PUMA BIOTECHNOLOGY, INC.
Form S-1/A
October 17, 2012
Table of Contents

As filed with the Securities and Exchange Commission on October 17, 2012

Registration No. 333-184187

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

AMENDMENT NO. 2

to

FORM S-1

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

PUMA BIOTECHNOLOGY, INC.

(Exact name of registrant as specified in its charter)

Delaware	2834	77-0683487
(State or other jurisdiction of incorporation or organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification No.)

10880 Wilshire Boulevard, Suite 2150

Los Angeles, California 90024

(424) 248-6500

(Address, including zip code, and telephone number, including area code, of the registrant s principal executive offices)

Alan H. Auerbach

President and Chief Executive Officer

Puma Biotechnology, Inc.

10880 Wilshire Boulevard, Suite 2150

Los Angeles, California 90024

(424) 248-6500

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

B. Shayne Kennedy
Latham & Watkins LLP
650 Town Center Drive, 20th Floor
Costa Mesa, CA 92626
(714) 540-1235

William C. Hicks
John T. Rudy
Mintz, Levin, Cohn, Ferris,
Glovsky and Popeo, P.C.
666 Third Avenue
New York, NY 10017
(212) 935-3000

Approximate date of commencement of proposed sale to the public: Promptly after the effective date of this Registration Statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. ¨

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ¨

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ¨

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ¨

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

Large accelerated filer	¨	Accelerated filer	¨
Non-accelerated filer	¨ (Do not check if a smaller reporting company)	Smaller reporting company	x

CALCULATION OF REGISTRATION FEE

Title of each Class of Securities to be Registered	Proposed Maximum Aggregate Offering Price (1)	Amount of Registration Fee (2)
Common Stock $0.0001 par value	$115,862,500	$13,923.40

(1) Estimated solely for the purpose of computing the amount of the registration fee pursuant to Rule 457(o) under the Securities Act.
(2) Calculated pursuant to Rule 457(o) under the Securities Act based on an estimate of the proposed maximum offering price. Of this amount, $11,759.75 has been previously paid by the Registrant. An additional $2,163.65 is being paid at the rate currently in effect with respect to the additional $15,862,500 included in the proposed maximum offering price.

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until this registration statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

Table of Contents

The information in this prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

Subject to Completion Preliminary Prospectus dated October 17, 2012

PROSPECTUS

6,500,000 Shares

Common Stock

We are selling 6,500,000 shares of our common stock.

Our shares currently trade on the OTC Bulletin Board and OTCQB Market under the symbol PBYI. The last reported sale price of our common stock on the OTC Bulletin Board and OTCQB Market on October 16, 2012 was $15.50 per share. Our common stock has been approved for listing on the New York Stock Exchange under the symbol PBYI.

We are an emerging growth company as that term is used in the Jumpstart Our Business Startups Act of 2012 and, as such, have elected to comply with certain reduced public company reporting requirements for future filings. See Prospectus Summary Implications of Being an Emerging Growth Company.

Investing in our common stock involves risks that are described in the Risk Factors section beginning on page 11 of this prospectus.

	Per Share	Total
Public offering price	$	$
Underwriting discount	$	$
Proceeds, before expenses, to us	$	$

The underwriters may also exercise their option to purchase up to an additional 975,000 shares from us at the public offering price, less the underwriting discount, for 30 days after the date of this prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

BofA Merrill Lynch **Leerink Swann**

Stifel Nicolaus Weisel **Cowen and Company** **UBS Investment Bank**

The date of this prospectus is , 2012.

Table of Contents

TABLE OF CONTENTS

You should rely only on the information contained in this prospectus. We have not authorized anyone to provide any information or to make any representations other than those contained in this prospectus we have prepared. We take no responsibility for, and can provide no assurance as to the reliability of, any other information that others may give you. This prospectus is an offer to sell only the shares offered hereby, but only under circumstances and in jurisdictions where it is lawful to do so. The information contained in this prospectus is current only as of its date.

Persons who come into possession of this prospectus in jurisdictions outside the United States are required to inform themselves about and to observe any restrictions as to this offering and the distribution of this prospectus applicable to that jurisdiction.

