

ATHERSYS, INC / NEW  
Form S-1  
October 09, 2012  
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As filed with the Securities and Exchange Commission on October 9, 2012

Registration No. 333-

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**FORM S-1**  
**REGISTRATION STATEMENT**

*UNDER*

*THE SECURITIES ACT OF 1933*

**Athersys, Inc.**

(Exact name of registrant as specified in its charter)

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|  |  |   |
|--|--|---|
| <b>Delaware</b><br>(State or other jurisdiction of<br>incorporation or organization) | <b>2834</b><br>(Primary Standard Industrial<br>Classification Code Number)<br>3201 Carnegie Avenue<br>Cleveland, Ohio 44115-2634<br><br>(216) 431-9900 | <b>20-4864095</b><br>(I.R.S. Employer<br>Identification Number) |
|--|--|---|

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

**Gil Van Bokkelen**  
**Chief Executive Officer**  
**3201 Carnegie Avenue**  
**Cleveland, Ohio 44115-2634**  
**(216) 431-9900**

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

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**Approximate date of commencement of proposed sale to the public:** As soon as practical after this Registration Statement becomes effective.

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. ...

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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 the 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

### CALCULATION OF REGISTRATION FEE

| Title of Each Class of<br>Securities to be Registered | Amount to be<br>Registered <sup>(1)</sup> | Proposed<br>Maximum<br>Offering Price<br>per Unit <sup>(2)</sup> | Proposed<br>Maximum<br>Aggregate<br>Offering Price <sup>(2)</sup> | Amount of<br>Registration Fee |
|---|---|--|---|-------------------------------|
| Common Stock, \$0.001 par value per share             | 19,550,000                                | \$1.31   | \$25,610,500  | \$3,494                       |

<sup>(1)</sup> Includes shares of common stock issuable pursuant to an option granted to the underwriter.

<sup>(2)</sup> Estimated solely for calculating the amount of the registration fee, pursuant to Rule 457(c) promulgated under the Securities Act of 1933, on the basis of the average of the high and low sale prices of the Common Stock on The NASDAQ Capital Market on October 4, 2012, within five business days prior to filing.

**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 the Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.**

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

**SUBJECT TO COMPLETION, DATED OCTOBER 9, 2012**

**PROSPECTUS**

**17,000,000 Shares**

**Athersys, Inc.**

**Common Stock**

We are offering 17,000,000 shares of our common stock. Our common stock is listed on The NASDAQ Capital Market under the symbol ATHX. The last sale price of our common stock on October 8, 2012, as reported by The NASDAQ Capital Market, was \$1.32 per share.

Investing in our common stock involves risk. Please read carefully the section entitled **Risk Factors** beginning on page 7 of this prospectus.

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

|  | Per Share | Total |
|--|-----------|-------|
| Public Offering Price                  |           |       |
| Underwriting Discounts and Commissions |           |       |
| Proceeds to Us, Before Expenses        |           |       |

We have granted the underwriter the right to purchase, exercisable within a 30-day period, up to an additional 2,550,000 shares of our common stock solely to cover over-allotments.

The underwriter expects to deliver the shares of common stock against payment on or about \_\_\_\_\_, 2012.

## **Piper Jaffray**

Prospectus dated \_\_\_\_\_, 2012

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We have not authorized anyone to provide any information other than that contained in or incorporated by reference into this prospectus or in any free writing prospectus prepared by or on behalf of us or to which we have referred you. We have not authorized any other person to provide you with different information. We take no responsibility for, and can provide no assurance as to the reliability of, any other information that others may give you. We are not making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should assume that the information appearing in this prospectus is accurate only as of the date on the front cover of this prospectus. Our business, financial condition, operating results and prospects may have changed since that date.

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**PROSPECTUS SUMMARY**

*This summary highlights information contained elsewhere in this prospectus and does not contain all of the information that you should consider before investing in our common stock. You should read this entire prospectus carefully, including the sections entitled Risk Factors and Management's Discussion and Analysis of Financial Condition and Results of Operations, and our historical consolidated financial statements and related notes incorporated herein by reference. In this prospectus, unless the context requires otherwise, references to Athersys, we, our or us refer to Athersys, Inc. and its consolidated subsidiaries.*

**Company Overview**

We are an international biotechnology company that is focused primarily in the field of regenerative medicine. We are committed to the discovery and development of best-in-class therapies designed to extend and enhance the quality of human life. We have established a portfolio of therapeutic product development programs to address significant unmet medical needs in multiple disease areas. We are developing our lead platform product, MultiStem<sup>®</sup>, a patented and proprietary allogeneic stem cell product that has been evaluated in two completed Phase I clinical trials and is currently being evaluated in two ongoing Phase II clinical trials. Our current clinical development programs are focused on treating inflammatory & immune disorders, neurological conditions, cardiovascular disease, and other conditions. These represent major areas of clinical need, as well as substantial commercial opportunities.

We believe MultiStem represents a breakthrough in the field of regenerative medicine and stem cell therapy and could be used to treat a range of disease indications. MultiStem is a patented and proprietary product that enhances tissue repair and healing in multiple ways, including reducing inflammatory damage, protecting tissue that is at risk following acute or ischemic injury, and promoting formation of new blood vessels in regions of ischemic injury. The cells comprising MultiStem appear to be responsive to the environment in which they are administered, homing to sites of injury and active disease response and producing proteins that may provide benefit in acute or chronic conditions. In contrast to traditional pharmaceutical products or biologics that generally act through a single biological mechanism of action, the MultiStem product can enhance healing and tissue repair through multiple distinct mechanisms acting simultaneously, by producing a range of therapeutic factors and dynamically responding to the needs of the body resulting in a more effective therapeutic response.

The MultiStem product is unique among regenerative medicine approaches, because it can be manufactured on a large scale, may be administered in an off-the-shelf manner with minimal processing, and can augment healing in multiple ways, providing biological potency other cell therapy approaches cannot. Additionally, the MultiStem product has demonstrated a consistent safety profile in both preclinical and clinical studies. Like drugs and biologics, the product is cleared from the body over time, enhancing product safety relative to other types of stem cell therapy. While the product does not permanently engraft in the patient, the therapeutic effects of treatment with MultiStem cells appear to be quite durable.

We believe the therapeutic and commercial potential for MultiStem to be very broad, applying to many areas of significant unmet medical need. We are pursuing opportunities in several potential multi-billion dollar markets. While traditional pharmaceuticals or biologic therapies typically may be used to treat only a single disease or narrowly defined set of related conditions, MultiStem appears to have far broader potential and could be developed in different formulations and with different delivery approaches to efficiently treat a range of disease indications.

We have already evaluated the use of MultiStem as a potential treatment for a range of disease indications. Working with an international network of leading investigators and prominent research and

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clinical institutions, and through our own internal efforts, we have explored the potential for MultiStem to be used in acute and chronic forms of inflammatory & immune disorders, neurological conditions, cardiovascular disease, certain pulmonary conditions, and other areas.

To date, we have successfully advanced MultiStem into five clinical stage programs, each of which addresses a significant area of medical need and represents a large commercial market opportunity. MultiStem has been evaluated in two completed clinical trials, one exploring the potential to treat patients that have suffered a heart attack, and the other evaluating the potential to reduce graft versus host disease, or GvHD, as well as other complications, and to provide supportive care to patients being treated for leukemia or related conditions. MultiStem is currently being evaluated in two additional clinical programs in the inflammatory & immune disease and neurological areas. In one study, which is being conducted with our partner Pfizer Inc., or Pfizer, MultiStem is being administered to patients with inflammatory bowel disease, or IBD. In another ongoing study, we are evaluating the potential to treat patients that have suffered neurological damage from a stroke. In addition, a leading clinical center in Europe, and a research collaborator, has recently received authorization to conduct an initial clinical trial evaluating administration of MultiStem in patients that have received a solid organ transplant.

In addition to our MultiStem programs, we have applied our pharmaceutical discovery capabilities to identify and develop novel pharmaceuticals to treat obesity, related metabolic conditions such as diabetes, and certain neurological indications, such as schizophrenia, as well as small molecule compounds that may be used to enhance the production or therapeutic effectiveness of MultiStem or related products, increase the product's biological potency for certain indications and lead to second or third generation products in the regenerative medicine area. Our 5HT2c agonist program for obesity works by the same mechanism as Lorcaserin, which was recently approved by the U.S. Food and Drug Administration, or FDA, for the treatment of obesity, and we believe our compounds may have the potential for providing superior weight loss performance, while also achieving a superior safety and tolerability profile. In addition, we have demonstrated our compounds are complementary with other agents that have been approved by the FDA for treating obesity. Furthermore, certain compounds that we developed may also have relevance in other disease areas, such as the treatment of schizophrenia. We are actively exploring partnership opportunities for our 5HT2c program in both the obesity and schizophrenia areas.

## **Business Strategy**

Our principal business objective is to discover, develop and commercialize novel therapeutic products for disease indications that represent significant areas of clinical need and commercial opportunity. The key elements of our strategy are outlined below.

***Efficiently Conduct Clinical Development to Establish Clinical Proof of Concept and Biological Activity with our Lead Product Candidates.*** MultiStem represents a novel therapeutic modality for the treatment of inflammatory & immune system disorders, neurological conditions and cardiovascular disease, as well as in other areas. MultiStem may be administered like other biologics, intravenously, via catheter, or by local injection. The cells appear to be responsive to their environment, homing to sites of injury and active disease response and producing proteins that may provide benefit in acute or chronic conditions. Additionally, MultiStem cell therapy may deliver therapeutic benefit through several distinct mechanisms of action, including reducing inflammatory damage, protecting tissue that is at risk following acute or ischemic injury, and promoting formation of new blood vessels in regions of ischemic injury. We are conducting a number of clinical studies with the intent to establish proof of concept and/or proof of biological activity in a number of important disease areas where the cell therapies would be expected to have benefit in inflammatory & immune system dysfunctions, neurological conditions and cardiovascular



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disease. Our focus is on conducting well-designed studies early in the clinical development process to establish a robust foundation for subsequent development, partnership and expansion into complementary areas. We are committed to a rigorous clinical and regulatory framework, which we believe has helped to advance our programs efficiently, and is also a result of the quality of our regulatory submissions and transparency in our discussions with the FDA have resulted in a successful regulatory partnership that has helped to advance our programs efficiently.

***Continue to Refine and Improve our Manufacturing and Related Processes and Deepen our Understanding of Therapeutic Mechanisms of Action.*** A key aspect of MultiStem is its substantial expansion capacity *ex vivo* relative to other cell types. This enables large scale production of the clinical product, which enables greater consistency, specificity and cost of goods advantages over other cell therapies. We plan to build on this intrinsic biological advantage by continuing to advance and optimize our production and process development approaches, further developing new manufacturing approaches including our bioreactor platform, and optimizing the plant to bedside supply chain to support late stage development and commercialization. Additionally, we will continue to refine our understanding of our products' activities and mechanisms of action to enable optimization of administration and dosing and to prepare the foundation for product enhancements and next generation opportunities.

***Enter into Licensing or Product Co-Development Arrangements in Certain Areas, while Out-Licensing Opportunities in Non-Core Areas.*** In addition to our internal development efforts, an important part of our product development strategy is to work with collaborators and partners to accelerate product development, reduce our development costs, and broaden our commercialization capabilities. We have entered into licensing and product co-development arrangements with qualified commercial partners to achieve these objectives. We anticipate that this strategy will help us to develop a portfolio of high quality product development opportunities, enhance our clinical development and commercialization capabilities, and increase our ability to generate value from our proprietary technologies. Over the past decade, we have entered into technology licensing arrangements and established product commercialization and co-development partnerships with companies such as Pfizer, Angiotech Pharmaceuticals, Inc., or Angiotech, Bristol-Myers Squibb Company, or Bristol-Myers Squibb, Johnson & Johnson, Wyeth and RTI Biologics, Inc., or RTI. These partnerships generate revenue and provide capital that allows us to advance certain programs further in development.

***Efficiently Explore New High Potential Therapeutic Applications, Leveraging Third-Party Research Collaborations and our Results from Related Areas.*** Our product candidates have shown promise in multiple disease areas, including in treating inflammatory & immune disorders, neurological conditions, cardiovascular disease, and other areas. We are committed to exploring potential clinical indications where our therapies may achieve best-in-class profile, and where we can address significant unmet medical needs. In order to achieve this goal, over the past decade, we have established collaborative research relationships with investigators from many leading research and clinical institutions across the United States and Europe, including the Cleveland Clinic, Case Western Reserve University, University of Minnesota, the Medical College of Georgia, the University of Oregon Health Sciences Center, the University of Texas Health Science Center at Houston, the University of Pittsburgh Medical Center, the Katholieke Universiteit Leuven, or KUL, and other institutions. Through this network of collaborations, we have studied MultiStem in a range of preclinical models that reflect various types of human disease or injury in the

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cardiovascular, neurological, and immunological areas. These collaborative relationships have enabled us to cost effectively explore where MultiStem may have therapeutic relevance, and how it may be utilized to advance treatment over current clinical care. Additionally, we have shown that we can leverage clinical safety data and preclinical results from some programs to support accelerated clinical development efforts in other areas, saving substantial development time and resources compared to traditional drug development where generally each program is separately developed.

***Continue to Expand our Intellectual Property Portfolio.*** We have a broad intellectual property estate that covers our proprietary products and technologies, as well as methods of production and methods of use. Our intellectual property is important to our business and we take significant steps to protect its value. We have ongoing research and development efforts, both through internal activities and through collaborative research activities with others, which aim to develop new intellectual property and enable us to file patent applications that cover new applications of our existing technologies or product candidates, including MultiStem and other opportunities.

### **Risks Related to Our Business**

Investing in our common stock involves substantial risk. You should carefully consider all of the information in this prospectus prior to investing in our common stock. There are numerous risk factors related to our business that are described under **Risk Factors** and elsewhere in this prospectus. Among these important risks are the following:

our clinical trials may not be successful, and clinical results may not reflect results seen in previously conducted preclinical studies;

we do not have adequate funding to complete development in some areas, and may not be able to access additional capital on reasonable terms or at all to complete development;

our current or future partners may not be able to adequately support development in designated areas, or they may elect to change their strategic or business priorities, and these changes may have an adverse impact on us, our development plans, or our business;

we may encounter unexpected regulatory changes that delay or impede our development and commercialization efforts;

there may be unexpected changes in intellectual property law;

product reimbursement challenges;

we may encounter manufacturing and distribution challenges; and

we may not be able to recruit or retain well qualified personnel that are necessary for us to conduct our business.

### **Corporate Information**

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We were incorporated in Delaware on October 24, 1995. On June 8, 2007, we merged with a wholly owned subsidiary of BTHC VI, Inc., a Delaware corporation, and, on August 31, 2007, BTHC VI, Inc. changed its name to Athersys, Inc. Our headquarters are located at 3201 Carnegie Avenue, Cleveland, Ohio 44115. Our telephone number is (216) 431-9900. Our website is <http://www.athersys.com>. The information contained on or accessible through our website is not part of this prospectus, other than documents that we file with the SEC that are incorporated by reference into this prospectus.

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**The Offering**

|   |   |
|---|---|
| Common stock offered by us  | 17,000,000 shares (or 19,550,000 shares if the underwriter exercises its option to purchase additional shares to cover over-allotments in this offering in full). |
| Common stock to be outstanding immediately after this offering  | 46,515,343 shares (or 49,065,343 shares if the underwriter exercises its option to purchase additional shares to cover over-allotments in this offering in full). |
| Use of proceeds   | We currently expect to use the net proceeds from this offering for working capital and general corporate purposes. See Use of Proceeds.                           |
| Risk factors  | You should carefully read and consider the information set forth in Risk Factors beginning on page 7 of this prospectus before investing in our common stock.     |
| NASDAQ Capital Market symbol  | ATHX.   |
| The number of shares of common stock to be outstanding after the offering is based on 29,515,343 shares of common stock outstanding as of June 30, 2012. Unless otherwise indicated, all information this prospectus assumes no exercise by the underwriter of its option to purchase additional shares of common stock to cover over-allotments in this offering and excludes: |   |

4,299,698 shares of common stock reserved for issuance upon the exercise of options and restricted stock units granted under our equity compensation plans with a weighted average exercise price of \$4.37 per option share as of June 30, 2012;

5,806,853 shares of common stock that may be issued upon exercise of outstanding warrants with a weighted average exercise price of \$2.48 per share as of June 30, 2012, 4,347,827 of which are issuable pursuant to warrants that currently have an exercise price of \$2.07 with full ratchet anti-dilution price protection, subject to certain exceptions;

500,000 shares of common stock that we issued from June 30, 2012 through September 30, 2012, and any additional shares that we may issue, to Aspire Capital Fund, LLC, or Aspire Capital, pursuant to a common stock purchase agreement we entered into on November 11, 2011 (the agreement, as amended, is referred to in this prospectus as the Aspire Purchase Agreement), which provides that, upon the terms and subject to the conditions and limitations set forth therein and as of September 30, 2012, Aspire Capital is committed to purchase up to an aggregate of an additional \$17.7 million of shares of our common stock over the term of the Aspire Purchase Agreement, should we elect to sell shares to Aspire Capital; and

37,500 shares of common stock that we issued from June 30, 2012 through September 30, 2012, and additional shares we intend to issue, to our former lenders as milestone payments under the terms of our loan agreement, as further described in the section entitled Dilution in this prospectus.



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The following is a summary of our results of operations and financial position. The summary consolidated financial data set forth below should be read in conjunction with Selected Consolidated Financial Data and Management's Discussion and Analysis of Financial Condition and Results of Operations included elsewhere in this prospectus and the financial statements and the notes thereto incorporated by reference into this prospectus.

|  | Year Ended December 31, |             |             | Six Months<br>Ended June 30, |            |
|--|-------------------------|-------------|-------------|------------------------------|------------|
|  | 2011                    | 2010        | 2009        | 2012                         | 2011       |
| <b>Consolidated Statement of Operations Data:</b><br>(in thousands, except per share data) |                         |             |             |                              |            |
| Contract and grant revenues  | \$ 10,344               | \$ 8,939    | \$ 2,159    | \$ 5,404                     | \$ 5,425   |
| Operating expenses   | 24,124                  | 20,450      | 17,774      | 13,172                       | 11,770     |
| Loss from operations   | (13,780)                | (11,511)    | (15,615)    | (7,768)                      | (6,345)    |
| Other income (expense), net  | 34                      | 134         | 249         | (281)                        | (808)      |
| Net loss   | \$ (13,746)             | \$ (11,377) | \$ (15,366) | \$ (8,049)                   | \$ (7,153) |
| Basic and diluted net loss per common share  | \$ (0.59)               | \$ (0.60)   | \$ (0.81)   | \$ (0.29)                    | \$ (0.32)  |

Weighted average shares used in computing basic and diluted net loss per common share

|  |        |        |        |        |        |
|--|--------|--------|--------|--------|--------|
|  | 23,239 | 18,930 | 18,928 | 27,477 | 22,693 |
|--|--------|--------|--------|--------|--------|

Please see Note B to our audited consolidated financial statements incorporated by reference into this prospectus for an explanation of the method used to calculate net loss attributable to common stockholders, basic and diluted net loss per common share, and the number of shares used in the computation of per share amounts.

|   | December 31,<br>2011 | June 30,<br>2012 |
|---|----------------------|------------------|
| <b>Consolidated Balance Sheet Data:</b><br>(in thousands) |                      |                  |
| Cash, cash equivalents and available-for-sale securities  | \$ 12,784            | \$ 10,857        |
| Working capital   | 6,986                | 7,810            |
| Total assets  | 15,701               | 13,335           |
| Warrant liabilities and note payable                      | 983                  | 4,684            |
| Total stockholders' equity                                | 7,298                | 4,503            |

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**RISK FACTORS**

*An investment in our common stock involves a high degree of risk. Accordingly, you should carefully consider the following risk factors, together with all of the other information contained in or incorporated by reference into this prospectus, including our consolidated financial statements and related notes incorporated by reference into this prospectus, before making an investment in our common stock. If any of the following risks actually occurs, we may not be able to conduct our business as currently planned, and our business, operating results and financial condition could be harmed. In that case, the market price of our common stock could decline, and you could lose all or a part of your investment.*

**Risks Related To Our Business and Our Industry**

*We have incurred losses since inception and we expect to incur significant net losses in the foreseeable future and may never become profitable.*

Since our inception in 1995, we have incurred significant losses and negative cash flows from operations. We incurred net losses of \$14 million in 2011, \$11 million in 2010 and \$15 million in 2009 and \$8 million for the six months ended June 30, 2012. As of June 30, 2012, we had an accumulated deficit of \$227 million, and anticipate incurring additional losses for at least the next several years. We expect to spend significant resources over the next several years to enhance our technologies and to fund research and development of our pipeline of potential products. To date, substantially all of Athersys' revenue has been derived from corporate collaborations, license agreements and government grants. In order to achieve profitability, we must develop products and technologies that can be commercialized by us or through our existing or future collaborations. Our ability to generate revenues and become profitable will depend on our ability, alone or with potential collaborators, to timely, efficiently and successfully complete the development of our product candidates. We have never earned revenue from selling a product and we may never do so, as none of our product candidates have been approved for sale, since they are currently being tested in humans and animal studies. We cannot assure you that we will ever earn revenue or that we will ever become profitable. If we sustain losses over an extended period of time, we may be unable to continue our business.

*We will need substantial additional funding to develop our products and for our future operations. If we are unable to obtain the funds necessary to do so, we may be required to delay, scale back or eliminate our product development activities or may be unable to continue our business.*

The development of our product candidates will require a commitment of substantial funds to conduct the costly and time-consuming research, which may include preclinical and clinical testing, necessary to obtain regulatory approvals and bring our products to market. Net cash used in our operations was \$14 million in 2011, \$11 million in 2010 and \$5 million in 2009, and \$10 million for the six months ended June 30, 2012.

