
- purchases or sales of substantial amounts of our stock by existing stockholders, including officers or directors;
- economic and other external factors or other disasters or crises; and
- period-to-period fluctuations in our financial results.

***Future sales and issuances of securities may dilute your ownership interest and cause our stock price to decline.***

Future sales of our common stock by current stockholders into the public market could cause the market price of our stock to fall. As of October 31, 2014, there were 71,863,847 shares of our common stock outstanding. We may from time to time issue securities in relation to a license arrangement, collaboration, merger or acquisition. We may also sell, for our own account, shares of common stock or other equity securities, from time to time at prices and on terms to be determined at the time of sale.

On November 6, 2013, we filed a shelf registration statement on Form S-3 with the SEC. This shelf registration statement has been declared effective and allows us to sell securities, including common stock, preferred stock, depository shares, stock purchase contracts, warrants and units, from time to time at prices and on terms to be determined at the time of sale. On June 3, 2014, we issued 11,500,000 shares of common stock for gross proceeds of \$115.0 million under this \$125 million shelf registration statement.

As of October 31, 2014, there were 9,275,827 stock options and restricted stock unit awards outstanding, 3,659,645 shares available for issuance under our Amended and Restated Stock Incentive Plan and 538,293 shares available for issuance under our Employee Stock Purchase Plan, and we could also make equity compensation grants outside of our Stock Incentive Plan. The shares underlying existing stock options and restricted stock unit awards and possible future stock options, stock appreciation rights and stock awards have been registered pursuant to registration statements on Form S-8.

If some or all of such shares are sold or otherwise issued into the public market over a short period of time, our current stockholders' ownership interests may be diluted and the value of all publicly traded shares is likely to decline, as the market may not be able to absorb those shares at then-current market prices. Additionally, such sales and issuances may make it more difficult for us to sell equity securities or equity-related securities in the future at a time and price that our management deems acceptable, or at all.

***We have anti-takeover provisions in our corporate charter documents that may result in outcomes with which you do not agree.***

Our board of directors has the authority to issue up to 4,800,000 shares of undesignated preferred stock and to determine the rights, preferences, privileges and restrictions of those shares without further vote or action by our stockholders. The rights of the holders of any preferred stock that may be issued in the future may adversely affect the rights of the holders of common stock. The issuance of preferred stock could make it more difficult for third parties to acquire a majority of our outstanding voting stock.

In addition, our certificate of incorporation provides for staggered terms for the members of the board of directors and supermajority approval of the removal of any member of the board of directors and prevents our stockholders from acting by written consent. Our certificate also requires supermajority approval of any amendment of these provisions. These provisions and other provisions of our by-laws and of Delaware law applicable to us could delay or make more difficult a merger, tender offer or proxy contest involving us.

***We have never paid dividends on our common stock and do not anticipate doing so in the foreseeable future.***



We have never paid cash dividends on our stock. We currently intend to retain all future earnings, if any, for use in the operation of our business. Accordingly, we do not anticipate paying cash dividends on our common stock in the foreseeable future.

**Item 6. Exhibits**

See the Exhibit Index attached to this quarterly report and incorporated herein by reference.

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**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 on this 7th day of November, 2014.

**BIOCRYSST PHARMACEUTICALS, INC.**

/s/ Jon P. Stonehouse  
Jon P. Stonehouse  
*President and Chief Executive Officer*

*(Principal Executive Officer)*

/s/ Thomas R. Staab, II  
Thomas R. Staab, II  
*Senior Vice President, Chief Financial  
Officer*

*and Treasurer  
(Principal Financial and Principal  
Accounting Officer)*

## INDEX TO EXHIBITS

### Number Description

- 3.1 Third Restated Certificate of Incorporation of Registrant. Incorporated by reference to Exhibit 3.1 to the Company's Form 8-K filed December 22, 2006.
- 3.2 Certificate of Amendment to the Third Restated Certificate of Incorporation of Registrant. Incorporated by reference to Exhibit 3.1 to the Company's Form 8-K filed July 24, 2007.
- 3.3 Certificate of Increase of Authorized Number of Shares of Series B Junior Participating Preferred Stock. Incorporated by reference to Exhibit 3.1 to the Company's Form 8-K filed November 4, 2008.
- 3.4 Certificate of Amendment to the Third Restated Certificate of Incorporation of Registrant. Incorporated by reference to Exhibit 3.1 to the Company's Form 8-K filed May 8, 2014.
- 3.5 Certificate of Increase of Authorized Number of Shares of Series B Junior Participating Preferred Stock. Incorporated by reference to Exhibit 3.2 to the Company's Form 8-K filed May 8, 2014.
- 3.6 Amended and Restated Bylaws of Registrant effective October 29, 2008. Incorporated by reference to Exhibit 3.2 to the Company's Form 8-K filed November 4, 2008.
- (10.1) † Amendment #5 to the Agreement between BioCryst Pharmaceuticals, Inc. and the National Institute of Allergy and Infectious Diseases, dated August 11, 2014. (Portions omitted pursuant to request for confidential treatment.)
- (10.2) † Amendment #6 to the Agreement between BioCryst Pharmaceuticals, Inc. and the National Institute of Allergy and Infectious Diseases, dated August 27, 2014. (Portions omitted pursuant to request for confidential treatment.)
- (10.3) † Amendment #8 to the Agreement between BioCryst Pharmaceuticals, Inc. and the National Institute of Allergy and Infectious Diseases, dated September 17, 2014. (Portions omitted pursuant to request for confidential treatment.)
- (10.4) † Amendment #9 to the Agreement between BioCryst Pharmaceuticals, Inc. and the National Institute of Allergy and Infectious Diseases, dated October 29, 2014. (Portions omitted pursuant to request for confidential treatment.)
- (31.1) Certification of the Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- (31.2) Certification of the Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

(32.1) Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

(32.2) Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

(101) Financial statements from the Quarterly Report on Form 10-Q of BioCryst Pharmaceuticals, Inc. for the three and nine months ended September 30, 2014, formatted in XBRL: (i) Consolidated Balance Sheets, (ii) Consolidated Statements of Comprehensive Loss, (iii) Consolidated Statements of Cash Flows, and (iv) Notes to Consolidated Financial Statements.

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( ) Filed or furnished herewith.

† Confidential treatment requested.