This prospectus includes estimates, statistics and other industry and market data that we obtained from industry publications, research, surveys and studies conducted by third parties and publicly available information. Such data involves a number of assumptions and limitations and contains projections and estimates of the future performance of the industries in which we operate that are subject to a high degree of uncertainty. This prospectus also includes data based on our own internal estimates. We caution you not to give undue weight to such projections, assumptions and estimates.

Table of Contents

PROSPECTUS SUMMARY

The following summary highlights selected information contained elsewhere in this prospectus. This summary is not complete and does not contain all the information that should be considered before investing in our common stock. Before making an investment decision, investors should carefully read the entire prospectus, paying particular attention to the risks referred to under the headings Risk Factors and Cautionary Statement Regarding Forward-Looking Statements and our financial statements and the notes to those financial statements. As used in this prospectus, unless the context requires otherwise, the terms Company, we, our and us refer to Puma Biotechnology, Inc., a Delaware corporation formed on April 27, 2007 and formerly known as Innovative Acquisitions Corp., and the term Former Puma refers to Puma Biotechnology, Inc., a private Delaware corporation that merged with and into us in October 2011.

Overview

We are a development-stage biopharmaceutical company that acquires and develops innovative products for the treatment of various forms of cancer. We focus on in-licensing drug candidates that are undergoing or have already completed initial clinical testing for the treatment of cancer and then seek to further develop those drug candidates for commercial use.

We currently license the rights to three drug candidates:

- PB272 (neratinib (oral)), which we are developing for the treatment of advanced breast cancer patients and non-small cell lung cancer patients;
- PB272 (neratinib (intravenous)), which we are developing for the treatment of advanced cancer patients; and
- PB357, which we believe can serve as a backup compound to PB272, and which we are currently evaluating for further development in 2013.

We are initially focused on developing neratinib for the treatment of patients with human epidermal growth receptor type 2, or HER2, positive metastatic breast cancer. Studies show that approximately 20% to 25% of breast cancer tumors have an over-expression of the HER2 protein. Women with breast cancer that over-expresses HER2, referred to as HER2 positive breast cancer, are at greater risk for disease progression and death than women whose tumors do not over-express HER2. Therapeutic strategies, such as the use of Herceptin (trastuzumab) and Perjeta (pertuzumab), both produced by Genentech, and Tykerb (lapatinib), produced by GlaxoSmithKline, given in combination with chemotherapy have been developed to improve the treatment of this cancer by blocking HER2.

Currently, the FDA-approved first-line therapy for treatment of HER2 positive metastatic breast cancer is the combination of Perjeta plus Herceptin and taxane chemotherapy. The current FDA-approved second-line therapy is Tykerb, given in combination with the chemotherapy drug capecitabine. In a Phase III clinical trial, patients with HER2 positive metastatic breast cancer who received the combination of Tykerb plus capecitabine demonstrated a median progression free survival of 27.1 weeks and a response rate of 23.7%.

Based on pre-clinical and clinical studies to date, we believe that neratinib may offer an advantage over existing treatments by more potently inhibiting HER2 at a site distinct from those targeted by pertuzumab, trastuzumab, and lapatinib and by acting via a mechanism different from those of other HER2 active drugs. Results from a Phase II clinical study, where patients with second line HER2 positive metastatic breast cancer were administered the combination of neratinib and capecitabine, demonstrated a median progression survival of 40.3 weeks and an overall response rate of 64%. We anticipate commencing our Phase III clinical trial of neratinib (oral) for breast cancer patients who have previously failed HER2 directed therapy in late 2012 or in early 2013.

Table of Contents

We are also exploring the safety and efficacy of neratinib (oral) for the treatment of patients with HER2 positive metastatic breast cancer with brain metastases, for the treatment of HER2 positive neoadjuvant breast cancer, for the treatment of HER2 mutated non-small cell lung cancer and in the treatment of patients with a newly identified breast cancer mutation in HER2 negative breast cancer, as well as neratinib (oral) in combination with temsirolimus in patients with HER2 positive metastatic breast cancer who have failed multiple prior treatments. We have ongoing Phase II clinical trials for each of these applications, except for the newly identified breast cancer mutation in HER2 negative breast cancer patients, a group for which we expect to initiate a study later this year.