At June 30, 2012, we had \$10.9 million of cash and cash equivalents, and we will need substantially more to advance our product candidates through development. Furthermore, we will need to add additional capital to fund our operations through the completion of our current clinical trials. Our future capital requirements will depend on many factors, including:

our ability to raise capital to fund our operations;

the progress and costs of our research and development programs, including our ability to develop our current portfolio of therapeutic products, or discover and develop new ones;

our ability, or our partners ability and willingness, to advance partnered products or programs, and the speed in which they are advanced;

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the cost of prosecuting, defending and enforcing patent claims and other intellectual property rights;

the progress, scope, costs, and results of our preclinical and clinical testing of any current or future pharmaceutical or MultiStem related products;

the time and cost involved in obtaining regulatory approvals;

the cost of manufacturing our product candidates;

expenses related to complying with good manufacturing practices, or GMP, of therapeutic product candidates;

costs of financing the purchases of additional capital equipment and development technologies;

competing technological and market developments;

our ability to establish and maintain collaborative and other arrangements with third parties to assist in bringing our products to market and the cost of such arrangements;

the amount and timing of payments or equity investments that we receive from collaborators or changes in or terminations of future or existing collaboration and licensing arrangements and the timing and amount of expenses we incur to supporting these collaborations and license agreements;

costs associated with the integration of any new operation, including costs relating to future mergers and acquisitions with companies that have complementary capabilities;

expenses related to the establishment of sales and marketing capabilities for products awaiting approval or products that have been approved;

the level of our sales and marketing expenses; and

our ability to introduce and sell new products.

The extent to which we utilize the Aspire Purchase Agreement with Aspire Capital as a source of funding will depend on a number of factors, including the prevailing market price of our common stock, the volume of trading in our common stock and the extent to which we are able to secure funds from other sources. The number of shares that we may sell to Aspire Capital under the Aspire Purchase Agreement on any given day and during the term of the agreement is limited. Additionally, we and Aspire Capital may not effect any sales of shares of our common stock under the Aspire Purchase Agreement during the continuance of an event of default or at a purchase price of less than \$1.45. Even if we are able to access the full \$17.7 million remaining under the Aspire Purchase Agreement as of September 30, 2012, we will still need additional capital to fully implement our business, operating and development plans.

We have secured capital historically from grant revenues, collaboration proceeds, and debt and equity offerings. We will need to secure substantial additional capital to fund our future operations. We cannot be certain that additional capital will be available on acceptable terms or



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at all. In recent years, it has been difficult for companies to raise capital due to a variety of factors, which may or may not continue. To the extent we raise additional capital through the sale of equity securities, including to Aspire Capital, the ownership position of our existing stockholders could be substantially diluted. If additional funds are raised through the issuance of preferred stock or debt securities, these securities are likely to have rights, preferences and privileges senior to our common stock. Fluctuating interest rates could also increase the costs of any debt financing we may obtain.

Failure to successfully address ongoing liquidity requirements will have a material adverse effect on our business. If we are unable to obtain additional capital on acceptable terms when needed, we may be

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required to take actions that harm our business and our ability to achieve cash flow in the future, including possibly the surrender of our rights to some technologies or product opportunities, delaying our clinical trials or curtailing or ceasing operations.

*We are heavily dependent on the successful development and commercialization of MultiStem products, and if we encounter delays or difficulties in the development of this product candidate, our business could be harmed.*

Our success is heavily dependent upon the successful development of MultiStem products for certain diseases and conditions involving acute or ischemic injury or immune system dysfunction. Our business could be materially harmed if we encounter difficulties in the development of this product candidate, such as:

delays in the ability to manufacture the product in quantities or in a form that is suitable for any required preclinical studies or clinical trials;

delays in the design, enrollment, implementation or completion of required preclinical studies and clinical trials;

an inability to follow our current development strategy for obtaining regulatory approval from the FDA because of changes in the regulatory approval process;

less than desired or complete lack of efficacy or safety in preclinical studies or clinical trials; and

intellectual property constraints that prevent us from making, using, or commercializing the product candidate.

*The results seen in animal testing of our product candidates may not be replicated in humans.*

This prospectus discusses the safety and efficacy seen in preclinical testing of our lead product candidates, including MultiStem, in animals, but we may not see positive results when our other product candidates undergo clinical testing in humans in the future. Preclinical studies and Phase I clinical trials are not primarily designed to test the efficacy of a product candidate in humans, but rather to:

test short-term safety and tolerability;

study the absorption, distribution, metabolism and elimination of the product candidate;

study the biochemical and physiological effects of the product candidate and the mechanisms of the drug action and the relationship between drug levels and effect; and

understand the product candidate's side effects at various doses and schedules.

Success in preclinical studies or completed clinical trials does not ensure that later studies or trials, including continuing non-clinical studies and large-scale clinical trials, will be successful nor does it necessarily predict future results. The rate of failure in drug development is quite high, and many companies in the biotechnology and pharmaceutical industries have suffered significant setbacks in advanced clinical trials, even after promising results in earlier trials. Product candidates may fail to show desired safety and efficacy in larger and more diverse patient populations in later stage clinical trials, despite having progressed through early stage trials. Negative or inconclusive results from any of our ongoing preclinical studies or clinical trials could result in delays, modifications, or abandonment of ongoing or future clinical trials and the termination of our development of a product candidate. Additionally, even if we are able to successfully complete pivotal Phase III clinical trials, the FDA

still may not approve our product candidates.

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*Our product candidates are in an early stage of development and we currently have no therapeutic products approved for sale. If we are unable to develop, obtain regulatory approval or market any of our product candidates, our financial condition will be negatively affected, and we may have to curtail or cease our operations.*

We are in the early stage of product development, and we are dependent on the application of our technologies to discover or develop therapeutic product candidates. We currently do not sell any approved therapeutic products and do not expect to have any products commercially available for several years, if at all. You must evaluate us in light of the uncertainties and complexities affecting an early stage biotechnology company. Our product candidates require additional research and development, preclinical testing, clinical testing and regulatory review and/or approvals or clearances before marketing. To date, no one to our knowledge has commercialized any therapeutic products using our technologies and we might never commercialize any product using our technologies and strategy. In addition, we may not succeed in developing new product candidates as an alternative to our existing portfolio of product candidates. If our current product candidates are delayed or fail, or we fail to successfully develop and commercialize new product candidates, our financial condition may be negatively affected, and we may have to curtail or cease our operations.

*We may not successfully maintain our existing collaborative and licensing arrangements, or establish new ones, which could adversely affect our ability to develop and commercialize our product candidates.*

A key element of our business strategy is to commercialize some of our product candidates through collaborations with other companies. Our strategy includes establishing collaborations and licensing agreements with one or more pharmaceutical, biotechnology or device companies, preferably after we have advanced product candidates through the initial stages of clinical development. However, we may not be able to establish or maintain such licensing and collaboration arrangements necessary to develop and commercialize our product candidates. Even if we are able to maintain or establish licensing or collaboration arrangements, these arrangements may not be on favorable terms and may contain provisions that will restrict our ability to develop, test and market our product candidates. Any failure to maintain or establish licensing or collaboration arrangements on favorable terms could adversely affect our business prospects, financial condition or ability to develop and commercialize our product candidates.

Our agreements with our collaborators and licensees may have provisions that give rise to disputes regarding the rights and obligations of the parties. These and other possible disagreements could lead to termination of the agreement or delays in collaborative research, development, supply, or commercialization of certain product candidates, or could require or result in litigation or arbitration. Moreover, disagreements could arise with our collaborators over rights to intellectual property or our rights to share in any of the future revenues of products developed by our collaborators. These kinds of disagreements could result in costly and time-consuming litigation. Any such conflicts with our collaborators could reduce our ability to obtain future collaboration agreements and could have a negative impact on our relationship with existing collaborators.

Currently, our material collaborations and licensing arrangements are our collaboration with Pfizer to develop and commercialize MultiStem<sup>®</sup> for the treatment of IBD, our collaboration with RTI to develop and commercialize Multipotent Adult Progenitor Cell, or MAPC<sup>®</sup>, technology-based biologic implants for certain orthopedic applications in the bone graft substitutes market, and our license with the University of Minnesota pursuant to which we license certain aspects of the MultiStem technology. These arrangements do not have specific termination dates; rather, each arrangement terminates upon the occurrence of certain events.

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*If our collaborators do not devote sufficient time and resources to successfully carry out their contracted duties or meet expected deadlines, we may not be able to advance our product candidates in a timely manner or at all.*

Our success depends on the performance by our collaborators of their responsibilities under our collaboration arrangements. Some potential collaborators may not perform their obligations in a timely fashion or in a manner satisfactory to us. Typically, we cannot control the amount of resources or time our collaborators may devote to our programs or potential products that may be developed in collaboration with us. We are currently involved in multiple research and development collaborations with academic and research institutions. These collaborators frequently depend on outside sources of funding to conduct or complete research and development, such as grants or other awards. In addition, our academic collaborators may depend on graduate students, medical students, or research assistants to conduct certain work, and such individuals may not be fully trained or experienced in certain areas, or they may elect to discontinue their participation in a particular research program, creating an inability to complete ongoing research in a timely and efficient manner. As a result of these uncertainties, we are unable to control the precise timing and execution of any experiments that may be conducted.

Additionally, our current or future corporate collaborators will retain the ability to pursue other research, product development or commercial opportunities that may be directly competitive with our programs. If these collaborators elect to prioritize or pursue other programs in lieu of ours, we may not be able to advance product development programs in an efficient or effective manner, if at all. If a collaborator is pursuing a competitive program and encounters unexpected financial or capability limitations, they may be motivated to reduce the priority placed on our programs or delay certain activities related to our programs or be unwilling to properly fund their share of the development expenses for our programs. Any of these developments could harm our product and technology development efforts, which could seriously harm our business.

*Even if we or our collaborators receive regulatory approval for our products, those products may never be commercially successful.*

Even if we develop pharmaceuticals or MultiStem related products that obtain the necessary regulatory approval, and we have access to the necessary manufacturing, sales, marketing and distribution capabilities that we need, our success depends to a significant degree upon the commercial success of those products. If these products fail to achieve or subsequently maintain market acceptance or commercial viability, our business would be significantly harmed because our future royalty revenue or other revenue would be dependent upon sales of these products. Many factors may affect the market acceptance and commercial success of any potential products that we may discover, including:

health concerns, whether actual or perceived, or unfavorable publicity regarding our obesity drugs, stem cell products or those of our competitors;

the timing of market entry as compared to competitive products;

the rate of adoption of products by our collaborators and other companies in the industry;

any product labeling that may be required by the FDA or other United States or foreign regulatory agencies for our products or competing or comparable products;

convenience and ease of administration;

pricing;

perceived efficacy and side effects;

marketing;

availability of alternative treatments;

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levels of reimbursement and insurance coverage; and

activities by our competitors.

*We may experience delays in clinical trials and regulatory approval relating to our products that could adversely affect our financial results and our commercial prospects for our pharmaceutical or stem cell products.*

In addition to the regulatory requirements for our pharmaceutical programs, we will also require regulatory approvals for each distinct application of our stem cell product. In each case, we will be required to conduct clinical trials to demonstrate safety and efficacy of MultiStem, or various products that incorporate or use MultiStem. For product candidates that advance to clinical testing, we cannot be certain that we or a collaborator will successfully complete the clinical trials necessary to receive regulatory product approvals. This process is lengthy and expensive.

We intend to seek approval for our product candidates through the FDA approval process. To obtain regulatory approvals, we must, among other requirements, complete clinical trials showing that our products are safe and effective for a particular indication. Under the approval process, we must submit clinical and non-clinical data to demonstrate the medication is safe and effective. For example, we must be able to provide data and information, which may include extended pharmacology, toxicology, reproductive toxicology, bioavailability and genotoxicity studies to establish suitability for Phase II or large scale Phase III clinical trials.

All of our product candidates are at an early stage of development. As these programs enter and progress through early stage clinical development, or complete additional non-clinical testing, an indication of a lack of safety or lack of efficacy may result in the early termination of an ongoing trial, or may cause us or any of our collaborators to forego further development of a particular product candidate or program. The FDA or other regulatory agencies may require extensive clinical trials or other testing prior to granting approval, which could be costly and time consuming to conduct. Any of these developments would hinder, and potentially prohibit, our ability to commercialize our product candidates. We cannot assure you that clinical trials will in fact demonstrate that our products are safe or effective.

Additionally, we may not be able to find acceptable patients or may experience delays in enrolling patients for our currently planned or any future clinical trials. The FDA or we may suspend our clinical trials at any time if either believes that we are exposing the subjects participating in the trials to unacceptable health risks. The FDA or institutional review boards and/or institutional biosafety committees at the medical institutions and healthcare facilities where we seek to sponsor clinical trials may not permit a trial to proceed or may suspend any trial indefinitely if they find deficiencies in the conduct of the trials.

Product development costs to us and our potential collaborators will increase if we have delays in testing or approvals or if we need to perform more or larger clinical trials than planned. We expect to continue to rely on third party clinical investigators at medical institutions and healthcare facilities to conduct our clinical trials, and, as a result, we may face additional delaying factors outside our control. Significant delays may adversely affect our financial results and the commercial prospects for our product candidates and delay our ability to become profitable.

*If our pharmaceutical product candidates do not successfully complete the clinical trial process, we will not be able to partner or market them. Even successful clinical trials may not result in a partnering transaction or a marketable product and may not be entirely indicative of a product's safety or efficacy.*

Many factors, known and unknown, can adversely affect clinical trials and the ability to evaluate a product's efficacy. During the course of treatment, patients can die or suffer other adverse events for

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reasons that may or may not be related to the proposed product being tested. Even if unrelated to our product, certain events can nevertheless adversely impact our clinical trials. As a result, our ability to ultimately develop and market the products and obtain revenues would suffer.

Even promising results in preclinical studies and initial clinical trials do not ensure successful results in later clinical trials, which test broader human use of our products. Many companies in our industry have suffered significant setbacks in advanced clinical trials, despite promising results in earlier trials. Even successful clinical trials may not result in a marketable product or be indicative of the efficacy or safety of a product. Many factors or variables could affect the results of clinical trials and cause them to appear more promising than they may otherwise be. Product candidates that successfully complete clinical trials could ultimately be found to be unsafe or ineffective. In addition, our ability to complete clinical trials depends on many factors, including obtaining adequate clinical supplies and having a sufficient rate of patient recruitment. For example, patient recruitment is a function of many factors, including:

the size of the patient population;

the proximity of patients to clinical sites;

the eligibility criteria for the trial;

the perceptions of investigators and patients regarding safety; and

the availability of other treatment options.

*Even if we obtain regulatory approval of any of our product candidates, the approved products may be subject to post-approval studies and will remain subject to ongoing regulatory requirements. If we fail to comply, or if concerns are identified in subsequent studies, our approval could be withdrawn and our product sales could be suspended.*

If we are successful at obtaining regulatory approval for MultiStem or any of our other product candidates, regulatory agencies in the United States and other countries where a product will be sold may require extensive additional clinical trials or post-approval clinical studies that are expensive and time consuming to conduct. In particular, therapeutic products administered for the treatment of persistent or chronic conditions, such as obesity, are likely to require extensive follow-up studies and close monitoring of patients after regulatory approval has been granted, for any signs of adverse effects that occur over a long period of time. These studies may be expensive and time consuming to conduct and may reveal side effects or other harmful effects in patients that use our therapeutic products after they are on the market, which may result in the limitation or withdrawal of our drugs from the market. Alternatively, we may not be able to conduct such additional trials, which might force us to abandon our efforts to develop or commercialize certain product candidates. Even if post-approval studies are not requested or required, after our products are approved and on the market, there might be safety issues that emerge over time that require a change in product labeling or that require withdrawal of the product from the market, which would cause our revenue to decline.

Additionally, any products that we may successfully develop will be subject to ongoing regulatory requirements after they are approved. These requirements will govern the manufacturing, packaging, marketing, distribution, and use of our products. If we fail to comply with such regulatory requirements, approval for our products may be withdrawn, and product sales may be suspended. We may not be able to regain compliance, or we may only be able to regain compliance after a lengthy delay, significant expense, lost revenues and damage to our reputation.



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*We may rely on third parties to manufacture our MultiStem product candidate.*

Our current business strategy relies on third parties to manufacture our MultiStem product candidates in accordance with good manufacturing practices established by the FDA, or similar regulations in other countries. These third parties may not deliver sufficient quantities of our MultiStem product candidates, manufacture MultiStem product candidates in accordance with specifications, or comply with applicable government regulations. Additionally, if the manufactured products fail to perform as specified, our business and reputation could be severely impacted.

We expect to enter into additional manufacturing agreements for the production of product materials. If any manufacturing agreement is terminated or any third party collaborator experiences a significant problem that could result in a delay or interruption in the supply of product materials to us, there are very few contract manufacturers who currently have the capability to produce our MultiStem product on acceptable terms, or on a timely and cost-effective basis. We cannot assure you that manufacturers on whom we will depend will be able to successfully produce our MultiStem product on acceptable terms, or on a timely or cost-effective basis. We cannot assure you that manufacturers will be able to manufacture our products in accordance with our product specifications or will meet FDA or other requirements. We must have sufficient and acceptable quantities of our product materials to conduct our clinical trials and ultimately to market our product candidates, if and when such products have been approved by the FDA for marketing. If we are unable to obtain sufficient and acceptable quantities of our product material, we may be required to delay the clinical testing and marketing of our products.

*If we do not comply with applicable regulatory requirements in the manufacture and distribution of our product candidates, we may incur penalties that may inhibit our ability to commercialize our products and adversely affect our revenue.*

Our failure or the failure of our potential collaborators or third party manufacturers to comply with applicable FDA or other regulatory requirements including manufacturing, quality control, labeling, safety surveillance, promoting and reporting may result in criminal prosecution, civil penalties, recall or seizure of our products, total or partial suspension of production or an injunction, as well as other regulatory action against our product candidates or us. Discovery of previously unknown problems with a product, supplier, manufacturer or facility may result in restrictions on the sale of our products, including a withdrawal of such products from the market. The occurrence of any of these events would negatively impact our business and results of operations.

*If we are unable to create and maintain sales, marketing and distribution capabilities or enter into agreements with third parties to perform those functions, we will not be able to commercialize our product candidates.*

We currently have no sales, marketing or distribution capabilities. Therefore, to commercialize our product candidates, if and when such products have been approved and are ready for marketing, we expect to collaborate with third parties to perform these functions. We will either need to share the value generated from the sale of any products and/or pay a fee to the contract sales organization. If we establish any such relationships, we will be dependent upon the capabilities of our collaborators or contract service providers to effectively market, sell, and distribute our product. If they are ineffective at selling and distributing our product, or if they choose to emphasize other products over ours, we may not achieve the level of product sales revenues that we would like. If conflicts arise, we may not be able to resolve them easily or effectively, and we may suffer financially as a result. If we cannot rely on the sales, marketing and distribution capabilities of our collaborators or of contract service providers, we may be forced to establish our own capabilities. We have no experience in developing, training or managing a sales force and will incur substantial additional expenses if we decide to market any of our future products directly. Developing a marketing and sales force is also time consuming and could delay launch of our future products. In addition, we will compete with many companies that currently have extensive

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and well-funded marketing and sales operations. Our marketing and sales efforts may be unable to compete successfully against these companies.

*If we are unable to attract and retain key personnel and advisors, it may adversely affect our ability to obtain financing, pursue collaborations or develop our product candidates.*

We are highly dependent on our executive officers Gil Van Bokkelen, Ph.D., our Chief Executive Officer, as well as other executive and scientific officers, including William Lehmann, J.D., M.B.A., President and Chief Operating Officer, John Harrington, Ph.D., Chief Scientific Officer and Executive Vice President, Robert Deans, Ph.D., Executive Vice President, Regenerative Medicine, and Laura Campbell, CPA, Vice President of Finance, as well as other personnel.

These individuals are integral to the development and integration of our technologies and to our present and future scientific collaborations, including managing the complex research processes and the product development and potential commercialization processes. Given their leadership, extensive technical, scientific and financial expertise and management and operational experience, these individuals would be difficult to replace. Consequently, the loss of services of one or more of these named individuals could result in product development delays or the failure of our collaborations with current and future collaborators, which, in turn, may hurt our ability to develop and commercialize products and generate revenues.

Our future success depends on our ability to attract, retain and motivate highly qualified management and scientific, development and commercial personnel and advisors. If we are unable to attract and retain key personnel and advisors, it may negatively affect our ability to successfully develop, test and commercialize our product candidates.

*Our ability to compete in the biopharmaceutical market may decline if we are not successful in adequately protecting our proprietary technologies.*

Our success depends in part on our ability to obtain and maintain intellectual property that protects our technologies and our pharmaceutical products. Patent positions may be highly uncertain and may involve complex legal and factual questions, including the ability to establish patentability of compounds and methods for using them for which we seek patent protection. We cannot predict the breadth of claims that will ultimately be allowed in our patent applications, if any, including those we have in-licensed or the extent to which we may enforce these claims against our competitors. We have filed multiple patent

applications that seek to protect the composition of matter and method of use related to our small molecule programs. In addition, we are prosecuting numerous distinct patent families directed to composition, methods of production, and methods of use of MultiStem and related technologies. If we are unsuccessful in obtaining and maintaining these patents related to products and technologies, we may ultimately be unable to commercialize products that we are developing or may elect to develop in the future.

The degree of future protection for our proprietary rights is therefore highly uncertain and we cannot assure you that:

we were the first to file patent applications or to invent the subject matter claimed in patent applications relating to the technologies or product candidates upon which we rely;

others will not independently develop similar or alternative technologies or duplicate any of our technologies;

others did not publicly disclose our claimed technology before we conceived the subject matter included in any of our patent applications;

any of our pending or future patent applications will result in issued patents;

any of our patent applications will not result in interferences or disputes with third parties regarding priority of invention;

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any patents that may be issued to us, our collaborators or our licensors will provide a basis for commercially viable products or will provide us with any competitive advantages or will not be challenged by third parties;

we will develop additional proprietary technologies that are patentable;

the patents of others will not have an adverse effect on our ability to do business; or

new proprietary technologies from third parties, including existing licensors, will be available for licensing to us on reasonable commercial terms, if at all.

In addition, patent law outside the United States is uncertain and in many countries intellectual property laws are undergoing review and revision. The laws of some countries do not protect intellectual property rights to the same extent as domestic laws. It may be necessary or useful for us to participate in opposition proceedings to determine the validity of our competitors' patents or to defend the validity of any of our or our licensors' future patents, which could result in substantial costs and would divert our efforts and attention from other aspects of our business. With respect to certain of our inventions, we have decided not to pursue patent protection outside the United States, both because we do not believe it is cost effective and because of confidentiality concerns. Accordingly, our international competitors could develop and receive foreign patent protection for gene sequences and functions for which we are seeking United States patent protection, enabling them to sell products that we have developed.

Technologies licensed to us by others, or in-licensed technologies, are important to our business. The scope of our rights under our licenses may be subject to dispute by our licensors or third parties. Our rights to use these technologies and to practice the inventions claimed in the licensed patents are subject to our licensors abiding by the terms of those licenses and not terminating them. In particular, we depend on certain technologies relating to our MultiStem technology licensed from the University of Minnesota, and the termination of this license could result in our loss of some of the rights that enable us to utilize this technology, and our ability to develop products based on MultiStem could be seriously hampered.

In addition, we may in the future acquire rights to additional technologies by licensing such rights from existing licensors or from third parties. Such in-licenses may be costly. Also, we generally do not control the patent prosecution, maintenance or enforcement of in-licensed technologies. Accordingly, we are unable to exercise the same degree of control over this intellectual property as we do over our internally developed technologies. Moreover, some of our academic institution licensors, collaborators and scientific advisors have rights to publish data and information to which we have rights. If we cannot maintain the confidentiality of our technologies and other confidential information in connection with our collaborations, our ability to protect our proprietary information or obtain patent protection in the future may be impaired, which could have a significant adverse effect on our business, financial condition and results of operations.

*We may not have adequate protection for our unpatented proprietary information, which could adversely affect our competitive position.*

In addition to patents, we will substantially rely on trade secrets, know-how, continuing technological innovations and licensing opportunities to develop and maintain our competitive position. However, others may independently develop substantially equivalent proprietary information and techniques or otherwise gain access to our trade secrets or disclose our technology. To protect our trade secrets, we may enter into confidentiality agreements with employees, consultants and potential collaborators. However, these agreements may not provide meaningful protection of our trade secrets or adequate remedies in the event of unauthorized use or disclosure of such information. Likewise, our trade secrets or know-how may become known through other means or be independently discovered by our competitors. Any of these events could prevent us from developing or commercializing our product candidates.

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*Disputes concerning the infringement or misappropriation of our proprietary rights or the proprietary rights of others could be time consuming and extremely costly and could delay our research and development efforts.*

Our commercial success, if any, will be significantly harmed if we infringe the patent rights of third parties or if we breach any license or other agreements that we have entered into with regard to our technology or business.

We are aware of other companies and academic institutions that have been performing research in the areas of adult derived stem cells. In particular, other companies and academic institutions have announced that they have identified nonembryonic stem cells isolated from bone marrow or other tissues that have the ability to form a range of cell types, or display the property of pluripotency. To the extent any of these companies or academic institutions currently have, or obtain in the future, broad patent claims, such patents could block our ability to use various aspects of our discovery and development process and might prevent us from developing or commercializing newly discovered applications of our MultiStem technology, or otherwise conducting our business. In addition, it is possible that some of the pharmaceutical product candidates we are developing may not be patentable or may be covered by intellectual property of third parties.

We are not currently a party to any litigation, interference, opposition, protest, reexamination or any other potentially adverse governmental, ex parte or inter-party proceeding with regard to our patent or trademark positions. However, the life sciences and other technology industries are characterized by extensive litigation regarding patents and other intellectual property rights. Many life sciences and other technology companies have employed intellectual property litigation as a way to gain a competitive advantage. If we become involved in litigation, interference proceedings, oppositions, reexamination, protest or other potentially adverse intellectual property proceedings as a result of alleged infringement by us of the rights of others or as a result of priority of invention disputes with third parties, we might have to spend significant amounts of money, time and effort defending our position and we may not be successful. In addition, any claims relating to the infringement of third-party proprietary rights or proprietary determinations, even if not meritorious, could result in costly litigation, lengthy governmental proceedings, divert management's attention and resources, or require us to enter into royalty or license agreements that are not advantageous to us. If we do not have the financial resources to support such litigation or appeals, we may forfeit or lose certain commercial rights. Even if we have the financial resources to continue such litigation or appeals, we may lose. In the event that we lose, we may be forced to pay very substantial damages; we may have to obtain costly license rights, which may not be available to us on acceptable terms, if at all; or we may be prohibited from selling products that are found to infringe the patent rights of others.

Should any person have filed patent applications or obtained patents that claim inventions also claimed by us, we may have to participate in an interference proceeding declared by the relevant patent regulatory agency to determine priority of invention and, thus, the right to a patent for these inventions in the United States. Such a proceeding could result in substantial cost to us even if the outcome is favorable. Even if successful on priority grounds, an interference action may result in loss of claims based on patentability grounds raised in the interference action. Litigation, interference proceedings or other proceedings could divert management's time and efforts. Even unsuccessful claims could result in significant legal fees and other expenses, diversion of management's time and disruption in our business. Uncertainties resulting from initiation and continuation of any patent proceeding or related litigation could harm our ability to compete and could have a significant adverse effect on our business, financial condition and results of operations.

An adverse ruling arising out of any intellectual property dispute, including an adverse decision as to the priority of our inventions, could undercut or invalidate our intellectual property position. An adverse

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ruling could also subject us to significant liability for damages, including possible treble damages, prevent us from using technologies or developing products, or require us to negotiate licenses to disputed rights from third parties. Although patent and intellectual property disputes in the technology area are often settled through licensing or similar arrangements, costs associated with these arrangements may be substantial and could include license fees and ongoing royalties. Furthermore, necessary licenses may not be available to us on satisfactory terms, if at all. Failure to obtain a license in such a case could have a significant adverse effect on our business, financial condition and results of operations.

*Many potential competitors, including those who have greater resources and experience than we do, may develop products or technologies that make ours obsolete or noncompetitive.*

We face significant competition with respect to our product candidates. With regard to our efforts to develop MultiStem as a novel stem cell therapy, currently, there are a number of companies that are actively developing stem cell products, which encompass a range of different cell types, including embryonic stem cells, adult-derived stem cells, and processed bone marrow derived cells. Our future success will depend on our ability to maintain a competitive position with respect to technological advances. Technological developments by others may result in our MultiStem product platform and technologies, as well as our pharmaceutical formulations, becoming obsolete.

We are subject to significant competition from pharmaceutical, biotechnology and diagnostic companies, academic and research institutions, and government or other publicly funded agencies that are pursuing or may pursue the development of therapeutic products and technologies that are substantially similar to our proposed therapeutic products and technologies, or that otherwise address the indications we are pursuing. Our most significant competitors include major pharmaceutical companies such as Pfizer, F. Hoffmann-La Roche, Ltd., or Roche, Johnson & Johnson, Sanofi U.S., or Sanofi, and GlaxoSmithKline plc, or GlaxoSmithKline, as well as smaller biotechnology or biopharmaceutical companies such as Celgene Corporation, or Celgene, Osiris Therapeutics, Inc., or Osiris, Aastrom Biosciences, Inc., or Aastrom Biosciences, Stem Cells Inc., Cytori Therapeutics, Inc., or Cytori, Mesoblast Limited, or Mesoblast, Pluristem Therapeutics Inc., or Pluristem, Arena Pharmaceuticals, Inc., or Arena Pharmaceuticals, Orexigen Therapeutics, Inc., or Orexigen Therapeutics, and Vivus, Inc., or Vivus. Most of our current and potential competitors have substantially greater research and development capabilities and financial, scientific, regulatory, manufacturing, marketing, sales, human resources, and experience than we do. Many of our competitors have several therapeutic products that have already been developed, approved and successfully commercialized, or are in the process of obtaining regulatory approval for their therapeutic products in the United States and internationally.

Many of these companies have substantially greater capital resources, research and development resources and experience, manufacturing capabilities, regulatory expertise, sales and marketing resources, established relationships with consumer products companies and production facilities.

Universities and public and private research institutions are also potential competitors. While these organizations primarily have educational objectives, they may develop proprietary technologies related to stem cells or secure patent protection that we may need for the development of our technologies and products. We may attempt to license these proprietary technologies, but these licenses may not be available to us on acceptable terms, if at all. Our competitors, either alone or with their collaborative partners, may succeed in developing technologies or products that are more effective, safer, more affordable or more easily commercialized than ours, and our competitors may obtain intellectual property protection or commercialize products sooner than we do. Developments by others may render our product candidates or our technologies obsolete.

Our current product discovery and development collaborators are not prohibited from entering into research and development collaboration agreements with third parties in any product field. Our failure to

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compete effectively would have a significant adverse effect on our business, financial condition and results of operations.

*We will use hazardous and biological materials in our business. Any claims relating to improper handling, storage or disposal of these materials could be time consuming and costly.*

Our products and processes will involve the controlled storage, use and disposal of certain hazardous and biological materials and waste products. We and our suppliers and other collaborators are subject to federal, state and local regulations governing the use, manufacture, storage, handling and disposal of materials and waste products. Even if we and these suppliers and collaborators comply with the standards prescribed by law and regulation, the risk of accidental contamination or injury from hazardous materials cannot be completely eliminated. In the event of an accident, we could be held liable for any damages that result, and any liability could exceed the limits or fall outside the coverage of any insurance we may obtain and exceed our financial resources. We may not be able to maintain insurance on acceptable terms, or at all. We may incur significant costs to comply with current or future environmental laws and regulations.

*If we acquire products, technologies or other businesses, we will incur a variety of costs, may have integration difficulties and may experience numerous other risks that could adversely affect our business.*

To remain competitive, we may decide to acquire additional businesses, products and technologies. We currently have no commitments or agreements with respect to, and are not actively seeking, any material acquisitions. We have limited experience in identifying acquisition targets, successfully acquiring them and integrating them into our current infrastructure. We may not be able to successfully integrate any businesses, products, technologies or personnel that we might acquire in the future without a significant expenditure of operating, financial and management resources, if at all. In addition, future acquisitions could require significant capital infusions and could involve many risks, including, but not limited to the following:

we may have to issue convertible debt or equity securities to complete an acquisition, which would dilute our stockholders and could adversely affect the market price of our common stock;

an acquisition may negatively impact our results of operations because it may require us to incur large one-time charges to earnings, amortize or write down amounts related to goodwill and other intangible assets, or incur or assume substantial debt or liabilities, or it may cause adverse tax consequences, substantial depreciation or deferred compensation charges;

we may encounter difficulties in assimilating and integrating the business, technologies, products, personnel or operations of companies that we acquire;

certain acquisitions may disrupt our relationship with existing collaborators who are competitive to the acquired business;

acquisitions may require significant capital infusions and the acquired businesses, products or technologies may not generate sufficient revenue to offset acquisition costs;

an acquisition may disrupt our ongoing business, divert resources, increase our expenses and distract our management;

acquisitions may involve the entry into a geographic or business market in which we have little or no prior experience; and

key personnel of an acquired company may decide not to work for us.





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Any of the foregoing risks could have a significant adverse effect on our business, financial condition and results of operations.

*To the extent we enter markets outside of the United States, our business will be subject to political, economic, legal and social risks in those markets, which could adversely affect our business.*

There are significant regulatory and legal barriers in markets outside the United States that we must overcome to the extent we enter or attempt to enter markets in countries other than the United States. We will be subject to the burden of complying with a wide variety of national and local laws, including multiple and possibly overlapping and conflicting laws. We also may experience difficulties adapting to new cultures, business customs and legal systems. Any sales and operations outside the United States would be subject to political, economic and social uncertainties including, among others:

changes and limits in import and export controls;

increases in custom duties and tariffs;

changes in currency exchange rates;

economic and political instability;

changes in government regulations and laws;

absence in some jurisdictions of effective laws to protect our intellectual property rights; and

currency transfer and other restrictions and regulations that may limit our ability to sell certain products or repatriate profits to the United States.

Any changes related to these and other factors could adversely affect our business to the extent we enter markets outside the United States.

*Foreign governments often impose strict price controls on approved products, which may adversely affect our future profitability in those countries, and the re-importation of drugs to the United States from foreign countries that impose price controls may adversely affect our future profitability.*

Frequently foreign governments impose strict price controls on newly approved therapeutic products. If we obtain regulatory approval to sell products in foreign countries, we may be unable to obtain a price that provides an adequate financial return on our investment. Furthermore, legislation in the United States may permit re-importation of drugs from foreign countries into the United States, including re-importation from foreign countries where the drugs are sold at lower prices than in the United States due to foreign government-mandated price controls. Such a practice, especially if it is conducted on a widespread basis, may significantly reduce our potential United States revenues from any drugs that we are able to develop.

*If we elect not to sell our products in foreign countries that impose government mandated price controls because we decide it is uneconomical to do so, a foreign government or patent office may attempt to terminate our intellectual property rights in that country, enabling competitors to make and sell our products.*

In some cases we may choose not to sell a product in a foreign country because it is uneconomical to do so under a system of government-imposed price controls, or because it could severely limit our profitability in the United States or other markets. In such cases, a foreign government or patent office may terminate any intellectual property rights we may obtain with respect to that product. Such a termination could enable competitors to produce and sell our product in that market. Furthermore, such products may be exported into the

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United States through legislation that authorizes the importation of drugs from outside the United States. In such an event, we may have to reduce our prices, or we may be unable to compete with low-cost providers of our drugs, and we could be financially harmed as a result.

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*We may encounter difficulties managing our growth, which could adversely affect our business.*

At various times we have experienced periods of rapid growth in our employee numbers as a result of a dramatic increase in activity in technology programs, genomics programs, collaborative research programs, discovery programs, and scope of operations. At other times, we have had to reduce staff in order to bring our expenses in line with our financial resources. Our success will also depend on the ability of our officers and key employees to continue to improve our operational capabilities and our management information and financial control systems, and to expand, train and manage our work force.

*We may be sued for product liability, which could adversely affect our business.*

Because our business strategy involves the development and sale by either us or our collaborators of commercial products, we may be sued for product liability. We may be held liable if any product we develop and commercialize, or any product our collaborators commercialize that incorporates any of our technology, causes injury or is found otherwise unsuitable during product testing, manufacturing, marketing, sale or consumer use. In addition, the safety studies we must perform and the regulatory approvals required to commercialize our pharmaceutical products, will not protect us from any such liability.

We carry product liability insurance that includes coverage for human clinical trials. Currently, we carry a \$5 million per event, \$5 million annual aggregate coverage for both our products liability policy and our clinical trials protection. We also intend to seek product liability insurance for any approved products that we may develop or acquire. However, in the event there are product liability claims against us, our insurance may be insufficient to cover the expense of defending against such claims, or may be insufficient to pay or settle such claims. Furthermore, we may be unable to obtain adequate product liability insurance coverage for commercial sales of any of our approved products. If such insurance is insufficient to protect us, our results of operations will suffer. If any product liability claim is made against us, our reputation and future sales will be damaged, even if we have adequate insurance coverage.

*The availability, manner, and amount of reimbursement for our product candidates from government and private payers are uncertain, and our inability to obtain adequate reimbursement for any products could severely limit our product sales.*

We expect that many of the patients who seek treatment with any of our products that are approved for marketing will be eligible for Medicare benefits. Other patients may be covered by private health plans. If we are unable to obtain or retain adequate levels of reimbursement from Medicare or from private health plans, our ability to sell our products will be severely limited. The application of existing Medicare regulations and interpretive coverage and payment determinations to newly approved products is uncertain and those regulations and interpretive determinations are subject to change. The Medicare Prescription Drug Improvement and Modernization Act, enacted in December 2003, provides for a change in reimbursement methodology that reduces the Medicare reimbursement rates for many drugs, which may adversely affect reimbursement for any products we may develop. Medicare regulations and interpretive determinations also may determine who may be reimbursed for certain services, and may limit the pool of patients our product candidates are being developed to serve.

Federal, state and foreign governments continue to propose legislation designed to contain or reduce health care costs. Legislation and regulations affecting the pricing of products like our potential products may change further or be adopted before any of our potential products are approved for marketing. Cost control initiatives by governments or third-party payers could decrease the price that we receive for any one or all of our potential products or increase patient coinsurance to a level that make our products under development become unaffordable. In addition, government and private health plans persistently

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challenge the price and cost-effectiveness of therapeutic products. Accordingly, these third parties may ultimately not consider any or all of our products under development to be cost effective, which could result in products not being covered under their health plans or covered only at a lower price. Any of these initiatives or developments could prevent us from successfully marketing and selling any of our products that are approved for commercialization.

*Public perception of ethical and social issues surrounding the use of adult-derived stem cell technology may limit or discourage the use of our technologies, which may reduce the demand for our therapeutic products and technologies and reduce our revenues.*

Our success will depend in part upon our ability to develop therapeutic products incorporating or discovered through our adult-derived stem cell technology. For social, ethical, or other reasons, governmental authorities in the United States and other countries may call for limits on, or regulation of the use of, adult-derived stem cell technologies. Although we do not use the more controversial stem cells derived from embryos or fetuses, claims that adult-derived stem cell technologies are ineffective, unethical or pose a danger to the environment may influence public attitudes. The subject of stem cell technologies in general has received negative publicity and aroused public debate in the United States and some other countries. Ethical and other concerns about our adult-derived stem cell technology could materially hurt the market acceptance of our therapeutic products and technologies, resulting in diminished sales and use of any products we are able to develop using adult-derived stem cells.

### **Risks Related to This Offering and Our Common Stock**

*Future sales, or availability for sale, of shares of common stock by stockholders could depress the market price of our common stock.*

Sales of a substantial number of shares of our common stock in the public market, or the perception that large sales could occur, could depress the market price of our common stock. As of June 30, 2012, we had 29,515,343 shares of our common stock outstanding. All of these shares are freely tradable, except for any shares held by our affiliates as defined in Rule 144 under the Securities Act. Also, as of June 30, 2012, up to 5,806,853 shares of common stock were issuable upon exercise of outstanding warrants with a weighted average exercise price of \$2.48 per share, 4,347,827 of which are issuable pursuant to warrants that currently have an exercise price of \$2.07 with full ratchet anti-dilution price protection, subject to certain exceptions.

*You will experience immediate and substantial dilution in the net tangible book value per share of the common stock you purchase.*

Since the price per share of our common stock being offered is substantially higher than the net tangible book value per share of our common stock, you will suffer substantial dilution in the net tangible book value of the common stock you purchase in this offering. Based on an assumed offering price of \$            per share, if you purchase shares of common stock in this offering, you will suffer immediate and substantial dilution of approximately \$            per share in the net tangible book value of the common stock. See the section entitled "Dilution" in this prospectus for a more detailed discussion of the dilution you will incur if you purchase common stock in this offering.

*Sales of shares issuable upon the exercise of warrants will dilute your ownership interest in our company and may cause the market price of our shares to decline.*

On March 14, 2012, we closed a private placement in which we issued 4,347,827 shares of common stock and warrants to purchase up to 4,347,827 shares of common stock. The exercise of those warrants will dilute your investment. Additionally, the warrants issued in the March 2012 offering contain full-ratchet anti-dilution provision that would be triggered upon an issuance by us of shares of our common stock or securities convertible into or exchangeable for shares of our common stock at a price per share

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below the then current exercise price of the warrants, subject to certain exceptions, such as sales of common stock to Aspire Capital. To the extent that these anti-dilution provisions are triggered, including as a result of this offering, we would be required to reduce the exercise price of all of the March 2012 warrants on a full-ratchet basis, which would increase the dilutive effect that the exercise of warrants would have on your investment.

*If we do not continue to meet the listing standards established by The NASDAQ Capital Market, the common stock may not remain listed for trading.*

The NASDAQ Capital Market has established certain quantitative criteria and qualitative standards that companies must meet in order to remain listed for trading on these markets. We cannot guarantee that we will be able to maintain all necessary requirements for listing; therefore, we cannot guarantee that our common stock will remain listed for trading on The NASDAQ Capital Market or other similar markets.

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**CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS**

This prospectus, including the documents incorporated by reference and the sections entitled Prospectus Summary, Risk Factors, Management's Discussion and Analysis of Financial Condition and Results of Operations and Business, contains forward-looking statements that represent our beliefs, projections and predictions about future events or our future performance. You can identify forward-looking statements by terminology such as may, will, would, could, should, expect, intend, plan, anticipate, believe, estimate, predict, potential, continue, or other similar expressions or phrases. These forward-looking statements are necessarily subjective and involve known and unknown risks, uncertainties and other important factors that could cause our actual results, performance or achievements or industry results to differ materially from any future results, performance or achievement described in or implied by such statements.

Factors that may cause actual results to differ materially from expected results described in forward-looking statements include, but are not limited to:

uncertainty regarding market acceptance of our product candidates and our ability to generate revenues, including MultiStem for the treatment of IBD, acute myocardial infarction, or AMI, stroke and other disease indications, and the prevention of GvHD;

our ability to raise capital to fund our operations;

final results from our MultiStem clinical trials;

the possibility of delays in, adverse results of, and excessive costs of the development process;

our ability to successfully initiate and complete clinical trials and obtain all necessary regulatory approvals to commercialize our product candidates;

changes in external market factors;

changes in our industry's overall performance;

changes in our business strategy;

our ability to protect our intellectual property portfolio;

our possible inability to realize commercially valuable discoveries in our collaborations with pharmaceutical and other biotechnology companies;

our ability to meet milestones under our collaboration agreements;

our collaborators' ability to continue to fulfill their obligations under the terms of our collaboration agreement;

our possible inability to execute our strategy due to changes in our industry or the economy generally;

changes in productivity and reliability of suppliers; and

the success of our competitors and the emergence of new competitors.