We license the exclusive worldwide rights to our current drug candidates from Pfizer Inc., or Pfizer, which had previously been responsible for the clinical trials regarding neratinib. We have modified Pfizer s clinical development strategy and during the next 12 to 18 months plan to:

- commence Phase III clinical trials evaluating the use of neratinib in combination with chemotherapy and other anti-cancer drugs as a second- or third-line treatment for HER2 positive breast cancer;
- initiate Phase II clinical trials to evaluate the use of neratinib for the treatment of HER2 mutated non-small cell lung cancer and in patients with a newly identified breast cancer mutation in HER2 negative breast cancer;
- continue the ongoing Phase II clinical trial of neratinib in the neoadjuvant treatment of HER2 positive breast cancer and the ongoing Phase II trial of neratinib in patients with HER2 positive metastatic breast cancer that has metastasized to the brain; and
- continue to evaluate the application of neratinib in the treatment of other forms of HER2 positive cancers where there may be unmet medical needs.

Strategy

Our strategy is to become a leading oncology-focused biopharmaceutical company. The key elements of our strategy are as follows:

- *Advance PB272 (neratinib), our lead drug candidate, toward regulatory approval and commercialization.* We are primarily focused on developing neratinib for the treatment of patients with HER2 positive metastatic breast cancer. We have modified the previous clinical development strategy that Pfizer employed by focusing our planned Phase II and Phase III clinical trials on the use of neratinib as a second- or third-line metastatic treatment option, which we believe may be underserved by current treatment alternatives and where clinical trials have shown substantial levels of activity. We are also focusing on the development of neratinib in the neoadjuvant treatment of patients with HER2 positive breast cancer and in patients with HER2 positive metastatic breast cancer that has metastasized to the brain.
- *Expand our product pipeline by pursuing additional applications of neratinib.* We believe there are additional applications for neratinib in HER2 mutated non-small cell lung cancer, which we also believe may be underserved by current treatment alternatives, in patients with a newly identified breast cancer mutation in HER2 negative breast cancer patients and in tumor types where HER2 is overexpressed, and we intend to further evaluate the safety and efficacy of neratinib for treating these cancers.
- *Focus on developing innovative cancer therapies.* We focus on oncology drug candidates in order to capture efficiencies and economies of scale. We believe that drug development for cancer markets is particularly attractive because relatively small clinical trials can provide meaningful information regarding patient response and safety. Furthermore, we believe that our capabilities are well suited to the oncology market and represent distinct competitive advantages.

Table of Contents

Build a sustainable pipeline by employing multiple therapeutic approaches and disciplined decision criteria based on clearly defined proof of principal goals. We seek to build a sustainable product pipeline by employing multiple therapeutic approaches and by acquiring drug candidates belonging to known drug classes. In addition, we employ disciplined decision criteria to assess drug candidates, favoring drug candidates that have undergone at least some clinical study. Our decision to license a drug candidate will also depend on the scientific merits of the technology; the costs of the transaction and other economic terms of the proposed license; the estimated amount of capital required to develop the technology; and the economic potential of the drug candidate, should it be commercialized. We believe this strategy minimizes our clinical development risk and allows us to accelerate the development and potential commercialization of current and future drug candidates. We intend to pursue regulatory approval for a majority of our drug candidates in multiple indications.

Evaluate the commercialization strategies on a product-by-product basis in order to maximize the value of each product. As we move our drug candidates through development toward regulatory approval, we will evaluate several options for each drug candidate s commercialization strategy. These options include building our own internal sales force; entering into a joint marketing partnership with another pharmaceutical company or biotechnology company, whereby we jointly sell and market the product; and out-licensing our product, whereby another pharmaceutical company or biotechnology company sells and markets our product and pays us a royalty on sales. Our decision will be made separately for each product and will be based on a number of factors including capital necessary to execute on each option, size of the market that needs to be addressed and terms of potential offers from other pharmaceutical and biotechnology companies. It is too early for us to know which of these options we will pursue for our drug candidates, assuming their successful development.

Product Development Pipeline

The following chart shows each of our current drug candidates and their clinical development stage:

Table of Contents

PB272 (neratinib (oral)) Breast Cancer

Neratinib is a potent irreversible tyrosine kinase inhibitor, or TKI, that blocks signal transduction through the epidermal growth factor receptors, or EGFRs, HER1, HER2 and HER4. We believe neratinib has clinical application in the treatment of several cancers, including breast cancer, non-small cell lung cancer and other tumor types that overexpress HER2. Our initial focus is on the development of neratinib as an oral treatment of patients with HER2 positive metastatic breast cancer.