See **Risk Factors** for a more complete discussion of these risks and uncertainties and for other risks and uncertainties. Any forward-looking statement you read in this prospectus reflects our current views with respect to future events and is subject to these and other risks, uncertainties and assumptions relating to our operations, operating results, growth strategy and liquidity. You should not place undue reliance on these forward-looking statements because such statements speak only as to the date when made. We assume no obligation to publicly update or revise these forward-looking statements for any

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reason, or to update the reasons actual results could differ materially from those anticipated in these forward-looking statements, even if new information becomes available in the future, except as otherwise required by applicable law.

This prospectus also contains statistical data and estimates we obtained from industry publications and reports generated by third parties. Although we believe that the publications and reports are reliable, we have not independently verified their data.



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**USE OF PROCEEDS**

We expect to receive net proceeds of approximately \$            million from the sale of shares of our common stock in this offering (or \$ million if the underwriter exercises its option to purchase additional shares of common stock to cover over-allotments in this offering in full) after deducting underwriting discounts and commissions and estimated offering expenses.

We currently intend to use the net proceeds from this offering for working capital and general corporate purposes.

Pending the application of the net proceeds as described above, we may invest the net proceeds from this offering in short-term, investment grade, interest-bearing securities.

**Table of Contents****CAPITALIZATION**

The following table shows our cash and cash equivalents and capitalization as of June 30, 2012 on an actual basis and on an as adjusted basis to reflect the sale of 17,000,000 shares of our common stock offered in this offering, after deducting underwriting discounts and commissions and estimated offering expenses.

This table should be read in conjunction with Management's Discussion and Analysis of Financial Condition and Results of Operations contained elsewhere in this prospectus and our financial statements and the accompanying notes incorporated by reference into this prospectus.

|   | As of June 30, 2012                               |             |
|---|---|-------------|
|   | Actual  | As Adjusted |
|   | (in thousands<br>except share and per share data) |             |
| Cash and cash equivalents   | \$ 10,857   | \$          |
| Warrant liabilities and note payable  | \$ 4,684  | \$          |
| Stockholders' equity:   |   |             |
| Preferred stock, at stated value; 10,000,000 shares authorized, and no shares issued and outstanding at June 30, 2012, actual and as adjusted   |   |             |
| Common stock, \$0.001 par value; 100,000,000 shares authorized, and 29,515,343 shares issued and outstanding at June 30, 2012, actual, and                      shares issued and outstanding at June 30, 2012, as adjusted | 30  |             |
| Additional paid-in capital  | 231,482   |             |
| Accumulated deficit   | (227,009)   |             |
| Total stockholders' equity  | 4,503   |             |
| Total capitalization  | \$ 9,187  | \$          |

**Table of Contents****COMMON STOCK PRICE RANGE**

Our common stock is listed on The NASDAQ Capital Market under the symbol ATHX. The following table sets forth, for the periods indicated, the high and low sales prices for our common stock as reported on The NASDAQ Capital Market.

|  | High    | Low     |
|--|---------|---------|
| <b>Year ended December 31, 2012:</b>     |         |         |
| First Quarter                            | \$ 2.33 | \$ 1.49 |
| Second Quarter                           | \$ 1.71 | \$ 1.25 |
| Third Quarter                            | \$ 1.75 | \$ 1.35 |
| Fourth Quarter (through October 8, 2012) | \$ 1.47 | \$ 1.25 |
| <b>Year ended December 31, 2011:</b>     |         |         |
| First Quarter                            | \$ 3.08 | \$ 2.35 |
| Second Quarter                           | \$ 3.10 | \$ 2.50 |
| Third Quarter                            | \$ 2.86 | \$ 1.00 |
| Fourth Quarter                           | \$ 2.42 | \$ 1.13 |
| <b>Year ended December 31, 2010:</b>     |         |         |
| First Quarter                            | \$ 4.40 | \$ 2.32 |
| Second Quarter                           | \$ 3.63 | \$ 2.56 |
| Third Quarter                            | \$ 3.55 | \$ 2.34 |
| Fourth Quarter                           | \$ 3.19 | \$ 2.42 |

The last reported sales price for our common stock on October 8, 2012 is set forth on the cover page of this prospectus. As of September 30, 2012, there were approximately 629 holders of record of our common stock.

**DIVIDEND POLICY**

We would have to rely upon dividends and other payments from our wholly-owned subsidiary, ABT Holding Company, to generate the funds necessary to make dividend payments, if any, on our common stock. ABT Holding Company, however, is legally distinct from us and has no obligation to pay amounts to us. The ability of ABT Holding Company to make dividend and other payments to us is subject to, among other things, the availability of funds and applicable state laws. However, there are no restrictions such as government regulations or material contractual arrangements that restrict the ability of ABT Holding Company to make dividend and other payments to us. We did not pay cash dividends on our common stock during the past two years or for the six months ended June 30, 2012. We do not anticipate that we will pay any dividends on our common stock in the foreseeable future. Rather, we anticipate that we will retain earnings, if any, for use in the development of our business.

**Table of Contents****DILUTION**

Investors in shares of our common stock offered in this offering will experience an immediate dilution in the net tangible book value of their common stock from the public offering price of the common stock. The net tangible book value of our common stock as of June 30, 2012 was approximately \$4.5 million, or approximately \$0.15 per share of common stock. Net tangible book value per share of our common stock is calculated by subtracting our total liabilities from our total tangible assets, which is equal to total assets less intangible assets, and dividing this amount by the number of shares of common stock outstanding.

Dilution per share represents the difference between the public offering price per share of our common stock and the adjusted net tangible book value per share of our common stock included in this offering after giving effect to this offering. After giving effect to the sale of shares of common stock offered in this offering at the offering price of \$            per share and sales of common stock from June 30, 2012 through September 30, 2012, and after deducting underwriting discounts and commissions and estimated offering expenses payable by us, our net tangible book value as of June 30, 2012 would have been approximately \$            million, or approximately \$            per share of common stock. This change represents an immediate increase in the net tangible book value of \$            per share of common stock to our existing stockholders and an immediate and substantial dilution in net tangible book value of \$            per share of common stock to new investors. The following table illustrates this per share dilution:

|   |         |
|---|---------|
| Offering price per share  | \$      |
| Net tangible book value per share as of June 30, 2012                       | \$ 0.15 |
| Increase in net tangible book value per share attributable to new investors | \$      |
| <br>  |         |
| Net tangible book value per share after this offering                       | \$      |
| <br>  |         |
| Dilution per share to new investors   | \$      |

The table and calculations set forth above are based on the number of shares of common stock outstanding as of June 30, 2012 and assumes no exercise of any outstanding options or warrants. To the extent that options or warrants are exercised, there will be further dilution to new investors.

The above information excludes:

4,299,698 shares of common stock reserved for issuance upon the exercise of options and restricted stock units granted under our equity compensation plans with a weighted average exercise price of \$4.37 per option share as of June 30, 2012;

5,806,853 shares of common stock that may be issued upon exercise of outstanding warrants with a weighted average exercise price of \$2.48 per share as of June 30, 2012, 4,347,827 of which are issuable pursuant to warrants that currently have an exercise price of \$2.07 with full ratchet anti-dilution price protection, subject to certain exceptions;

shares of common stock that we may issue to Aspire Capital pursuant to the Aspire Purchase Agreement; and

shares of common stock that we intend to issue to our former lenders as milestone payments under the terms of our loan agreement, which was repaid in June 2008. Under the Loan and Security Agreement, and Supplement, dated as of November 2, 2004, by and among ABT Holding Company (formerly known as Athersys, Inc.), Advanced Biotherapeutics, Inc., Venture Lending & Leasing IV, Inc., and Costella Kirsch IV, L.P., as amended, the former lenders retain a right to receive a milestone payment of a portion of the amount from



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proceeds of certain equity financings of an amount equal to 10% of the proceeds above \$5.0 million in cumulative gross proceeds. The balance of this milestone obligation at September 30, 2012 is approximately \$300,000. As the loan agreement permits, we intend to pay 75% of the milestone payment in shares of common stock at the per-share offering price of this offering.

**Table of Contents****SELECTED CONSOLIDATED FINANCIAL DATA**

The selected consolidated financial data set forth below should be read in conjunction with Management's Discussion and Analysis of Financial Condition and Results of Operations included elsewhere in this prospectus and the consolidated financial statements and the notes thereto incorporated by reference into this prospectus.

|  | Year Ended December 31,                         |                    |                    |                    |                    | Six Months Ended June 30, |                   |
|--|---|--------------------|--------------------|--------------------|--------------------|---------------------------|-------------------|
|  | 2011  | 2010               | 2009               | 2008               | 2007               | 2012                      | 2011              |
|  | (in thousands, except share and per share data) |                    |                    |                    |                    |                           |                   |
| <b>Consolidated Statement of Operations Data:</b>                                      |   |                    |                    |                    |                    |                           |                   |
| Revenues:  |   |                    |                    |                    |                    |                           |                   |
| Contract revenue   | \$ 9,015  | \$ 6,685           | \$ 1,079           | \$ 1,880           | \$ 1,433           | \$ 4,733                  | \$ 4,641          |
| Grant revenue  | 1,329   | 2,254              | 1,080              | 1,225              | 1,827              | 671                       | 784               |
| <b>Total revenues</b>  | <b>10,344</b>                                   | <b>8,939</b>       | <b>2,159</b>       | <b>3,105</b>       | <b>3,260</b>       | <b>5,404</b>              | <b>5,425</b>      |
| Costs and expenses:  |   |                    |                    |                    |                    |                           |                   |
| Research and development   | 18,930  | 14,779             | 11,920             | 16,500             | 15,817             | 10,596                    | 9,032             |
| General and administrative   | 4,916   | 5,387              | 5,621              | 5,479              | 7,975              | 2,421                     | 2,611             |
| Depreciation   | 278   | 284                | 233                | 218                | 283                | 155                       | 127               |
| <b>Loss from operations</b>  | <b>(13,780)</b>                                 | <b>(11,511)</b>    | <b>(15,615)</b>    | <b>(19,092)</b>    | <b>(20,815)</b>    | <b>(7,768)</b>            | <b>(6,345)</b>    |
| Other (expense) income:  |   |                    |                    |                    |                    |                           |                   |
| Other (expense) income, net  | (51)  | (69)               | (126)              | 48                 | 2,017              | (296)                     | (874)             |
| Interest income  | 85  | 203                | 375                | 1,146              | 1,591              | 15                        | 66                |
| Interest expense   |   |                    |                    | (94)               | (1,263)            |                           |                   |
| Accretion of premium on convertible debt   |   |                    |                    |                    | (456)              |                           |                   |
| <b>Net loss</b>  | <b>\$ (13,746)</b>                              | <b>\$ (11,377)</b> | <b>\$ (15,366)</b> | <b>\$ (17,992)</b> | <b>\$ (18,926)</b> | <b>\$ (8,049)</b>         | <b>\$ (7,153)</b> |
| Preferred stock dividends  |   |                    |                    |                    | (659)              |                           |                   |
| Deemed dividend resulting from induced conversion of convertible preferred stock       |   |                    |                    |                    | (4,800)            |                           |                   |
| <b>Net loss attributable to common stockholders</b>                                    | <b>\$ (13,746)</b>                              | <b>\$ (11,377)</b> | <b>\$ (15,366)</b> | <b>\$ (17,992)</b> | <b>\$ (24,385)</b> | <b>\$ (8,049)</b>         | <b>\$ (7,153)</b> |
| <b>Basic and diluted net loss per common share attributable to common stockholders</b> |   |                    |                    |                    |                    |                           |                   |
|  | \$ (0.59)                                       | \$ (0.60)          | \$ (0.81)          | \$ (0.95)          | \$ (2.26)          | \$ (0.29)                 | \$ (0.32)         |
| Weighted average shares outstanding, basic and diluted                                 |   |                    |                    |                    |                    |                           |                   |
|  | 23,239,019                                      | 18,929,749         | 18,928,379         | 18,927,988         | 10,811,119         | 27,476,603                | 22,693,155        |

|   | December 31,   |               |               |               |               | June 30,      |               |
|---|----------------|---------------|---------------|---------------|---------------|---------------|---------------|
|   | 2011           | 2010          | 2009          | 2008          | 2007          | 2012          | 2011          |
|   | (in thousands) |               |               |               |               |               |               |
| <b>Consolidated Balance Sheet Data:</b>   |                |               |               |               |               |               |               |
| Cash and cash equivalents                 | \$ 8,785       | \$ 2,105      | \$ 11,167     | \$ 12,552     | \$ 13,248     | \$ 10,857     | \$ 4,719      |
| Available-for-sale securities, short-term | 3,999          | 13,076        | 10,135        | 15,460        | 22,477        |               | 16,194        |
| Working capital                           | 6,986          | 9,106         | 16,291        | 26,789        | 32,849        | 7,810         | 13,483        |
| Available-for-sale securities, long-term  |                |               | 5,080         | 3,601         | 13,850        |               |               |
| <b>Total assets</b>                       | <b>15,701</b>  | <b>19,106</b> | <b>28,331</b> | <b>33,877</b> | <b>52,225</b> | <b>13,335</b> | <b>23,088</b> |

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|                                      |       |       |        |        |        |       |        |
|--------------------------------------|-------|-------|--------|--------|--------|-------|--------|
| Warrant liabilities and note payable | 983   |       |        |        |        | 4,684 | 1,873  |
| Total stockholders' equity           | 7,298 | 9,005 | 18,957 | 31,563 | 47,631 | 4,503 | 12,843 |



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Effective January 1, 2012, we adopted the Financial Accounting Standards Board's, or FASB's, Accounting Standards Update, or ASU, No. 2011-05, Comprehensive Income (Topic 220): Presentation of Comprehensive Income, as amended by ASU 2011-12, Comprehensive Income (Topic 220): Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items Out of Accumulated Other Comprehensive Income in Accounting Standards Update No. 2011-05. These updates revise the manner in which entities present comprehensive income in their financial statements. The following selected financial information revises historical information to illustrate the new presentation required by this pronouncement for the periods presented.

**CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS**

|  | December 31,<br>2011 | Year Ended<br>December 31,<br>2010<br>(in thousands) | December 31,<br>2009 |
|--|----------------------|--|----------------------|
| Net loss   | \$ (13,746)          | \$ (11,377)  | \$ (15,366)          |
| Items included in other comprehensive income (loss):                   |                      |  |                      |
| Proportional share of comprehensive income of equity-method investment | 28                   |  |                      |
| Unrealized loss on available-for-sale securities                       | (26)                 | (45)   | (49)                 |
| Other comprehensive income (loss) items                                | 2                    | (45)   | (49)                 |
| <b>Comprehensive loss</b>  | <b>\$ (13,744)</b>   | <b>\$ (11,422)</b>                                   | <b>\$ (15,415)</b>   |

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**MANAGEMENT'S DISCUSSION AND ANALYSIS OF  
FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

*The following discussion and analysis should be read in conjunction with our consolidated financial statements and related notes incorporated herein by reference. The following discussion and analysis contains forward-looking statements that reflect our plans, estimates and beliefs and involves risks and uncertainties. Our actual results could differ materially from those discussed in these forward-looking statements as a result of various factors, including those discussed below, under the headings "Risk Factors" and "Cautionary Note Regarding Forward-Looking Statements" and in other parts of this prospectus.*

**Overview and Recent Developments**

We are an international biotechnology company that is focused primarily on the field of regenerative medicine. We have established a portfolio of therapeutic product development programs to address significant unmet medical needs in multiple areas. Our current clinical development programs are focused on treating inflammatory & immune disorders, neurological conditions, cardiovascular disease, and other conditions. We are developing our lead platform product, MultiStem<sup>®</sup>, a patented and proprietary allogeneic stem cell product that has been evaluated in two completed Phase I clinical trials and is currently being evaluated in ongoing Phase II clinical trials. We are also applying our pharmaceutical discovery capabilities to identify and develop small molecule compounds with potential applications in indications such as obesity, related metabolic conditions and certain neurological conditions, and for the modulation of stem cells or related applications in the regenerative medicine area.

*Current Programs*

By applying our proprietary MultiStem cell therapy product, we have established therapeutic product development programs treating inflammatory & immune disorders, neurological conditions, cardiovascular disease, and other conditions. To date, we have advanced five programs to the clinical development stage, including the following:

**Inflammatory Bowel Disease:** IBD affects an estimated 4 million patients or more in the United States, Europe, and Japan. Current therapies for treating IBD consist of pharmaceutical and biologic drugs, representing an annual market of more than \$5 billion globally. Currently available therapies provide temporary relief or are not effective for many patients, and novel approaches are needed to improve the standard of care and help patients avoid surgical intervention. MultiStem is being evaluated in an ongoing Phase II clinical study involving administration of MultiStem to patients suffering from ulcerative colitis, or UC, the most common form of IBD. This study is being conducted with our partner, Pfizer, in UC patients who have an inadequate response or are refractory to current treatment, and is a double blind, placebo controlled trial that began enrolling patients in 2011. Enrollment of the trial is ongoing and is expected to include approximately 130 patients, with initial results expected to be reported in 2013.

**Ischemic Stroke:** Ischemic stroke affects approximately 15 million people globally each year, and approximately 2 million in the United States, Europe and Japan combined. In an ongoing Phase II clinical study, we are evaluating the administration of MultiStem to patients that have suffered an ischemic stroke. In contrast to treatment with thrombolytics, which must be administered within 3 to 4 hours after a stroke, we are treating patients one to two days after the stroke has occurred. In preclinical studies, administration of a single dose of MultiStem, even several days after a stroke, resulted in significant and durable improvements. This double blind, placebo-controlled trial is being conducted at leading stroke centers across the United States and may include sites in Europe. The study is expected to enroll approximately 136 patients. We completed the first patient cohorts, and

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the independent safety monitoring committee found that MultiStem was safe and well tolerated at both of the doses evaluated. Patient enrollment is ongoing and for the remainder of the trial, patients will be randomized to receive either high dose MultiStem or placebo. We believe this represents a potential market opportunity of more than \$15 billion annually.

**Acute Myocardial Infarction:** We have evaluated the administration of MultiStem in a Phase I clinical study to patients that have suffered an AMI. In 2010, we announced preliminary results for this study, demonstrating a favorable safety profile and encouraging signs of improvement in heart function among patients that exhibited severely compromised heart function prior to treatment. One-year follow-up data suggested that the benefit observed was sustained over time. We have completed preliminary planning for a Phase II trial, which has been discussed with the FDA. Our plans to move the AMI program forward into subsequent development will depend on the availability of capital resources, progress in our other clinical studies and our business development activities.

**Hematopoietic Stem Cell Transplant / GvHD:** We have completed a Phase I clinical study of the administration of MultiStem to patients suffering from leukemia or certain other blood-borne cancers in which patients undergo radiation therapy and then receive a hematopoietic stem cell transplant. Such patients are at risk for serious complications, including GvHD, an imbalance of immune system function caused by transplanted immune cells that attack various tissues and organs in the patient. In 2011 and in February 2012, we released data from the study, which demonstrated the safety of MultiStem in this indication and suggested that MultiStem may have a beneficial effect in reducing the incidence and severity of GvHD, as well as providing other benefits. This program has been assigned orphan drug designation from the FDA, which provides us with seven years of market exclusivity upon approval, and certain other benefits. We met with the FDA to discuss the results of the clinical study and our proposed plans for the next phase of clinical development in this area. We are currently preparing our detailed clinical study plans and look forward to finalizing our design and undertaking operational planning. Based on current plans, we intend to be ready to start this study in the second half of 2013, but the initiation will depend on the progress in our clinical trials and the achievement of certain business development and financial objectives. There are approximately 25,000 bone marrow or peripheral blood stem cell allografts performed annually, but we believe many more transplants could be performed if the risks of GvHD could be meaningfully reduced. We believe this indication represents a potential market opportunity of \$500 million annually or more.

We are also collaborating with a leading transplant group at the University of Regensburg in Germany that has recently obtained authorization to initiate an institutional sponsored clinical trial exploring the administration of MultiStem in patients following a liver transplant. We plan to provide limited financial support for this investigator-sponsored Phase I study and provide clinical grade product to conduct the trial. According to a report by Reuters Business Insight, in 2009, approximately 91,000 organ transplants were conducted. We estimate that this represents a potential market of more than \$1.5 billion annually.

In addition to our current and anticipated clinical development activities, we are engaged in preclinical development and evaluation of MultiStem in other inflammatory & immune, neurological and cardiovascular disease areas, as well as certain other indications. We conduct such work both through our own internal research efforts and through a broad network of collaborations we have established with investigators at leading research institutions across the United States and in Europe.

We are in discussions with third parties about collaborating in the development of MultiStem for our current clinical programs (outside of IBD) and preclinical programs and may, under the right terms, enter into one or more business partnership(s) to advance these programs.

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We have also collaborated with RTI on the development of products for certain orthopedic applications in the bone graft substitutes market using our stem cell technologies. RTI's product development activities are progressing, and in September 2012, we amended our agreement with RTI to accelerate \$2.0 million of contingent milestone payments in connection with ongoing technical support to assist RTI in its initial product launch. As a result, we will receive these milestone payments in 2012, and in addition, RTI will compensate us for this technical assistance. We will also receive royalty revenue from product sales when they occur, as well as potential additional milestone payments.

We are also engaged in the development of novel small molecule therapies to treat obesity and other conditions. Currently, we are focused on the development of potent, highly selective compounds that act through stimulation of a specific receptor in the brain, the 5HT<sub>2c</sub> serotonin receptor. We are conducting preclinical evaluation of novel compounds that we have developed that exhibit favorable attributes, including outstanding receptor selectivity, as well as greater potency and activity than other 5HT<sub>2c</sub> agonists. We have also demonstrated our compounds are complementary with other agents and believe these compounds could achieve best in class weight loss, as well as a superior safety and tolerability profile. Furthermore, we have evaluated certain compounds that exhibit a particular type of selectivity profile in preclinical models of schizophrenia and observed that these compounds exhibit potent effects. We are in discussions with multiple companies and may elect to enter into a partnership to advance the development of our 5HT<sub>2c</sub> agonist program, either for the treatment of obesity, schizophrenia, or both indications.

### *Financial*

We have incurred losses since inception of operations in 1995 and had an accumulated deficit of \$227 million at June 30, 2012. Our losses have resulted principally from costs incurred in research and development, clinical and preclinical product development, acquisition and licensing costs, and general and administrative costs associated with our operations. We have used the financing proceeds from equity and debt offerings and other sources of capital to develop our technologies, to discover and develop therapeutic product candidates, develop business collaborations and to acquire certain technologies and assets.

In March 2012, we completed a private placement financing generating net proceeds of approximately \$8.1 million through the issuance of 4,347,827 shares of common stock and five-year warrants to purchase 4,347,827 shares of common stock with an exercise price of \$2.07 per share. The securities were sold in multiples of a fixed combination of one share of common stock and a warrant to purchase one share of common stock at an offering price of \$2.07 per fixed combination.

In November 2011, we entered into the Aspire Purchase Agreement, which provides that Aspire Capital is committed to purchase up to an aggregate of \$20.0 million of shares of our common stock over a two-year term, subject to our election to sell any such shares. Under the Aspire Purchase Agreement, we have the right to sell shares, subject to certain volume limitations and a minimum floor price, at a modest discount to the prevailing market price. As of September 30, 2012, we have received aggregate gross proceeds of \$2.3 million under the Aspire Purchase Agreement since its inception.

In February 2011, we completed a registered direct offering with net proceeds of \$11.8 million through the issuance of 4,366,667 shares of common stock and five-year warrants to purchase 1,310,000 shares of common stock with an exercise price of \$3.55 per share. The securities were sold in multiples of a fixed combination of one share of common stock and a warrant to purchase 0.3 of a share of common stock at an offering price of \$3.00 per fixed combination.

In 2012, we were awarded grant funding aggregating \$3.6 million to further advance our MultiStem programs and cell therapy platform, including further development of MultiStem for the treatment of

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traumatic brain injury, or TBI, and further development of our cell therapy formulations and manufacturing capabilities. The sources of funding including federal, state and European organizations and are generally focused on the advancement of our preclinical MultiStem programs, as well as process development and manufacturing activities.

**Results of Operations**

Since our inception, our revenues have consisted of license fees, contract revenues and milestone payments from our collaborators, and grant proceeds primarily from federal, state and foundation grants. We have derived no revenue from the commercial sale of therapeutic products to date. Research and development expenses consist primarily of external clinical and preclinical study fees, manufacturing costs, salaries and related personnel costs, legal expenses resulting from intellectual property prosecution processes, facility costs, and laboratory supply and reagent costs. We expense research and development costs as they are incurred. We expect to continue to make significant investments in research and development to enhance our technologies, advance clinical trials of our product candidates, expand our regulatory affairs and product development capabilities, conduct preclinical studies of our product and manufacture our product candidates. General and administrative expenses consist primarily of salaries and related personnel costs, professional fees and other corporate expenses. We expect to continue to incur substantial losses through at least the next several years.

The following tables set forth our revenues and expenses for the periods indicated. The following tables are stated in thousands.

**Revenues**

|                  | Year Ended December 31, |          |          | Six Months Ended June 30, |          |
|------------------|-------------------------|----------|----------|---------------------------|----------|
|                  | 2011                    | 2010     | 2009     | 2012                      | 2011     |
| Contract revenue | \$ 9,015                | \$ 6,685 | \$ 1,079 | \$ 4,733                  | \$ 4,641 |
| Grant revenue    | 1,329                   | 2,254    | 1,080    | 671                       | 784      |
|                  | \$ 10,344               | \$ 8,939 | \$ 2,159 | \$ 5,404                  | \$ 5,425 |

**Research and Development Expenses**

| Type of expense                            | Year Ended December 31, |           |           | Six Months Ended June 30, |          |
|--|-------------------------|-----------|-----------|---------------------------|----------|
|  | 2011                    | 2010      | 2009      | 2012                      | 2011     |
| Personnel costs                            | \$ 4,641                | \$ 4,124  | \$ 3,607  | \$ 2,623                  | \$ 2,392 |
| Research supplies                          | 1,316                   | 1,218     | 907       | 732                       | 659      |
| Facilities                                 | 944                     | 870       | 826       | 486                       | 479      |
| Clinical and preclinical development costs | 7,495                   | 4,394     | 1,904     | 4,775                     | 3,078    |
| Sponsored research                         | 1,408                   | 1,149     | 878       | 624                       | 803      |
| Patent legal fees                          | 1,703                   | 1,477     | 1,351     | 681                       | 835      |
| Other                                      | 1,218                   | 1,002     | 1,151     | 599                       | 672      |
| Stock-based compensation                   | 205                     | 545       | 1,296     | 76                        | 114      |
|  | \$ 18,930               | \$ 14,779 | \$ 11,920 | \$ 10,596                 | \$ 9,032 |

**Table of Contents****General and Administrative Expenses**

| <i>Type of expense</i>      | <b>Year Ended December 31,</b> |             |             | <b>Six Months Ended June 30,</b> |             |
|-----------------------------|--------------------------------|-------------|-------------|----------------------------------|-------------|
|                             | <b>2011</b>                    | <b>2010</b> | <b>2009</b> | <b>2012</b>                      | <b>2011</b> |
| Personnel costs             | \$ 1,927                       | \$ 1,897    | \$ 1,975    | \$ 1,057                         | \$ 1,060    |
| Facilities                  | 270                            | 279         | 299         | 141                              | 134         |
| Legal and professional fees | 1,008                          | 1,007       | 916         | 479                              | 569         |
| Other                       | 1,364                          | 1,283       | 919         | 551                              | 696         |
| Stock-based compensation    | 347                            | 921         | 1,512       | 193                              | 152         |
|                             | \$ 4,916                       | \$ 5,387    | \$ 5,621    | \$ 2,421                         | \$ 2,611    |

**Six Months Ended June 30, 2012 and 2011**

**Revenues.** Revenues remained consistent at \$5.4 million for the six months ended June 30, 2012 and 2011. Contract revenue increased \$92,000 for the six months ended June 30, 2012 compared to the comparable period in 2011 and reflects the impact of our arrangements with Pfizer and RTI. Our contract revenues reflect the amortization of Pfizer payments, including a \$6.0 million non-refundable up-front license fee, research and development funding, and payments for manufacturing services over the estimated performance period that ended in June 2012, as well as the amortization of a \$3.0 million guaranteed license fee from the RTI collaboration over the estimated performance period that ended in 2011. Our contract revenues may also include license fees, milestone payments and royalties on compounds developed by Bristol-Myers Squibb using one of our technologies. We expect our contract revenues to decline in the second half of 2012, absent any new collaborations, and will be comprised primarily of manufacturing service revenue under the Pfizer arrangement and RTI milestone payments. Grant revenue decreased \$113,000 for the six months ended June 30, 2012 compared to the six months ended June 30, 2011 primarily due to the timing of expenditures that are reimbursed with grant proceeds and the completion of grants in 2011. Our grant revenues may fluctuate from period to period based on the timing of grant-related activities and the award of new grants.

**Research and Development Expenses.** Research and development expenses increased to \$10.6 million for the six months ended June 30, 2012 from \$9.0 million in the comparable period in 2011. The increase of \$1.6 million related primarily to an increase in clinical and preclinical development costs of \$1.7 million, an increase in personnel costs of \$231,000 and an increase in research supplies of \$73,000 for the six months ended June 30, 2012 from the comparable period in 2011. These increases were partially offset by a decrease in sponsored research costs of \$179,000, a decrease in patent legal fees of \$154,000, a decrease in other research and development expenses of \$73,000 and a decrease in stock compensation expense of \$38,000. The increase in clinical and preclinical development costs for the six months ended June 30, 2012 related primarily to costs associated with our MultiStem clinical trials, including contract research organization costs and clinical manufacturing costs. The increase in personnel costs related to the addition over the past twelve months of personnel supporting our preclinical and clinical programs and annual merit increases in salaries. Sponsored research costs decreased primarily due to a decrease in grant-funded programs that require collaboration with certain academic research institutions. The decrease in patent legal costs resulted from reduced patent prosecution costs during the period. Our annual research and development expenses are not expected to increase significantly through 2012 as compared to 2011 unless we receive proceeds from additional financing or business development activities to fund advancement of additional clinical programs. Other than external expenses for our clinical and preclinical programs, we do not track our research expenses by project; rather, we track such expenses by the type of cost incurred.

**General and Administrative Expenses.** General and administrative expenses decreased to \$2.4 million for the six months ended June 30, 2012 from \$2.6 million in the comparable period in 2011. The \$190,000 decrease was due primarily to a decrease in legal and professional fees of \$90,000 and a

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decrease in other general and administrative costs of \$145,000 related to outside services, offset by an increase of \$41,000 in stock compensation expense for the six months ended June 30, 2012 from the comparable period in 2011. We expect our general and administrative expenses to continue at similar levels during 2012.

**Depreciation.** Depreciation expense increased to \$155,000 for the six months ended June 30, 2012 from \$127,000 in the comparable period in 2011 due to depreciation on new capital purchases.

**Interest Income.** Interest income represents interest earned on our cash and available-for-sale securities. Interest income decreased to \$15,000 for the six months ended June 30, 2012 from \$66,000 for the comparable period in 2011 due to the decline in our investment balances as they are used to fund our operations. We expect our 2012 interest income to reflect the impact of declining cash balances resulting from our ongoing and planned clinical and preclinical development, and interest earned on proceeds from any new financings or business transactions.

**Other (Expense) Income, net.** Other (expense) income, net, includes foreign currency gains and losses related to our activities in Europe, realized gains and losses on the sale of our assets, and increase and decreases in our warrant liabilities. Also included in other expense are cash and stock-based milestone payments aggregating \$952,000 and \$810,000 for the six months ended June 30, 2012 and 2011, respectively, paid to our former lenders in connection with our equity offerings. The market value change in our warrant liabilities was income of \$479,000 for the six months ended June 30, 2012 and expense of \$78,000 for the six months ended June 30, 2011. Also, in the six-month period ended June 30, 2012, we recognized a gain of \$183,000 related to an equity-method investment that was liquidated in the period.

***Year Ended December 31, 2011 Compared to Year Ended December 31, 2010***

**Revenues.** Revenues increased to \$10.3 million for the year ended December 31, 2011 from \$8.9 million for 2010. Our contract revenues reflect the amortization of Pfizer payments, including a \$6.0 million non-refundable up-front license fee, research and development funding, and payments for manufacturing services over the estimated performance period, as well as the amortization of a \$3.0 million guaranteed license fee from the RTI collaboration over the estimated performance period. Our contract revenues may also include license fees, milestone payments and royalties on compounds developed by Bristol-Myers Squibb using one of our technologies. Contract revenue increased \$2.3 million for the year ended December 31, 2011 compared to the year ended December 31, 2010 primarily as a result of our arrangements with Pfizer and RTI. The estimated performance period under the Pfizer arrangement ends mid-2012 and the RTI performance period was completed in 2011. Therefore, we expect our contract revenues to decline in the second half of 2012, absent any new collaborations, and will be comprised primarily of manufacturing service revenue under the Pfizer arrangement and potential RTI milestone payments. Grant revenue decreased \$0.9 million for the year ended December 31, 2011 compared to the year ended December 31, 2010 primarily due to the timing of expenditures that are reimbursed with grant proceeds and a grant received in October 2010 from the Internal Revenue Service under section 48D of the Internal Revenue Code aggregating \$733,000 for qualifying therapeutic discovery investments. Our grant revenues may fluctuate from period to period based on the timing of grant-related activities and the award of new grants.

**Research and Development Expenses.** Research and development expenses increased to \$18.9 million for the year ended December 31, 2011 from \$14.8 million in 2010. The increase of approximately \$4.1 million related primarily to an increase in clinical and preclinical development costs of \$3.1 million, an increase in personnel costs of \$517,000, an increase in sponsored research costs of \$259,000, an increase in patent legal fees of \$226,000, an increase in other costs of \$216,000, and an increase in research supply and facilities costs of \$172,000 for the year ended December 31, 2011 compared to

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2010. These increases were partially offset by a decrease in stock-based compensation expense of \$340,000, which declined as a result of a significant number of options becoming fully vested in 2010. The increase in clinical and preclinical development costs for the year ended December 31, 2011 related primarily to costs associated with our MultiStem clinical trials, including increased manufacturing and process development costs. Our clinical costs for the year ended December 31, 2011 and 2010 are reflected net of Angiotech's cost-sharing amount of \$312,000 and \$628,000, respectively. The Angiotech collaboration was terminated late in 2011. The increase in personnel costs related to the addition over the past twelve months of personnel supporting our preclinical and clinical programs, and annual merit increases in salaries. Sponsored research costs increased primarily due to an increase in grant-funded programs that require collaboration with certain academic research institutions. Patent legal fees increased related to international patent prosecution activities. We expect our research and development expenses to remain relatively consistent in 2012, but would be expected to increase if we receive proceeds from additional financing or business development activities. Other than external expenses for our clinical and preclinical programs, we do not track our research expenses by project; rather, we track such expenses by the type of cost incurred.

**General and Administrative Expenses.** General and administrative expenses decreased to \$4.9 million in 2011 from \$5.4 million in 2010. The \$471,000 decrease in 2011 compared to 2010 was due primarily to a decrease in stock-based compensation expense of \$574,000 from a significant number of options becoming fully vested in 2010, partially offset by an increase in other expenses of \$81,000. We expect our general and administrative expenses to continue at similar levels in 2012.

**Depreciation.** Depreciation expense remained fairly consistent at \$278,000 in 2011 and \$284,000 in 2010.

**Interest Income.** Interest income represents interest earned on our cash and available-for-sale securities. Interest income decreased to \$85,000 in 2011 from \$203,000 in 2010 due to the decline in our investment balances as they are used to fund our operations. We expect our 2012 interest income to reflect the impact of declining cash balances resulting from our ongoing and planned clinical and preclinical development, and interest earned on proceeds from any new financings or business transactions.

**Other Expense, net.** Other expense, net, includes foreign currency gains and losses related to our activities in Europe and any realized gains and losses on the sale of our assets. Also included in other expense in 2011 are milestone payments aggregating \$910,000 to our former lenders that was paid in connection with our February 2011 registered direct offering and our Aspire Capital equity purchase agreement, 75% of which was settled in shares of common stock. Also included in net other income is \$812,000 recorded in 2011, reflecting a decrease in the warrant liability that resulted from our February 2011 registered direct offering, with changes in market value reflected as either other income or expense.

***Year Ended December 31, 2010 Compared to Year Ended December 31, 2009***

**Revenues.** Revenues increased to \$8.9 million for the year ended December 31, 2010 from \$2.2 million for 2009. Contract revenue increased \$5.6 million for the year ended December 31, 2010 compared to the year ended December 31, 2009 primarily as a result of our collaboration with Pfizer that we entered into in December 2009 and our collaboration with RTI that we entered into in September 2010. Contract revenues for the year ended December 31, 2010 primarily consist of the recognition of revenue from these multi-element arrangements. Grant revenue increased \$1.2 million for the year ended December 31, 2010 compared to the year ended December 31, 2009 primarily due a grant received in October 2010 from the Internal Revenue Service under section 48D of the Internal Revenue Code aggregating \$733,000 for qualifying therapeutic discovery investments, as well as additional new grants that began late in 2009 and in 2010.



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**Research and Development Expenses.** Research and development expenses increased to \$14.8 million for the year ended December 31, 2010 from \$11.9 million in 2009. The increase of approximately \$2.9 million related primarily to an increase in clinical and preclinical development costs of \$2.5 million, an increase in personnel costs of \$517,000, an increase in research supply costs of \$311,000 and an increase in sponsored research costs of \$271,000 for the year ended December 31, 2010 compared to 2009. These increases were partially offset by a decrease in stock-based compensation expense of \$751,000, which declined as a result of a significant number of options becoming fully vested mid-2010. The increase in clinical and preclinical development costs for the year ended December 31, 2010 related primarily to increased manufacturing and process development costs, and costs associated with our MultiStem clinical trials. Our clinical costs for the year ended December 31, 2010 and 2009 are reflected net of Angiotech's cost-sharing amount of \$628,000 and \$847,000, respectively. The increase in personnel costs and research supplies related to the addition of personnel in support of our preclinical and clinical programs and regulatory affairs. Sponsored research costs increased primarily due to grant-funded programs that require collaboration with certain academic research institutions. Other than external expenses for our clinical and preclinical programs, we do not track our research expenses by project; rather, we track such expenses by the type of cost incurred.

**General and Administrative Expenses.** General and administrative expenses decreased to \$5.4 million in 2010 from \$5.6 million in 2009. The \$234,000 decrease was due primarily to a decrease in stock-based compensation expense of \$591,000, partially offset by an increase in other expenses of \$364,000 in 2010 compared to 2009. The decrease in stock-based compensation expense related to a significant number of options becoming fully vested mid-2010. The increase in other expenses for 2010 was primarily a result of increased investor and public relations costs and travel costs.

**Depreciation.** Depreciation expense increased to \$284,000 in 2010 from \$233,000 in 2009. The increase in depreciation expense was due to depreciation on capital purchases made in 2010.

**Other Expense, net.** Included in other expense are impairment losses of \$46,000 and \$115,000 in 2010 and 2009, respectively, related to an investment in a privately-held company.

**Interest Income.** Interest income decreased to \$203,000 in 2010 from \$375,000 in 2009. The change in interest income was due to the decline in cash and investment balances during the period. We expect our 2011 interest income to continue at similar levels in 2011, taking into consideration the expected increase in our clinical development costs in 2011 and the investment of the proceeds from the February 2011 registered direct offering.

## **Liquidity and Capital Resources**

Our sources of liquidity include our cash balances and any available-for-sale securities on hand. At June 30, 2012 and September 30, 2012, respectively, we had \$10.9 million and \$7.9 million in cash and cash equivalents and no available-for-sale securities. We have primarily financed our operations through business collaborations, grant funding and equity financings. We conduct all of our operations through our subsidiary, ABT Holding Company. Consequently, our ability to fund our operations depends on ABT Holding Company's financial condition and its ability to make dividend payments or other cash distributions to us. There are no restrictions such as government regulations or material contractual arrangements that restrict the ability of ABT Holding Company to make dividend and other payments to us.

In March 2012, we completed a private placement financing generating net proceeds of approximately \$8.1 million through the issuance of 4,347,827 shares of common stock and five-year warrants to purchase 4,347,827 shares of common stock with an exercise price of \$2.07 per share. The securities were sold in multiples of a fixed combination of one share of common stock and a warrant to purchase one share of common stock at an offering price of \$2.07 per fixed combination. The warrants have full ratchet anti-dilution price protection, subject to certain exceptions

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In November 2011, we entered into the Aspire Purchase Agreement, which provides that Aspire Capital is committed to purchase up to an aggregate of \$20.0 million of shares of our common stock over a two-year term, subject to our election to sell any such shares. Under the Aspire Purchase Agreement, we have the right to sell shares, subject to certain volume limitations and a minimum floor price, at a modest discount to the prevailing market price. During the quarter ended June 30, 2012, we sold 100,000 shares to Aspire Capital at an average price of \$1.45 per share, and during the six-month period ended June 30, 2012, we sold 300,000 shares to Aspire Capital at an average price of \$1.72 per share. As of September 30, 2012, we received aggregate gross proceeds of \$2.3 million under the equity purchase agreement since its inception.

In February 2011, we completed a registered direct offering with net proceeds of \$11.8 million through the issuance of 4,366,667 shares of common stock and five-year warrants to purchase 1,310,000 shares of common stock with an exercise price of \$3.55 per share. The securities were sold in multiples of a fixed combination of one share of common stock and a warrant to purchase 0.3 of a share of common stock at an offering price of \$3.00 per fixed combination.

In connection with our equity offerings, our former lenders are entitled to milestone payments until the remaining balance of an original \$2.25 million milestone is paid, and we can elect to settle up to 75% of any milestone payments through the issuance of our common stock. The remaining balance of the milestone is \$389,000 at June 30, 2012. We made cash and stock-based milestone payments of \$952,000 to our former lenders during the six-month period ended June 30, 2012. Further payments will be made upon the occurrence of certain events as follows: (1) the entire amount upon (a) the merger with or into another entity where our stockholders do not hold at least a majority of the voting power of the surviving entity, (b) the sale of all or substantially all of our assets, or (c) our liquidation or dissolution; or (2) a portion of the amount from proceeds of equity financings not tied to specific research and development activities that are part of a research or development collaboration, in which case, the lenders will receive an amount equal to 10% of proceeds until the milestone amount is paid in full. The milestone payment is payable in cash, except that if the milestone event is (2) above, we may elect to pay 75% of the milestone in shares of common stock at the per-share offering price. The lenders also received seven-year warrants to purchase 149,026 shares of common stock with an exercise price of \$5.00 upon the closing of our equity offering in June 2007. The exercise of such warrants could provide us with cash proceeds. No warrants were exercised as of June 30, 2012.