Advantages of Neratinib

Based on pre-clinical and clinical studies to date, we believe that neratinib may offer an advantage over existing treatments that are used in the treatment of patients with HER2 positive metastatic breast cancer who failed first-line therapy, including treatment with pertuzumab and trastuzumab. Currently, the treatment of metastatic breast cancer patients who have failed first-line therapy with trastuzumab and pertuzumab involves continuing treatment with chemotherapy given in combination with either trastuzumab or lapatinib. We believe that by more potently inhibiting HER2 at a different site and acting via a mechanism different from those of pertuzumab, trastuzumab or lapatinib, neratinib may have potential advantages over these existing treatments, most notably due to its increased selectivity and stronger inhibition of the HER2 target enzyme.

PB272 (neratinib (intravenous))

We also plan to develop neratinib as an intravenously administered agent. In pre-clinical studies, the intravenous version of neratinib resulted in higher exposure levels of neratinib in pre-clinical models. We believe that this may result in higher blood levels of neratinib in patients, and this may translate into enhanced efficacy. We plan to file the Investigational New Drug application, or IND, for the intravenous formulation of neratinib in 2013.

PB357

PB357 is an orally administered agent that is an irreversible TKI that blocks signal transduction through the epidermal growth factor receptors, HER1, HER2 and HER4. PB357 is structurally similar to PB272. Pfizer had completed single dose Phase I trials of PB357. We are currently evaluating PB357 and considering options relative to its development in 2013.

Risks Affecting Us

Our business is subject to numerous risks, as more fully described in the section of this prospectus entitled Risk Factors, including the following:

- We currently have no product revenues and no products approved for marketing, and will need to raise additional capital to operate our business.
- We have a limited operating history and are not profitable and may never become profitable.
- We are heavily dependent on the success of neratinib (oral), our lead drug candidate, which is still under clinical development, and we cannot be certain that neratinib (oral) will receive regulatory approval or be successfully commercialized even if we receive regulatory approval.
- Clinical trials are very expensive, time-consuming and difficult to design and implement.
- The results of our clinical trials may not support our drug candidate claims.

Table of Contents

We depend significantly on intellectual property licensed from Pfizer and the termination of this license would significantly harm our business and future prospects.

Our ability to commercialize our potential products will depend on our ability to sell such products without infringing the patent or proprietary rights of third parties. If we are sued for infringing intellectual property rights of third parties, it will be costly and time consuming, and an unfavorable outcome in that litigation would have a material adverse effect on our business.

Prior to this offering, there has been a limited public market for our common stock, and there can be no assurance that a regular trading market will develop and continue after this offering or that the market price of our common stock will not decline below the public offering price. You may therefore be unable to re-sell shares of our common stock at times and prices that you believe are appropriate.

Corporate History

We were incorporated on April 27, 2007 in Delaware under the name Innovative Acquisitions Corp. Until October 4, 2011, we were a shell company with nominal assets and no operations.

On September 29, 2011, we entered into an Agreement and Plan of Merger with IAC Merger Corporation, a Delaware corporation and our wholly-owned subsidiary, or Merger Sub, and Former Puma.

On October 4, 2011, Merger Sub merged with and into Former Puma, and Former Puma, as the surviving entity, became our wholly-owned subsidiary. In this prospectus, we refer to the merger between Merger Sub and Former Puma as the Merger.

Immediately prior to the consummation of the Merger, Former Puma completed a private placement pursuant to a Securities Purchase Agreement dated October 4, 2011, or the Securities Purchase Agreement, with certain institutional and accredited investors. In this prospectus, we refer to this private placement as the Initial Financing. Pursuant to the Securities Purchase Agreement, Former Puma sold 14,666,733 shares of its common stock at a price per share of $3.75 for aggregate gross proceeds of approximately $55 million. Former Puma also issued a warrant to each investor that provided such investor with anti-dilution protection in regard to certain issuances of securities. These warrants expired unexercised, in accordance with their terms, following the quotation of our common stock on the OTC Bulletin Board. Former Puma also issued a warrant to Alan H. Auerbach, our President and Chief Executive Officer, that will entitle Mr. Auerbach to purchase a number of shares sufficient to maintain ownership of 20% of our outstanding shares of common stock as of the closing of this offering, at a price per share equal to the price per share paid by investors in this offering.