Under the terms of our agreement with Pfizer, we are eligible to receive milestone payments of up to \$105 million upon the successful achievement of certain development, regulatory and commercial milestones, though there can be no assurance that we will achieve any milestones. No significant milestone payments have been received as of June 30, 2012. Pfizer pays us for manufacturing product for clinical development and commercialization purposes. Pfizer has responsibility for development, regulatory and commercialization and will pay us tiered royalties on worldwide commercial sales of MultiStem IBD products. Alternatively, in lieu of royalties and certain commercialization milestones, we may elect to co-develop with Pfizer and the parties would then share development and commercialization expenses and profits/losses on an agreed basis beginning at Phase III clinical development.

In November 2011, we reached an agreement with Angiotech to terminate the collaboration agreement and license between the parties, reflecting a change in Angiotech's business and financial strategy. As a result of the termination, we regained ownership of all rights for developing our stem cell technologies and products for cardiovascular disease indications, including AMI, congestive heart failure, chronic ischemia, and peripheral vascular disease, and Angiotech no longer has any license rights or options with respect to our technologies and products. In the case of a new AMI collaboration, Angiotech will be entitled to a future payment from us equal to a percentage of cash license fee payments we receive within the first six months from a third-party related to such AMI collaboration, and is not entitled to other downstream payments, such as milestone payments, royalties or any profit-sharing payments. The future

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payment, if any, will be either (i) 25% of third-party license fees if an AMI collaboration is established prior to the initiation of enrollment in a Phase II AMI clinical trial and within 12 months of the termination agreement, (ii) 15% of third-party license fees if an AMI collaboration is established after the initiation of enrollment in a Phase II AMI clinical trial, but before we have spent \$5.0 million on the clinical trial, and within 24 months of the termination agreement, or (iii) 10% of third-party license fees up to a maximum of \$5.0 million to Angiotech if an AMI collaboration is established after the initiation of enrollment in a Phase II AMI clinical trial, and after we have spent \$5.0 million on the clinical trial, and within 36 months of the termination agreement.

Under the terms of our RTI agreement, we initially received \$3.0 million of guaranteed license fee payments and were entitled to an additional \$2.0 million in license fee payments that were contingent upon future events. In September 2012, RTI agreed to make these payments in full by December 31, 2012, and we agreed to provide RTI with certain technical support. In accordance with the agreement, we are also eligible to receive an additional \$35.5 million in cash payments upon the successful achievement of certain commercial milestones, though there can be no assurance that such milestones will be achieved. In addition, we will receive tiered royalties on worldwide commercial sales of implants using our technologies.

We remain entitled to receive license fees for targets that were delivered to Bristol-Myers Squibb under our completed 2001 collaboration, as well as milestone payments and royalties on compounds developed by Bristol-Myers Squibb using our technology, though there can be no assurance that we will achieve any such milestones or royalties. As of June 30, 2012, we received an aggregate amount of \$1.7 million in milestone payments and \$9.6 million in license fees since the inception of our collaboration with Bristol-Myers Squibb.

In April 2012, we entered into an arrangement with the Global Cardiovascular Innovation Center and the Cleveland Clinic Foundation in which we are entitled to proceeds of up to \$500,000 in the form of a forgivable loan to fund certain remaining preclinical work using MultiStem to treat congestive heart failure and for preparing the program for an investigational new drug application, or IND, with the FDA. Interest on the loan accrues at a fixed rate of 4.25% per annum, and is added to the outstanding principal. The loan will be forgiven based on the achievement of a certain milestone, unrelated to the preclinical work, within three to four years. As of June 30, 2012, we have drawn \$50,000 of this financing.

In February 2012, we were awarded grant funding aggregating \$3.6 million to further advance our MultiStem product programs and cell therapy platform. Specifically, we were awarded a Small Business Innovation Research Fast-Track grant of up to \$1.9 million from the National Institute of Neurological Disorders and Stroke to develop MultiStem for the treatment of traumatic brain injury. In addition, our subsidiary based in Belgium was awarded a \$1.2 million ( 0.9 million) grant from Belgium's Agency for Innovation by Science and Technology to further develop cell therapy formulations and manufacturing capabilities, as well as \$0.5 million in funding from a local grant to work in other areas, such as using MultiStem to treat chronic cardiovascular disease.

In 2011, we entered into an alliance with Fast Forward, a nonprofit subsidiary of the National Multiple Sclerosis Society, pursuant to which Fast Forward will fund the development of MultiStem for the treatment of multiple sclerosis, or MS, through the filing of an IND. Fast Forward will commit up to \$640,000 to fund the advancement of the program to clinical development stage. In return, upon successful achievement of certain development and commercialization milestones, we would remit certain milestone payments to Fast Forward.

When we hold investments, our available-for-sale securities typically include United States government obligations and corporate debt securities. We have been investing conservatively due to the ongoing economic conditions and have prioritized liquidity and the preservation of principal in lieu of potentially

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higher returns. As a result, we have experienced no losses on the principal of our investments and have held our investments until maturity. All available-for-sale securities were matured as of June 30, 2012. Also, although the unfavorable market and economic conditions have resulted in a decrease to our market capitalization, there has been no impairment to the value of our assets. Our fixed assets are used for internal research and development and, therefore, are not directly impacted by these external factors.

We will require substantial additional funding in order to continue our research and product development programs, including preclinical evaluation and clinical trials of our product candidates. At June 30, 2012, we had available cash and cash equivalents of \$10.9 million. Assuming no new financings or collaborations and based on our current business and operational plans, we would expect to have available cash to fund our planned operations into the first quarter of 2013. However, we expect to have access to additional capital through business development opportunities, which we are actively exploring for certain of our MultiStem programs and our 5HT2c small molecule program for obesity and potentially other indications, as well as grant-funding opportunities. We will continue to explore and consider new opportunities for funding our operations through grants and business partnerships involving our technologies and product candidates. Additionally, we expect to raise capital over the next twelve months by accessing the capital markets through the sale of equity, including pursuant to this offering and through the Aspire Purchase Agreement, subject to its volume and price limitations. Further, we may consider alternative financing approaches, such as debt or monetizing future royalty streams. Although no assurance on the future success of the aforementioned actions can be provided, we also manage our cash through deferring certain discretionary costs and staging certain development costs to extend our operational runway, as needed.

Our capital requirements over time depend on a number of factors, including progress in our clinical development programs, our clinical and preclinical pipeline of additional opportunities and their stage of development, additional external costs such as contract research organizations and contract manufacturing organizations, additional personnel costs, and the costs in filing and prosecuting patent applications and enforcing patent claims. The availability of funds impacts our ability to advance multiple clinical programs concurrently, and any shortfall in funding could result in our having to delay or curtail research and development efforts. Further, these requirements may change at any time due to technological advances, business development activity or competition from other companies. We cannot assure you that adequate funding will be available to us or, if available, that it will be available on acceptable terms.

We expect to continue to incur substantial losses through at least the next several years and may incur losses in subsequent periods. The amount and timing of our future losses are highly uncertain. Our ability to achieve and thereafter sustain profitability will be dependent upon, among other things, successfully developing, commercializing and obtaining regulatory approval or clearances for our technologies and products resulting from these technologies.

### *Cash Flow Analysis*

Net cash used in operating activities was \$10.4 million for the six months ended June 30, 2012 and \$5.8 million for the six months ended June 30, 2011, and represented the use of cash in funding preclinical and clinical product development activities. Net cash used in operating activities has fluctuated significantly over the past several quarters primarily due to the receipt of milestone payments and specific clinical trial costs. Taking into account working capital fluctuations, which reflect the receipt of milestone payments and timing of certain payments related to clinical activities, the increase in recent quarters reflects predominantly an increase in clinical development costs during the periods. Such increases include the cost impact of the Phase II stroke trial and the upfront costs associated with its launch, and the timing of payments for manufacturing product for the Phase II IBD clinical trial and reimbursements from Pfizer. We anticipate that net cash used in operating activities will fluctuate in the

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remaining quarters of 2012 in connection with the fluctuations and changes in activity associated with the MultiStem clinical trials, the timing of clinical manufacturing, and the receipt of potential milestone payments.

Net cash provided by investing activities was \$4.0 million for the six months ended June 30, 2012, and net cash used in investing activities was \$3.4 million for the six months ended June 30, 2011. The fluctuations from period to period were due to the timing of purchases and maturity dates of investments and the purchase of equipment. Purchases of equipment were \$237,000 and \$377,000 for the first half of 2012 and 2011, respectively. We anticipate that our overall capital equipment expenditures will be similar in 2012 compared to 2011.

Net cash provided from financing activities was \$8.5 million for the six months ended June 30, 2012 and \$11.8 million for the six months ended June 30, 2011 primarily as a result of our equity offerings during each of those periods.

Net cash used in operating activities was \$14.5 million, \$10.6 million and \$4.6 million in 2011, 2010 and 2009, respectively, and represented the use of cash in funding preclinical and clinical development activities. We expect that net cash used in operating activities will increase in 2012 compared to 2011 in connection with increased research and development expenses of our MultiStem clinical trials and later stage clinical development.

Net cash provided by investing activities was \$8.6 million, \$1.5 million and \$3.2 million in 2011, 2010 and 2009, respectively. The fluctuations from period to period were due to the timing of purchases and maturity dates of investments and the purchase of equipment. Purchases of equipment were \$590,000, \$390,000 and \$381,000 in 2011, 2010 and 2009, respectively. We expect that our capital equipment expenditures will continue at similar levels in 2012 compared to 2011.

Financing activities provided cash of \$12.6 million in 2011 related to the February 2011 registered direct offering and the initial Aspire Capital investment in November 2011, and financing activities neither used nor provided cash in 2010 and 2009.

Investors in our March 2012 private placement received five-year warrants to purchase an aggregate of 4,347,827 shares of common stock with an exercise price of \$2.07 per share, and investors in our February 2011 registered direct offering received five-year warrants to purchase an aggregate of 1,310,000 shares of common stock with an exercise price of \$3.55 per share. Our former lenders also received seven-year warrants to purchase 149,026 shares of common stock with an exercise price of \$5.00 upon the closing of our equity offering in June 2007. The exercise of such warrants could provide us with cash proceeds. No warrants have been exercised at June 30, 2012.

Our contractual payment obligations as of December 31, 2011 are as follows:

| Contractual Obligations                              | Total             | Payment due by Period |                  |              |                      |
|--|-------------------|-----------------------|------------------|--------------|----------------------|
|  |                   | Less than<br>1 Year   | 1 3<br>Years     | 3 5<br>Years | More than<br>5 Years |
| Operating leases for facilities and equipment leases | \$ 456,000        | \$ 384,000            | \$ 72,000        | \$           | \$                   |
| Research funding                                     | 135,000           | 135,000               |                  |              |                      |
| <b>Total</b>   | <b>\$ 591,000</b> | <b>\$ 519,000</b>     | <b>\$ 72,000</b> | <b>\$</b>    | <b>\$</b>            |

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We lease office and laboratory space under an operating lease. The lease began in 2000 and currently expires in March 2013, and we expect to extend the lease option periods. Our rent is \$267,000 per year and our rental rate has not changed since the lease inception in 2000. Also, we lease office and laboratory space for our Belgian subsidiary that includes options to renew annually through December 2014 and the annual rent is subject to adjustments based on an inflationary index. We executed an option to renew this lease through December 31, 2012. Our annual rent in Belgium was \$93,000 in 2011.

The research funding in the table above represents our current funding commitment for a research program that began in 2007 and ended in August 2012.

In connection with our private placement in March 2012, we were required to file a resale registration statement with the SEC for 8,695,654 shares of common stock, which includes all shares of common stock issued in the equity offering in March 2012 and shares of common stock issuable upon exercise of the warrants issued in the offering. If the registration statement, which has been declared effective, ceases to remain effective, a 1% cash penalty will be assessed upon a default under the registration rights agreement and for each 30-day period until the default is cured during the first year after the closing of the private placement, capped at 10% the aggregate gross proceeds we received from the private placement. Because the penalty is based on the number of unregistered shares of common stock held by investors in the offering, our maximum penalty exposure will decline over time as investors sell their shares of common stock that are required to be included in the registration statement.

We have no off-balance sheet arrangements.

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

The SEC defines critical accounting policies as those that are, in management's view, important to the portrayal of our financial condition and results of operation and demanding of management's judgment. Our discussion and analysis of financial condition and results of operations are based on our consolidated financial statements, which have been prepared in accordance with United States generally accepted accounting principles. The preparation of these financial statements requires us to make estimates on experience and on various assumptions that we believe are reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from those estimates.

A discussion of the material implications of uncertainties associated with the methods, assumptions and estimates underlying our critical accounting policies is as follows:

### ***Revenue Recognition***

Our license and collaboration agreements may contain multiple elements, including license and technology access fees, research and development funding, manufacturing revenue, cost-sharing, milestones and royalties. The deliverables under such an arrangement are evaluated under Accounting Standards Codification, or ASC, 605-25, *Multiple-Element Arrangements*. Effective January 1, 2011, we adopted ASU 2009-13, *Multiple-Deliverable Revenue Arrangements*, or ASU 2009-13, which amended the guidance in ASC 605-25 on the accounting for arrangements involving the delivery of more than one element. Pursuant to the new standard, each required deliverable is evaluated to determine whether it qualifies as a separate unit of accounting based on whether the deliverable has stand-alone value to the customer. The arrangement's consideration that is fixed or determinable is then allocated to each separate unit of accounting based on the relative selling price of each deliverable. In general, the consideration allocated to each unit of accounting is recognized as the related goods or services are delivered, limited to the consideration that is not contingent upon future deliverables.

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We adopted this new accounting standard on a prospective basis for agreements containing multiple elements entered into on or after January 1, 2011, and for any agreements entered into prior to January 1, 2011, but materially modified on or after that date.

The primary impact of adopting the new standard is expected to be the earlier recognition of revenue for multiple element arrangements. The adoption of ASU 2009-13 did not have a material impact on our consolidated results of operations for the year ended December 31, 2011, or on our financial position as of December 31, 2011. The impact of adopting this new accounting standard is dependent on the terms and conditions of any future arrangements that we may enter into that include multiple elements and arrangements entered into prior to January 1, 2011 that are materially modified. Depending on the terms of any such arrangements, the adoption of this accounting standard may have a material impact on our consolidated results of operations or financial position as it may have the potential effect of less revenue deferral for new collaborations than we have historically experienced. We recognized revenue of \$7.9 million for the year ended December 31, 2011 and deferred revenue of \$3.0 million as of December 31, 2011 pertaining to collaborations which were entered into prior to our adoption of ASU 2009-13 and which were not modified on or after January 1, 2011. The performance period for our multiple element arrangements has concluded.

For agreements entered into prior to January 1, 2011 and not materially modified thereafter, we continue to apply our prior accounting policy with respect to such arrangements. Under this policy, the deliverables under the arrangement are evaluated to assess whether they have standalone value and objective and reliable evidence of fair value, and if so, are accounted for as a single unit. We then recognize revenue for each unit based on the culmination of the earnings process under ASC 605-S25, issued as Staff Accounting Bulletin, or SAB, Topic 13, and our estimated performance period for the single units of accounting based on the specific terms of each collaborative agreement. We subsequently adjust the estimated performance periods, if appropriate, on a prospective basis based upon available facts and circumstances. Future changes in estimates of the performance period may materially impact the timing of future revenue recognized. Amounts received prior to satisfying the revenue recognition criteria for contract revenues are recorded as deferred revenue in the accompanying balance sheets. Reimbursement amounts (other than those accounted for using collaboration accounting) paid to us are recorded on a gross basis in the statements of operations as contract revenues.

Effective January 1, 2011, we adopted ASU 2010 17, *Revenue Recognition Milestone Method*. The adoption of the new standard did not have a material impact on our consolidated results of operations for the year ended December 31, 2011 or on our financial position as of December 31, 2011 as we had been recognizing revenue from at-risk, performance milestones that are substantive in the period that the milestone is achieved, as defined in the respective contracts.

We entered into collaboration agreements with Pfizer and RTI that contain multiple elements and deliverables. For a description of the collaboration agreement and the determination of contract revenues, see Note E to our audited consolidated financial statements incorporated by reference into this prospectus.

Also included in contract revenue are license fees received from Bristol-Myers Squibb, which are specifically set forth in the license and collaboration agreement as amounts due to us based on our completion of certain tasks (e.g., delivery and acceptance of a cell line) and development milestones (e.g., clinical trial Phases), and as such, are not based on estimates that are susceptible to change. Such amounts are invoiced and recorded as revenue as tasks are completed and as milestones are achieved.

Similarly, grant revenue consists of funding under cost reimbursement programs primarily from federal and state sources for qualified research and development activities performed by us, and as such, are not based on estimates that are susceptible to change. Such amounts are invoiced (unless prepaid) and recorded as revenue as tasks are completed.

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### *Collaborative Arrangements*

Collaborative arrangements that involve cost or future profit sharing are reviewed to determine the nature of the arrangement and the nature of the collaborative parties' businesses. The arrangements are also reviewed to determine if one party has sole or primary responsibility for an activity, or whether the parties have shared responsibility for the activity. If responsibility for an activity is shared and there is no principal party, then the related costs of that activity are recognized by us on a net basis in the statement of operations (e.g., total cost less reimbursement from collaborator). If we are deemed to be the principal party for an activity, then the costs and revenues associated with that activity are recognized on a gross basis in the statement of operations. The accounting may be susceptible to change if the nature of a collaborator's business changes. Currently, our only collaboration accounted for on a net basis is our cost-sharing collaboration with Angiotech, which was terminated in 2011.

### *Clinical Trial Costs*

Clinical trial costs are accrued based on work performed by outside contractors, who manage and perform the trials. We obtain initial estimates of total costs based on enrollment of subjects, project management estimates and other activities. Actual costs are typically charged to us and recognized as the tasks are completed by the contractor, and if we are invoiced based on progress payments as opposed to actual costs, we develop estimates of work completed to date. Accrued clinical trial costs may be subject to revisions as clinical trials progress, and any revisions are recorded in the period in which the facts that give rise to the revisions become known.

### *Investments in Available-for-Sale Securities*

We determine the appropriate classification of investment securities at the time of purchase and re-evaluate such designation as of each balance sheet date. Our investments typically consist primarily of United States government obligations and corporate debt securities, which are classified as available-for-sale and are valued based on quoted prices in active markets for identical assets (Level 1). Available-for-sale securities are carried at fair value, with the unrealized gains and losses, net of tax, reported as a component of accumulated other comprehensive income. The amortized cost of debt securities is adjusted for amortization of premiums and accretion of discounts to maturity. Such amortization or accretion is included in interest income. Realized gains and losses on available-for-sale securities are included in interest income. The cost of securities sold is based on the specific identification method. Interest earned on securities classified as available-for-sale is included in interest income. Since the elements related to accounting for these investments are reflected on monthly statements, the amounts are not based on estimates that are susceptible to change. None of our financial assets are in markets that are not active.

### *Stock-Based Compensation*

We recognize stock-based compensation expense on the straight-line method and use a Black-Scholes option-pricing model to estimate the grant-date fair value of share-based awards. The expected term of options granted represent the period of time that option grants are expected to be outstanding. We use the simplified method to calculate the expected life of option grants given our limited history and beginning in 2010, determine volatility by using our historical stock volatility. Prior to 2010, we determined volatility by using the historical stock volatility of other companies with similar characteristics since we did not have meaningful historical volatility of our own stock at that time. Estimates of fair value are not intended to predict actual future events or the value ultimately realized by persons who receive equity awards.

Forfeitures are estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates and if our expectations on forfeitures changes. If actual forfeitures vary from the estimate, we will recognize the difference in compensation expense in the period the actual forfeitures occur or when options vest.



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All of the aforementioned estimates and assumptions are evaluated on a quarterly basis and may change as facts and circumstances warrant. Changes in these assumptions can materially affect the estimate of the fair value of our share-based payments and the related amount recognized in our financial statements.

### **Recently Issued Accounting Standards Not Yet Adopted at December 31, 2011**

In May 2011, the FASB issued changes to fair value measurement. This change clarifies the concepts related to highest and best use and valuation premise, blockage factors and other premiums and discounts, the fair value measurement of financial instruments held in a portfolio and of those instruments classified as a component of shareholders' equity. The guidance includes enhanced disclosure requirements about recurring Level 3 fair value measurements, the use of nonfinancial assets, and the level in the fair value hierarchy of assets and liabilities not recorded at fair value. The provisions are effective prospectively for interim and annual periods beginning on or after December 15, 2011 and became effective for us on January 1, 2012. Early application was prohibited. This required changes in presentation only and did not have a material impact on our consolidated financial statements.

In June 2011, the FASB issued changes to the presentation of comprehensive income. These changes give an entity the option to present the total of comprehensive income, the components of net income, and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements; the option to present components of other comprehensive income as part of the statement of changes in shareholders' equity was eliminated. The items that must be reported in other comprehensive income or when an item of other comprehensive income must be reclassified to net income were not changed. Additionally, no changes were made to the calculation and presentation of earnings per share. These changes became effective for us on January 1, 2012. We chose to present comprehensive income in a single continuous statement. Other than the change in presentation, which is further described elsewhere in this prospectus under Selected Consolidated Financial Data, the adoption of this pronouncement did not have an impact on our consolidated financial statements.

### **Quantitative and Qualitative Disclosures about Market Risk**

#### ***Interest Rate Risk***

Our exposure to interest rate risk is related to our investment portfolio and our borrowings. Fixed rate investments and borrowings may have their fair market value adversely impacted from changes in interest rates. Due in part to these factors, our future investment income may fall short of expectations. Further, we may suffer losses in investment principal if we are forced to sell securities that have declined in market value due to changes in interest rates. We invest our excess cash primarily in debt instruments of the United States government and its agencies, and corporate debt securities. As of June 30, 2012, we had no investments. We have been investing conservatively due to the current economic conditions and have prioritized liquidity and the preservation of principal in lieu of potentially higher returns. As a result, we have experienced no losses on the principal of our investments.

We enter into loan arrangements with financial institutions when needed and when available to us. At June 30, 2012, we had no borrowings outstanding other than a forgivable note payable associated with local grant funding bearing fixed, forgivable interest of 4.25% per annum.

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**BUSINESS**

We are an international biotechnology company that is focused primarily in the field of regenerative medicine. We are committed to the discovery and development of best-in-class therapies designed to extend and enhance the quality of human life. We have established a portfolio of therapeutic product development programs to address significant unmet medical needs in multiple disease areas. We are developing our lead platform product, MultiStem<sup>®</sup>, a patented and proprietary allogeneic stem cell product that has been evaluated in two completed Phase I clinical trials and is currently being evaluated in two ongoing Phase II clinical trials. Our current clinical development programs are focused on treating inflammatory & immune disorders, neurological conditions, cardiovascular disease, and other conditions. These represent major areas of clinical need, as well as substantial commercial opportunities.

We believe MultiStem represents a breakthrough in the field of regenerative medicine and stem cell therapy and could be used to treat a range of disease indications. MultiStem is a patented and proprietary product that enhances tissue repair and healing in multiple ways, including reducing inflammatory damage, protecting tissue that is at risk following acute or ischemic injury, and promoting formation of new blood vessels in regions of ischemic injury. The cells comprising MultiStem appear to be responsive to the environment in which they are administered, homing to sites of injury and active disease response and producing proteins that may provide benefit in acute or chronic conditions. In contrast to traditional pharmaceutical products or biologics that generally act through a single biological mechanism of action, the MultiStem product can enhance healing and tissue repair through multiple distinct mechanisms acting simultaneously, by producing a range of therapeutic factors and dynamically responding to the needs of the body resulting in a more effective therapeutic response.

The MultiStem product is unique among regenerative medicine approaches, because it can be manufactured on a large scale, may be administered in an off-the-shelf manner with minimal processing, and can augment healing in multiple ways, providing biological potency other cell therapy approaches cannot. Additionally, the MultiStem product has demonstrated a consistent safety profile in both preclinical and clinical studies. Like drugs and biologics, the product is cleared from the body over time, enhancing product safety relative to other types of stem cell therapy. While the product does not permanently engraft in the patient, the therapeutic effects of treatment with MultiStem cells appear to be quite durable.

We believe the therapeutic and commercial potential for MultiStem to be very broad, applying to many areas of significant unmet medical need. We are pursuing opportunities in several potential multi-billion dollar markets. While traditional pharmaceuticals or biologic therapies typically may be used to treat only a single disease or narrowly defined set of related conditions, MultiStem appears to have far broader potential and could be developed in different formulations and with different delivery approaches to efficiently treat a range of disease indications.

We have already evaluated the use of MultiStem as a potential treatment for a range of disease indications. Working with an international network of leading investigators and prominent research and clinical institutions, and through our own internal efforts, we have explored the potential for MultiStem to be used in acute and chronic forms of inflammatory & immune disorders, neurological conditions, cardiovascular disease, certain pulmonary conditions, and other areas.

To date, we have successfully advanced MultiStem product candidates into five clinical stage programs, each of which addresses a significant area of medical need, and represents a large commercial market opportunity. MultiStem has been evaluated in two completed clinical trials, one exploring the potential to treat patients that have suffered a heart attack and the other evaluating the potential to reduce GvHD, as well as other complications, and to provide supportive care to patients being treated for leukemia or related conditions. MultiStem is currently being evaluated in two additional clinical programs in the inflammatory & immune disease and neurological areas. In one study, which is being conducted with our

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partner Pfizer, MultiStem is being administered to patients with IBD. In another ongoing study, we are evaluating the potential to treat patients that have suffered neurological damage from a stroke. In addition, a leading clinical center in Europe, and a research collaborator, has recently received authorization to conduct an initial clinical trial evaluating administration of MultiStem in patients that have received a solid organ transplant.

In addition to our MultiStem programs, we have applied our pharmaceutical discovery capabilities to identify and develop novel pharmaceuticals to treat obesity, related metabolic conditions such as diabetes, and certain neurological indications such as schizophrenia, as well as small molecule compounds that may be used to enhance the production or therapeutic effectiveness of MultiStem or related products, increase the product's biological potency for certain indications and lead to second or third generation products in the regenerative medicine area. Our 5HT2c agonist program for obesity works by the same mechanism as Lorcaserin, which was recently approved by the FDA for the treatment of obesity. However, we believe our compounds may have the potential for providing superior weight loss performance, while also achieving a superior safety and tolerability profile. In addition, we have demonstrated our compounds are complementary with other agents that have been approved by the FDA for treating obesity. Furthermore, certain compounds that we developed may also have relevance in other disease areas, such as the treatment of schizophrenia. We are actively exploring partnership opportunities for our 5HT2c program in both the obesity and schizophrenia areas.

## **Business Strategy**

Our principal business objective is to discover, develop and commercialize novel therapeutic products for disease indications that represent significant areas of clinical need and commercial opportunity. The key elements of our strategy are outlined below.

***Efficiently Conduct Clinical Development to Establish Clinical Proof of Concept and Biological Activity with our Lead Product Candidates.*** MultiStem represents a novel therapeutic modality for the treatment of inflammatory & immune system disorders, neurological conditions and cardiovascular disease, as well as in other areas. MultiStem may be administered like other biologics, intravenously, via catheter, or by local injection. The cells appear to be responsive to their environment, homing to sites of injury and active disease response and producing proteins that may provide benefit in acute or chronic conditions. Additionally, MultiStem cell therapy may deliver therapeutic benefit through several distinct mechanisms of action, including reducing inflammatory damage, protecting tissue that is at risk following acute or ischemic injury, and promoting formation of new blood vessels in regions of ischemic injury. We are conducting a number of clinical studies with the intent to establish proof of concept and/or proof of biological activity in a number of important disease areas where the cell therapies would be expected to have benefit in inflammatory & immune system dysfunctions, neurological conditions and cardiovascular disease. Our focus is on conducting well-designed studies early in the clinical development process to establish a robust foundation for subsequent development, partnership and expansion into complementary areas. We are committed to a rigorous clinical and regulatory framework, which we believe has helped to advance our programs efficiently, and is also a result of the quality of our regulatory submissions and transparency in our discussions with the FDA have resulted in a successful regulatory partnership that has helped to advance our programs efficiently.

***Continue to Refine and Improve our Manufacturing and Related Processes and Deepen our Understanding of Therapeutic Mechanisms of Action.*** A key aspect of MultiStem is its substantial expansion capacity *ex vivo* relative to other cell types. This enables large scale production of the clinical product, which enables greater consistency, specificity and cost of goods advantages over other cell therapies. We plan to build on this intrinsic biological advantage by continuing to advance and optimize our production and process development

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approaches, further developing new manufacturing approaches including our bioreactor platform, and optimizing the plant to bedside supply chain to support late stage development and commercialization. Additionally, we will continue to refine our understanding of our products' activities and mechanisms of action to enable optimization of administration and dosing and to prepare the foundation for product enhancements and next generation opportunities.

***Enter into Licensing or Product Co-Development Arrangements in Certain Areas, while Out-Licensing Opportunities in Non-Core Areas.*** In addition to our internal development efforts, an important part of our product development strategy is to work with collaborators and partners to accelerate product development, reduce our development costs, and broaden our commercialization capabilities. We have entered into licensing and product co-development arrangements with qualified commercial partners to achieve these objectives. We anticipate that this strategy will help us to develop a portfolio of high quality product development opportunities, enhance our clinical development and commercialization capabilities, and increase our ability to generate value from our proprietary technologies. Over the past decade, we have entered into technology licensing arrangements and established product commercialization and co-development partnerships with companies such as Pfizer, Angiotech, Bristol-Myers Squibb, Johnson & Johnson, Wyeth and RTI. These partnerships generate revenue and provide capital that allows us to advance certain programs further in development.

***Efficiently Explore New High Potential Therapeutic Applications, Leveraging Third-Party Research Collaborations and our Results from Related Areas.*** Our product candidates have shown promise in multiple disease areas, including in treating inflammatory & immune disorders, neurological conditions, cardiovascular disease, and other areas. We are committed to exploring potential clinical indications where our therapies may achieve best-in-class profile, and where we can address significant unmet medical needs. In order to achieve this goal, over the past decade, we have established collaborative research relationships with investigators from many leading research and clinical institutions across the United States and Europe, including the Cleveland Clinic, Case Western Reserve University, University of Minnesota, the Medical College of Georgia, the University of Oregon Health Sciences Center, the University of Texas Health Science Center at Houston, the University of Pittsburgh Medical Center, KUL, and other institutions. Through this network of collaborations, we have studied MultiStem in a range of preclinical models that reflect various types of human disease or injury in the cardiovascular, neurological, and immunological areas. These collaborative relationships have enabled us to cost effectively explore where MultiStem may have therapeutic relevance, and how it may be utilized to advance treatment over current clinical care. Additionally, we have shown that we can leverage clinical safety data and preclinical results from some programs to support accelerated clinical development efforts in other areas, saving substantial development time and resources compared to traditional drug development where generally each program is separately developed.

***Continue to Expand our Intellectual Property Portfolio.*** We have a broad intellectual property estate that covers our proprietary products and technologies, as well as methods of production and methods of use. Our intellectual property is important to our business and we take significant steps to protect its value. We have ongoing research and development efforts, both through internal activities and through collaborative research activities with others, which aim to develop new intellectual property and enable us to file patent applications that cover new applications of our existing technologies or product candidates, including MultiStem and other opportunities.

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**Table of Contents****Our Current Programs**

By applying our proprietary MultiStem cell therapy product, we have established therapeutic product development programs treating inflammatory & immune disorders, neurological conditions, cardiovascular disease, and other conditions. To date, we have advanced five programs to the clinical development stage, including the following:

**Inflammatory Bowel Disease:** IBD affects an estimated 4 million patients or more in the United States, Europe, and Japan. Current therapies for treating IBD consist of pharmaceutical and biologic drugs, representing an annual market of more than \$5 billion globally. Currently available therapies provide temporary relief or are not effective for many patients, and novel approaches are needed to improve the standard of care and help patients avoid surgical intervention. MultiStem is being evaluated in an ongoing Phase II clinical study involving administration of MultiStem to patients suffering from UC the most common form of IBD. This study is being conducted with our partner, Pfizer, in UC patients who have an inadequate response or are refractory to current treatment, and is a double blind, placebo controlled trial that began enrolling patients in 2011. Enrollment of the trial is ongoing and designed to include approximately 130 patients, with initial results expected to be reported in 2013.

**Ischemic Stroke:** Ischemic stroke affects approximately 15 million people globally each year and approximately 2 million in the United States, Europe and Japan combined. The clot-dissolving drug tPA must be administered within 3 to 4 hours after the stroke, and as a result of this narrow window, a limited number of patients are treated with it. We are evaluating in a Phase II clinical study the administration of MultiStem to patients one to two days after they have suffered an ischemic stroke. In preclinical studies, administration of a single dose of MultiStem, even several days after a stroke, resulted in significant and durable improvements. This double blind, placebo-controlled trial is being conducted at leading stroke centers across the United States and may include sites in Europe. The study is expected to include approximately 136 patients. We completed the first patient cohorts, and the independent safety monitoring committee found that MultiStem was safe and well tolerated at both of the doses evaluated. Patient enrollment is ongoing and for the remainder of the trial, patients will be randomized to receive either high dose MultiStem or placebo. We believe this represents a potential market opportunity of more than \$15 billion annually.

**Acute Myocardial Infarction:** We have evaluated the administration of MultiStem in a Phase I clinical study to patients that have suffered an AMI. In 2010, we announced preliminary results for this study, demonstrating a favorable safety profile and encouraging signs of improvement in heart function among patients that exhibited severely compromised heart function prior to treatment. One-year follow-up data suggested that the benefit observed was sustained over time. We have completed preliminary planning for a Phase II trial, which has been discussed with the FDA. Our plans to move the AMI program forward into subsequent development will depend on the availability of capital resources, progress in our other clinical studies and our business development activities.

**Hematopoietic Stem Cell Transplant / GvHD:** We have completed a Phase I clinical study of the administration of MultiStem to patients suffering from leukemia or certain other blood-borne cancers in which patients undergo radiation therapy and then receive a hematopoietic stem cell transplant. Such patients are at risk for serious complications, including GvHD, an imbalance of immune system function caused by transplanted immune cells that attack various tissues and organs in the patient. In 2011 and in February 2012, we released data from the study, which demonstrated the safety of MultiStem in this indication and suggested that MultiStem may have a beneficial effect in reducing the incidence and severity of GvHD, as well as providing other benefits. This program has been assigned

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orphan drug designation from the FDA, which provides us with seven years of market exclusivity upon approval, and certain other benefits. We met with the FDA to discuss the results of the clinical study and our proposed plans for the next phase of clinical development in this area. We are currently preparing our detailed clinical study plans and look forward to finalizing our design and undertaking operational planning. Based on current plans, we intend to be ready to start this study in the second half of 2013, but the initiation will depend on the progress in our clinical trials and the achievement of certain business development and financial objectives. There are approximately 25,000 bone marrow or peripheral blood stem cell allografts performed annually, but we believe many more transplants could be performed if the risks of GvHD could be meaningfully reduced. We believe this indication represents a potential market opportunity of \$500 million annually or more.

We are also collaborating with a leading transplant group at the University of Regensburg in Germany that has recently obtained authorization to initiate an institutional sponsored clinical trial exploring the administration of MultiStem in patients following a liver transplant. We plan to provide limited financial support for this investigator-sponsored Phase I study and provide clinical grade product to conduct the trial. According to a report by Reuters Business Insight, in 2009, approximately 91,000 organ transplants were conducted. We estimate that this represents a potential market of more than \$1.5 billion annually.

In addition to our current and anticipated clinical development activities, we are engaged in preclinical development and evaluation of MultiStem in other disease indications in the inflammatory & immune disorder, neurological and cardiovascular disease areas. We conduct such work both through our own internal research efforts and through a broad network of collaborations we have established with investigators at leading research institutions across the United States and in Europe.

We are in discussions with third parties about collaborating in the development of MultiStem for our current clinical programs (outside of IBD) and preclinical programs and may, under the right terms, enter into one or more business partnership(s) to advance the programs.

We have also collaborated with RTI on the development of products for certain orthopedic applications in the bone graft substitutes market using our stem cell technologies. RTI's product development activities are progressing, and in September 2012, we amended our agreement with RTI to accelerate \$2.0 million of contingent milestone payments in connection with ongoing technical support to assist RTI in its initial product launch. As a result, we will receive these milestone payments in 2012, and in addition, RTI will compensate us for this technical assistance. We will also receive royalty revenue from product sales when they occur, as well as potential additional milestone payments.

We are also engaged in the development of novel small molecule therapies to treat obesity and other conditions. Currently, we are focused on the development of potent, highly selective compounds that act through stimulation of a specific receptor in the brain, the 5HT2c serotonin receptor. We are conducting preclinical evaluation of novel compounds that we have developed that exhibit favorable attributes, including outstanding receptor selectivity, as well as greater potency and activity than other 5HT2c agonists. We have also demonstrated complementarity of our compounds with other agents and believe these compounds could achieve best in class weight loss, as well as a superior safety and tolerability profile. Furthermore, we have evaluated certain compounds that exhibit a particular type of selectivity profile in preclinical models of schizophrenia and observed that these compounds exhibit potent effects. We are in discussions with multiple companies and may elect to enter into a partnership to advance the development of our 5HT2c agonist program, either for the treatment of obesity, schizophrenia, or both indications.

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***Regenerative Medicine Programs***

***MultiStem A Novel Therapeutic Modality***

We are developing a proprietary non-embryonic, allogeneic stem cell product candidate, MultiStem, that we believe has potential utility for treating a broad range of diseases and could have widespread application in the field of clinical regenerative medicine. Unlike traditional bone marrow transplants or other stem cell therapies, MultiStem may be manufactured on a large scale and may be administered without tissue matching or the need for immune suppression, analogous to type O blood. Potential applications of MultiStem include the treatment of cardiovascular disease, neurological disease or injury and conditions involving the immune system, including autoimmune disease and other conditions. We believe that MultiStem represents a significant advancement in the field of stem cell therapy and could have broad clinical application. We currently have open INDs for the study of MultiStem in distinct clinical indications, and a collaborating institution recently obtained authorization in Europe to initiate a clinical program through an investigator sponsored clinical trial application, obtained with our permission and support.

MultiStem is a patented biologic product that is manufactured from human stem cells obtained from adult bone marrow, although these cells may alternatively be obtained from other tissue sources, which are also covered under our intellectual property. The product consists of a special class of human stem cells that have the ability to express a range of therapeutically relevant proteins and other factors, as well as form multiple cell types. Factors expressed by MultiStem have the potential to deliver a therapeutic benefit in several ways, such as the reduction of inflammation, regulation of immune system function, protection of damaged or injured tissue, the formation of new blood vessels in regions of ischemic injury and augmenting tissue repair and healing in other ways. Like drugs, these cells may be stored for an extended period of time (in frozen form) and used off-the-shelf. Following administration, the cells have been shown to express multiple therapeutically relevant proteins, but unlike a traditional transplant, are subsequently cleared from the body over time like a drug or biologic.

The therapeutic benefit of bone marrow transplantation has been recognized for decades, and its clinical use has grown since Congress passed the National Organ Transplant Act in 1984 and the National Marrow Donor Registry was established in 1990. However, widespread bone marrow or stem cell transplantation has yet to become a reality. Some of the limitations that have prevented broader clinical application of bone marrow or stem cell transplantation include the requirement for tissue matching between donor and recipient, the typical need for one donor for each patient (a reflection of the inability to expand cells in a controlled and reproducible manner), frequent use of immune suppressive drugs to avoid rejection or immune system complications, the inability to efficiently produce significant quantities of stem cells and a range of potential safety issues.

A stem cell therapy that has the potential to address the challenges mentioned above could represent a breakthrough in the field of regenerative medicine, since it could greatly expand the clinical application of stem cell therapy or other forms of regenerative medicine. In 2003, we acquired technology originally developed at the University of Minnesota related to a novel stem cell type, MAPC, that may be isolated from adult bone marrow as well as other nonembryonic tissues. Over the past several years, we have further developed this technology and the manufacturing of these cells for use in ongoing clinical trials. We refer to the current product platform as MultiStem. During several years of preclinical work, MultiStem has demonstrated the potential to address many of the fundamental limitations observed with traditional bone marrow or hematopoietic stem cell transplants.

We believe that MultiStem represents a potential best-in-class stem cell therapy because it exhibits each of the following characteristics based on research and development to date:

***Broad Plasticity and Multiple Potential Mechanisms of Action.*** MultiStem cells have a demonstrated ability in animal models to form a range of cell types and also appear to be

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able to deliver therapeutic benefit through multiple mechanisms, such as producing factors that protect tissues against damage and inflammation, as well as enhancing or playing a direct role in revascularization or tissue regeneration.

***Large Scale Production.*** Unlike conventional stem cells, such as blood-forming or hematopoietic stem cells, mesenchymal stem cells, or other cell types, MultiStem cells may be produced on a large scale, processed, and cryogenically preserved, and then used clinically in a rapid and efficient manner. Material obtained from a single donor may be used to produce hundreds of thousands or millions of individual doses, representing a yield far greater than other stem cells have been able to achieve.

***Off-the-Shelf Utility.*** Unlike traditional bone marrow or hematopoietic stem cell transplants that require extensive genetic matching between donor and recipient, MultiStem is administered without tissue matching or the requirement for immune suppressive drugs. MultiStem is administered as a cryogenically preserved allogeneic product, meaning that these cells are not genetically matched between donor and recipient. This feature, combined with the ability to establish large MultiStem banks, could make it practical for clinicians to efficiently deliver stem cell therapy to a large number of patients.

***Safety.*** Other stem cell types, such as embryonic stem cells or induced pluripotent stem cells have shown the capacity to form ectopic tissue or teratomas, which are tumor-like growths. These could pose serious safety risks to patients. In contrast, MultiStem cells have shown a consistent and outstanding safety profile that has been compiled over several years of preclinical study in a range of animal models by a variety of investigators and that is supported by emerging clinical data.

At each step of the MultiStem production process, cells are analyzed according to pre-established criteria to ensure that a consistent, well characterized product candidate is produced. Cells are harvested from a pre-qualified donor and then expanded to form a Master Cell Bank from which we subsequently produce clinical grade material. In multiple animal models, MultiStem has been shown to be non-immunogenic, and is administered without the genetic matching that is typically required for conventional bone marrow or stem cell transplantation.

The distinctive profile of MultiStem allows us to pursue multiple high value commercial opportunities from a single product platform. Based upon work that we and independent collaborators have conducted over the past several years, we believe that MultiStem has the potential to treat a range of distinct disease indications, including ischemic injury and cardiovascular disease, certain neurological diseases, autoimmune disease, transplant support (including in oncology patients and solid organ transplant areas), and a range of orphan disease indications. As a result, we believe we will be able to leverage our foundation of safety and efficacy data to add clinical indications efficiently, enabling us to reduce development costs and timelines substantially.

### *MultiStem for Treating Immune System Disorders, and Neurological Conditions and Cardiovascular Disease*

Healthcare represents a significant part of the global economy. In the United States, it represented approximately 18% of all economic activity in 2009, or about \$2.49 trillion dollars annually. However, the United States, along with many other nations, is experiencing an unprecedented demographic shift that is resulting in a significantly expanded population of older individuals. According to United States Census data, in the next few years there will be a dramatic increase in the number of individuals over the age of 65, as this segment of the population increases from 40.2 million individuals in 2010 to more than 72 million people in 2030, representing an increase of approximately 80%. The aging of the population will create enormous financial pressure on the healthcare system in the United States and other countries around the world, resulting in significant clinical challenges, but also resulting in substantial commercial opportunities.