Following the Initial Financing, Former Puma had 18,666,733 shares of its common stock issued and outstanding. At the effective time of the Merger, each share of Former Puma s common stock outstanding prior to the effective time was cancelled and automatically converted into the right to receive one share of our common stock as consideration for the Merger. Simultaneously, we issued to Former Puma s former stockholders an aggregate of 18,666,733 shares of our common stock. In connection with the Merger, we also assumed all of Former Puma s outstanding warrants as well as an unsecured convertible promissory note for $150,000 held by Mr. Auerbach, which he subsequently converted, in accordance with its terms, to 40,000 shares of our common stock.

The Merger was accounted for as a reverse acquisition with Former Puma as the accounting acquirer and us as the legal acquirer. Upon completion of the Merger, all of our directors and officers prior to the Merger resigned and the directors and officers of Former Puma became our directors and officers. The business plan of Former Puma also became our business plan.

Table of Contents

Following the closing of the Merger, pursuant to the terms of a Redemption Agreement dated October 4, 2011, or the Redemption Agreement, between us and our stockholders immediately prior to the Merger, we completed the repurchase of all of our common stock issued and outstanding immediately prior to the Merger. Upon completion of the Merger and the redemption, the former stockholders of Former Puma held 100% of the outstanding shares of our common stock.

As a final step in the reverse merger process, our board of directors approved a short-form merger pursuant to which Former Puma merged with and into us, leaving us as the surviving corporation. In connection with the short-form merger, we changed our corporate name from Innovative Acquisitions Corp. to Puma Biotechnology, Inc. The short-form merger became effective on October 4, 2011.

In November 2011, we entered into subscription agreements with 139 accredited investors, including Thomas R. Malley, one of our directors, pursuant to which we sold in a private placement an aggregate of 1,333,267 shares of our common stock at a price per share of $3.75. In this prospectus, we refer to this private placement as the Subsequent Financing. We received aggregate gross proceeds of approximately $5.0 million from the Subsequent Financing. The issuance of the shares in the Subsequent Financing was exempt from registration under Section 4(2) of the Securities Act, and Rule 506 of Regulation D promulgated thereunder, inasmuch as the shares were issued to accredited investors without any form of general solicitation or general advertising.

Corporate Information

Our principal executive offices are located at 10880 Wilshire Boulevard, Suite 2150, Los Angeles, California 90024. Our telephone number is (424) 248-6500. Our website is www.pumabiotechnology.com. Information contained on our website is not incorporated by reference into, and should not be considered a part of, this prospectus.

As a company with less than $1.0 billion in revenue during our last fiscal year, we qualify as an emerging growth company as defined in the Jumpstart Our Business Startups Act, or JOBS Act, enacted in April 2012. An emerging growth company may take advantage of reduced reporting requirements that are otherwise applicable to public companies. These provisions include, but are not limited to:

- not being required to comply with the auditor attestation requirements of Section 404 of the Sarbanes-Oxley Act of 2002, as amended, or the Sarbanes-Oxley Act;
- reduced disclosure obligations regarding executive compensation in our periodic reports, proxy statements and registration statements; and
- exemptions from the requirements of holding a nonbinding advisory vote on executive compensation and stockholder approval of any golden parachute payments not previously approved.

We may take advantage of these provisions until the last day of our fiscal year following the fifth anniversary of the date of the first sale of our common equity securities pursuant to an effective registration statement under the Securities Act of 1933, as amended, or the Securities Act, which such fifth anniversary will occur in 2017. However, if certain events occur prior to the end of such five-year period, including if we become a large accelerated filer, our annual gross revenues exceed $1.0 billion or we issue more than $1.0 billion of non-convertible debt in any three-year period, we will cease to be an emerging growth company prior to the end of such five-year period.

Table of Contents

We have elected to take advantage of certain of the reduced disclosure obligations regarding executive compensation in this registration statement and may elect to take advantage of other reduced burdens in future filings. As a result, the information that we provide to our stockholders may be different than you might receive from other public reporting companies in which you hold equity interests.

We are also a smaller reporting company as defined in Rule 12b-2 of the Securities Exchange Act of 1934, as amended, or the Exchange Act, and have elected to take advantage of certain of the scaled disclosure available to smaller reporting companies.

Table of Contents

THE OFFERING

Common stock offered by us	6,500,000 shares
Common stock outstanding after this offering:	26,540,000 shares
Option to purchase additional shares	The underwriters have a 30-day option to purchase up to an additional 975,000 shares of our common stock at the public offering price less the underwriting discounts and commissions.
Use of Proceeds	We intend to use the net proceeds of this offering for the overall development of our drug candidates, including, but not limited to, research and development and clinical trial expenditures, and for general corporate and working capital purposes.
Offering Price	$15.50
Current market for our shares	Our shares currently trade on the OTC Bulletin Board and the OTCQB Market under the symbol PBYI.
Anticipated New York Stock Exchange symbol	PBYI

Unless otherwise noted, the number of shares of our common stock to be outstanding after this offering is based on 20,040,000 shares outstanding as of June 30, 2012, and excludes:

- 1,392,500 shares of common stock issuable upon the exercise of options outstanding as of June 30, 2012 at a weighted average exercise price of $4.97 per share;
- 2,136,912 shares of common stock reserved for future issuance under our incentive award plan; and
- an indeterminate number of shares issuable to Alan Auerbach, our Chief Executive Officer, upon exercise of a warrant that entitles Mr. Auerbach to purchase a number of shares sufficient to maintain his ownership of 20% of our outstanding shares of common stock as of the closing of this offering. This warrant becomes exercisable upon the completion of this offering and, assuming we sell 6,500,000 shares in this offering at a public offering price of $15.50 per share, the last reported sale price of our common stock set forth on the cover page of this prospectus, Mr. Auerbach would be entitled to purchase 1,585,000 shares at $15.50 per share.

Unless we specifically state otherwise, all information in this prospectus assumes no exercise of the underwriters option to purchase additional shares of common stock.

Table of Contents

SUMMARY FINANCIAL DATA

The following tables set forth a summary of our historical financial data as of, and for the periods ended on, the dates indicated. The statement of operations data for the year ended December 31, 2011 and the period from September 15, 2010 (inception) to December 31, 2010 and the balance sheet data as of December 31, 2011 are derived from our audited financial statements included elsewhere in this prospectus. The statement of operations data for the six months ended June 30, 2011 and 2012 and for the period from September 15, 2010 (inception) to June 30, 2012 and the balance sheet data as of June 30, 2012 have been derived from our unaudited financial statements appearing elsewhere in this prospectus. You should read this data together with our audited financial statements and related notes appearing elsewhere in this prospectus and the information under the captions Selected Financial Data and Management s Discussion and Analysis of Financial Condition and Results of Operations. Our historical results are not necessarily indicative of results to be expected in any future period, and our results for any interim period are not necessarily indicative of results to be expected for a full fiscal year.

	Period from September 15, 2010 (inception) to December 31, 2010	Year Ended December 31, 2011	Six Months Ended June 30, 2012 (unaudited)	Six Months Ended June 30, 2011 (unaudited)	Period from September 15, 2010 (inception) to June 30, 2012 (unaudited)
Statement of Operations Data:					
Operating expenses:					
General and administrative	$ 6,931	$ 9,319,587	$ 2,936,503	$ 38,038	$ 12,263,021
Research and development		826,372	23,574,289		24,400,661
Depreciation and amortization		10,702	118,236	168	128,938
Totals	6,931	10,156,661	26,629,028	38,206	36,792,260
Loss from operations	(6,931)	(10,156,661)	(26,629,028)	(38,206)	(36,792,260)
Other income (expense):					
Interest income		3,783	48,152		51,935
Other income (expense)		(80,000)			(80,000)
Totals		(76,217)	48,152		(28,065)
Net loss	$ (6,931)	$ (10,232,878)	$ (26,580,876)	$ (38,206)	$ (36,820,685)
Net loss applicable to common stock (1)	$ (6,931)	$ (10,232,878)	$ (26,580,876)		