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Data from the National Center for Health Statistics shows that as people get older, they are more susceptible to a variety of age related conditions, including heart disease, stroke, certain forms of cancer, diabetes, progressive neurological disorders, various chronic inflammatory & immune conditions, renal disease and a range of others. As a consequence, as people get older they spend far more on healthcare on average they spend three to seven times more on healthcare annually at age 65 than when they are young and healthy. According to the Alliance for Aging Research, 83% of healthcare spending is associated with chronic conditions, and other research shows that 62% of healthcare spending is associated with multiple chronic conditions. Traditional medical approaches have failed to adequately address this problem.

Working with independent investigators at a number of leading institutions, such as the Cleveland Clinic, University of Minnesota, the National Institutes of Health, the Medical College of Georgia, the University of Oregon Health Sciences Center, the University of Texas Health Science Center at Houston, KUL and other institutions. Through this network of collaborations, we have studied MultiStem in a range of preclinical models that reflect various types of human disease or injury in the cardiovascular, neurological, and immunological areas. To date, we and our collaborators have published research results illustrating the potential benefits of MultiStem in a range of indications including myocardial infarction, vascular disease, ischemic stroke, TBI, brain damage due to restricted blood flow in newborns, spinal cord injury, and bone marrow transplant support/GvHD. In addition, we have explored and intend to further explore, the potential application of MultiStem in the treatment of a range of other conditions, including other forms of cardiovascular disease, neurological conditions, and immune related disorders.

As stated above, we have consistently observed that MultiStem is safe and effective in animal models. As a result, we have advanced MultiStem to clinical development stage in four clinical indications or disease areas: treatment of IBD (initially focused on UC); support in the hematologic malignancy setting to reduce certain complications associated with traditional bone marrow or HSC transplantation; treatment for stroke caused by a blockage of blood flow in the brain; and treatment of damage caused by myocardial infarction. Additionally, in collaboration with a leading transplant center in Europe, a fifth program in the solid organ transplant area has been advanced to clinical development.

We may expand to other clinical indication areas as results warrant and resources permit.

**Immunological Disorders: MultiStem for IBD and HSC Transplant Support**

Inflammatory & immune disorders also represent a significant burden to society. There are over 80 recognized autoimmune disorders, which are conditions caused by an acute or chronic imbalance in the immune system. In these conditions, cells of the immune system begin to attack certain tissues or organs in the body, resulting in tissue damage and loss of function. Some inflammatory & immune conditions are associated with aging related conditions (e.g., rheumatoid arthritis), but some are due to other causes that may be genetic, environmental or a combination of both (e.g., Type 1 diabetes, IBD). Still other conditions may reflect complications associated with the treatment of other conditions (e.g., GvHD, a frequent complication associated with transplant procedures used to treat leukemia or related blood-borne cancers). Each of these conditions shares certain biological characteristics, in that the immune system imbalance results from the inappropriate activation of certain populations of immune cells that results in significant tissue damage and destruction. This immune imbalance may result in a complex cascade of inflammation that can result in pain, progressive tissue deterioration and loss of function. While currently available immunomodulatory drugs have proven to be effective for many patients, they have failed to adequately address the needs of many other patients that suffer from inflammatory & immune disorders.

In multiple studies, MultiStem has shown potent immunomodulatory properties, including the ability to reduce active inflammation through various modes of action, and restore immune system imbalance.

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Accordingly, we believe that MultiStem could have broad application in the area of treating immune system disorders, including certain autoimmune diseases and other conditions, including GvHD, which is a frequent immunological complication associated with bone marrow or HSC transplantation.

In 2009, we entered into a collaboration agreement with Pfizer to develop and commercialize MultiStem for the treatment of IBD for the worldwide market. IBD is a group of inflammatory and autoimmune conditions that affect the colon and small intestine, typically resulting in severe abdominal pain, weight loss, vomiting and diarrhea. The most common forms of the disease include UC and Crohn's disease, which are estimated to affect 4 million people or more in the United States, five major European markets (United Kingdom, Germany, France, Italy and Spain) and Japan. Chronic IBD can be a severely debilitating condition, and advanced cases may require surgery to remove the affected region of the bowel, and may also require temporary or permanent colostomy or ileostomy. In many cases, surgery does not achieve a permanent cure, and patients suffer a return of the disease. In 2011, enrollment commenced in our Phase II clinical study being conducted with our partner, Pfizer, to administer MultiStem to patients suffering from UC.

Another area of focus is the use of MultiStem as adjunctive treatment for HSC/bone marrow transplant used as therapy in hematologic malignancy. For many types of cancer, such as leukemia or other blood-borne cancers, treatment typically involves radiation therapy or chemotherapy, alone or in combination. Such treatment can substantially deplete the cells of the blood and immune system, by reducing the number of stem cells in the bone marrow from which they arise. The more intense the radiation treatment or chemotherapy, the more severe the resulting depletion is of the bone marrow, blood, and immune system. Other tissues may also be affected, such as cells in the digestive tract and in the pulmonary system. The result may be severe anemia, immunodeficiency, substantial reduction in digestive capacity, and other problems that may result in significant disability or death.

One strategy for treating the depletion of bone marrow is to perform a peripheral blood stem cell transplant or a bone marrow transplant. This approach may augment the patient's ability to form new blood and immune cells and provide a significant survival advantage. However, finding a closely matched donor is frequently difficult or even impossible. Even when such a donor is found, in many cases there are immunological complications, such as GvHD, which may result in serious disability or death.

Working with leading experts in the stem cell and bone marrow transplantation field, we have studied MultiStem in animal models of radiation therapy and GvHD. In multiple animal models, MultiStem has been shown to be non-immunogenic, even when administered without the genetic matching that is typically required for conventional bone marrow or stem cell transplantation. Furthermore, in animal model systems testing immune reactivity of T-cells against unrelated donor tissue, MultiStem has been shown to suppress the T-cell-mediated immune responses that are an important factor in causing GvHD. MultiStem-treated animals also displayed a significant increase in survival relative to controls. As a result, we believe that the administration of MultiStem in conjunction with or following standard HSC transplantation may have the potential to reduce the incidence or severity of complications and may enhance gastrointestinal function, which is frequently compromised as a result of radiation treatment or chemotherapy.

We completed a Phase I clinical trial examining the safety and tolerability of a single dose or repeat dosing of MultiStem administered intravenously to patients receiving a bone marrow or hematopoietic stem cell transplant as part of their treatment of leukemia or other hematological condition. The trial was an open label, multicenter trial that involved leading experts in the field of bone marrow transplantation. In February 2012, we announced the top-line results from the trial. We observed a consistent safety profile in both the single and multiple dose arms of the study, and at all dose levels tested. Although the trial was not specifically designed to demonstrate efficacy, we also observed

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clinically meaningful improvement in medically important parameters relative to historical clinical experience, including reduced incidence and severity of acute GvHD, improved relapse free survival, no graft failures, and enhanced engraftment rates relative to other forms of treatment.

In September 2010, we announced that we had been granted orphan drug designation by the FDA for MultiStem in the prevention of GvHD. We met with the FDA to review the results from the Phase I trial and discuss plans for the next phase of clinical development, which could include a Phase II/III study of MultiStem for GvHD prophylaxis and HSCT support. We are currently preparing our detailed clinical study plans and look forward to finalizing our design and undertaking operational planning. Based on current plans, we intend to be ready to start this study in the second half of 2013, but the initiation will depend on the progress in our clinical trials and the achievement of certain business development and financial objectives.

### **Neurological Disease MultiStem for Ischemic Stroke**

Another focus of our regenerative medicine program is the use of MultiStem for the treatment of neurological injury as a result of acute or chronic conditions. Neurological injury and disease represents an area of significant unmet medical need, a major burden on the healthcare system, and also represents a huge commercial opportunity.

Many neurological conditions require extensive long-term therapy, and many require extended hospitalization and/or institutional care, creating an enormous cost burden. Stroke represents an area where the clinical need is particularly significant, since it represents a leading cause of death and significant long term disability. Currently, there are approximately 800,000 individuals in the United States that suffer a stroke each year, more than two million stroke victims in the United States, Europe and Japan combined, and approximately 15 million people that suffer a stroke each year globally. The vast majority of these (approximately 85% to 90%) are ischemic strokes, that are caused by a blockage of blood flow in the brain, that cuts off the supply of oxygen and nutrients, resulting in eventual tissue loss and long-term damage and disability. The remainder of these are hemorrhagic strokes, which occur when a blood vessel bursts and bleeding into the brain ensues.

Studies show that in recent years there has been a dramatic rise in ischemic strokes among young adults (i.e., individuals in the 25 to 45 age group), which is likely due to a combination of rising rates of obesity and other factors. Unfortunately, current therapeutic options for ischemic stroke victims are limited, as the only available therapy, a clot dissolving agent or thrombolytic, must be administered within several hours of the occurrence of the stroke. As a consequence of this limited time window, only a small percentage of stroke victims are treated with the currently available therapy most simply receive supportive or palliative care. The long-term costs of stroke are substantial, with many patients requiring extended hospitalization, extended physical therapy or rehabilitation (for those patients that are capable of entering such programs), and many require long-term institutional or family care. Similarly, there are other acute and progressive neurological conditions that require substantial healthcare resources, with limited existing treatment options that are only marginally clinically effective.

We have published research with independent collaborating investigators that demonstrates that MultiStem conveys biological benefits in preclinical models of ischemic stroke, as well as other models of neurological damage and injury, including TBI, neonatal hypoxic ischemia (a cause of neurological damage in infants), and spinal cord injury. We have also conducted preclinical work in other neurological areas, and have been awarded grants to support work in areas such as the indications described above and for evaluating the potential of MultiStem to treat chronic conditions such as Multiple Sclerosis, or MS, or Parkinson's disease. Our research has shown that MultiStem conveys benefits through distinct mechanisms, including reducing inflammatory damage, protecting at risk tissue at the site of injury, and through direct neurotrophic effects that stimulate the recovery of damaged neurons. As a result, we believe that MultiStem may have relevance to multiple forms of neurological injury and disease.

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Our initial clinical focus in the neurological area involves evaluating administration of MultiStem to treat ischemic stroke. Ischemic stroke is a leading cause of death and disability globally, and accounts for approximately 85% of all strokes. Recent progress toward the development of safer and more effective treatments for ischemic stroke has been disappointing. Despite the fact that ischemic stroke is one of the leading causes of death and disability in the United States, there has been little progress toward the development of treatments that improve the prognosis for stroke victims. The only FDA-approved drug currently available for ischemic stroke is the anti-clotting factor, tPA. According to current clinical guidelines, tPA must be administered to stroke patients within several hours after the occurrence of the ischemic stroke to remove the clot while minimizing potential risks, such as bleeding into the brain. Administration of tPA after three to four hours is not recommended, since it can cause cerebral bleeding or even death. Given this limited therapeutic window, it is estimated that less than 5% of ischemic stroke victims in the United States currently receive treatment with tPA.

In preclinical studies conducted by investigators, including at both the University of Minnesota, the Medical College of Georgia, and the University of Texas Health Science Center at Houston, significant functional improvements have been observed in rodents that have undergone an experimentally induced stroke, or that have incurred significant neurological damage due to similar types of ischemic events, such as a result of neonatal hypoxic ischemia or TBI, and then received treatment with MultiStem. Published research has demonstrated that administration of MultiStem even one week after a surgically induced stroke results in substantial long-term therapeutic benefit, as evidenced by the improvement of treated animals compared with controls in a battery of tests examining mobility, strength, fine motor skills, and other aspects of neurological functional improvement.

Based on the research we and our collaborators have conducted, we believe MultiStem conveys significant benefits through several mechanisms, including reduction of inflammation and immune system modulation in the ischemic area, and the protection and rescue of damaged or injured cells, including neuronal tissue. Research results presented at the 2011 and 2012 American Heart Association International Stroke Conference by collaborators from the University of Texas Health Science Center at Houston demonstrated that administration of MultiStem 24 hours following a stroke reduced inflammatory damage in the brain and resulted in significant functional improvement, and that some of these results were achieved by reducing the inflammatory response emanating from the spleen. These results confirm that MultiStem treatment is well tolerated, does not require immunosuppression and results in a robust and durable therapeutic benefit, and are consistent with prior results that show MultiStem can provide significant benefits even when administered up to one week after the initial stroke event.

We are currently enrolling patients in a 136-patient Phase II clinical trial exploring the administration of MultiStem to patients that have suffered an ischemic stroke. In this trial, MultiStem is administered 24 to 36 hours after a stroke has occurred. If shown to be safe and effective, this would represent a significant extension of the treatment window relative to existing standard of care and could provide an important new therapeutic option for stroke patients. We believe that the potential market for a new therapy to treat stroke could be \$15 billion or more annually.

We are also interested in the application of MultiStem for other neurological indications that represent areas of significant unmet medical need, such as TBI, which represents the leading cause of disability among children and young adults, and a leading cause of death. Approximately 1.7 million cases of TBI are seen in the United States each year, nearly half a million cases of which are children age 0 to 14 years old. The CDC estimates that more than 5.3 million individuals are living with a disability and have a long-term or lifelong need for help to perform activities of daily living as a result of a TBI. The annual direct and indirect costs for TBI are approximately \$60 billion a year, according to the National Institute of Neurological Disorders and Stroke, which is part of the National Institutes of Health. In preclinical studies of TBI, administration of MultiStem dramatically reduced the extent of damage caused by a TBI,

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and promoted accelerated healing of the blood-brain barrier. Early in 2012, we announced grant funding aggregating \$3.6 million to further advance our MultiStem programs and cell therapy platform, including further development of MultiStem for the treatment of TBI and further development of our cell therapy formulations and manufacturing capabilities.

We are also conducting preclinical work exploring the application of MultiStem toward in other neurological indications. In June 2010, we announced that we and collaborators at the Center for Stem Cell and Regenerative Medicine and Case Western Reserve University were awarded \$1.0 million through the Ohio Third Frontier Biomedical Program to support preclinical and translational research into the treatment of spinal cord injury, or SCI, with MultiStem. In October 2011, we announced the award of grant funding of up to \$640,000 to investigate the potential for MultiStem to treat chronic progressive MS based on initial results in preclinical models. In October 2012, in collaboration with scientists from Case Western Reserve University, and with the support of Fast Forward and the National Multiple Sclerosis Society, we reported research results that demonstrate the potential benefits of MultiStem therapy for treating MS. In standard preclinical models of MS, researchers observed that MultiStem administration results in sustained behavioral improvements, arrests the demyelination process that is central to the pathology of MS, and supports remyelination of affected axons.

**Cardiovascular Disease Evaluating MultiStem for Treating Damage from a Heart Attack**

Cardiovascular disease is an area of significant clinical need that is expected to expand significantly in the years ahead. Despite treatment advances in recent years, cardiovascular disease remains the leading cause of death, and represents one of the leading causes of disability around the world. In the United States, approximately 1,255,000 patients suffer a heart attack each year, and approximately 5.7 million individuals in the United States are currently suffering from heart failure. Another eight million suffer from peripheral arterial disease, which is associated with significant morbidity and mortality. According to projections published recently by the American Heart Association in February 2011 in the journal *Circulation*, aggregate costs for treating heart disease in the United States are expected to soar in the coming years. In 2010, annual direct costs for treating cardiovascular disease were \$273 billion, but by 2030 these are expected to nearly triple, to a projected \$818 billion per year. This increase will occur primarily as a result of the aging population, and may not fully reflect the impact of the dramatic escalation in obesity rates that has occurred for both adults and children in recent years, which could further exacerbate the long-term challenges and increase costs associated with cardiovascular disease and other conditions.

In a Phase I clinical trial, we have explored the use of MultiStem as a treatment for damage caused by AMI. Myocardial infarction is one of the leading causes of death and disability in the United States. Myocardial infarction is caused by the blockage of one or more arteries that supply blood to the heart. Such blockages can be caused, for example, by the rupture of an atherosclerotic plaque deposit. According to the American Heart Association 2012 Statistical Update, there were approximately 935,000 cases of myocardial infarction that occurred in the United States in 2008 and approximately 7.9 million individuals living in the United States that had previously suffered a heart attack. In addition, there were approximately 812,000 deaths that occurred from all forms of cardiovascular disease, including 462,000 individuals that died as a result of coronary heart disease or heart failure. A variety of risk factors are associated with an elevated risk of myocardial infarction or atherosclerosis, including age, high blood pressure, smoking, sedentary lifestyle and genetics. While advances in the diagnosis, prevention and treatment of heart disease have had a positive impact, there is clearly room for improvement myocardial infarction remains a leading cause of death and disability in the United States and the rest of the world.

MultiStem has been studied in validated animal models of AMI, including at both the Cleveland Clinic and the University of Minnesota. Investigators demonstrated that the administration of allogeneic MultiStem into the hearts of animals damaged by experimentally induced heart attacks resulted in

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significant functional improvement in cardiac output and other functional parameters compared with animals that received placebo or no treatment. Furthermore, the administration of immunosuppressive drug was not required and provided no additional benefit in this study, and supports the concept of using MultiStem as an allogeneic product.

Working with a contract research organization, we completed additional preclinical studies in established pig models of AMI using catheter delivery and examining various factors such as the route and method of MultiStem administration, dose ranging, and timing of treatment. In 2008, we initiated a multicenter, open-label Phase I clinical trial in this indication, and the study is now completed. In July 2010, we announced the preliminary results from this trial, which showed that MultiStem was well tolerated at all dose levels and exhibited a favorable safety profile. In addition, patients that received treatment with MultiStem exhibited meaningful improvements in cardiovascular function, including left ventricular ejection fraction, wall motion scores, and other parameters. These results were recently published in *Circulation Research* in November 2011.

### ***Pharmaceutical Programs***

#### ***Novel 5HT2c Agonists for the Treatment of Obesity and Other Conditions***

Obesity is a substantial contributing factor to a range of diseases that represent the major causes of death and disability in the developed world today. Individuals that are clinically obese have elevated rates of cardiovascular disease, stroke, certain types of cancer and diabetes. According to the CDC, the incidence of obesity in the United States has increased at an epidemic rate during the past 20 years. CDC now estimates that almost 70% of all Americans are overweight, including more than one-third that are considered clinically obese. The percentage of young people who are overweight has more than tripled since 1980. There has also been a dramatic rise in the rate of obesity in Europe and Asia. Despite the magnitude of this problem, current approaches to clinical obesity are largely ineffective, and we are aware of relatively few new therapeutic approaches in clinical development.

We are developing novel pharmaceutical treatments for obesity, which are compounds designed to act by stimulating a key receptor in the brain that regulates appetite and food intake – the 5HT2c receptor. The role of this receptor in regulating food intake is well understood in both animal models and humans. In 1996, Wyeth launched the anti-obesity drug Redux<sup>®</sup> (dexfenfluramine), a non-specific serotonin receptor agonist that was used with the stimulant phentermine in a combination commonly known as fen-phen. This diet drug combination gained rapid and widespread acceptance in the clinical marketplace and was shown to be highly effective at regulating appetite, reducing food intake, and causing significant weight loss. Unfortunately, in addition to stimulating the 5HT2c receptor, Redux also stimulated the 5HT2b receptor that is found in the heart. The activation of 5HT2b by Redux is believed to have caused significant cardiovascular problems in a number of patients and, as a result, Redux was withdrawn from the market in 1997.

Since the withdrawal of Redux from the market, several groups have published research and clinical data that implicate stimulation of the 5HT2b receptor as the underlying cause of the cardiovascular problems. These findings suggest that highly selective compounds that stimulate the 5HT2c receptor, but that do not appreciably stimulate the 5HT2b receptor, could be developed that maintain the desired appetite suppressive effects without the cardiovascular toxicity. Recent clinical data supports this hypothesis and also suggests that the 5HT2c agonists may also cause a statistically significant reduction in the amount of sugar in the blood, as measured by fasting blood glucose and HbA1c levels, which are both clinically relevant measures for patients suffering from diabetes.

Recently, the FDA approved Lorcaserin, a 5HT2c agonist, for the treatment of obesity. We believe this represents a significant event for our program because it illustrates that the FDA recognizes and agrees with the concept that 5HT2c agonists that display appropriate selectivity, biological activity and clinical safety are approvable for indications such as obesity.

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Our drug development program is focused on creating potent and selective compounds that stimulate the 5HT2c receptor, but that avoid the 5HT2b receptor and other receptors, such as 5HT2a. Our specific goal has been to develop an orally administered pill that reduces appetite by stimulating the 5HT2c receptor, but that does not stimulate the 5HT2b receptor, the 5HT2a receptor, or other receptors that could cause adverse side effects. Based on extensive preclinical studies that we have conducted with compounds that we have generated, we have demonstrated the ability to develop compounds that are highly potent and selective for the 5HT2c receptor, and that lack activity at either 5HT2a or 5HT2b. We believe that this achievement represents a significant advance in the field, and that the potency and selectivity profile displayed by compounds we are developing will result in substantially better efficacy and a cleaner safety and tolerability profile in clinical trials, as well as a more convenient dosing schedule than other 5HT2c agonist programs including Lorcaserin. We also evaluated certain of our compounds when administered as a monotherapy or in conjunction with other weight loss agents, and have observed effectiveness with both approaches and complementarity with other agents. We are conducting preclinical evaluation of novel compounds that we have developed that exhibit outstanding receptor selectivity and are working toward the selection of a clinical development candidate for this program.

Certain potent and highly selective compounds that we have developed display a profile that we believe may have utility in treating schizophrenia. We evaluated some of these compounds in preclinical models of schizophrenia and have observed that they exhibit efficacy in these models.

We are currently exploring partnering opportunities for this program and may elect to enter into a partnership to advance the development of this program for the treatment of obesity and related indications, schizophrenia, or multiple indications.

### *Other Small Molecule Programs & Key Technologies*

In addition to our other programs, we believe that there are significant opportunities for synergy between our small molecule platform and related capabilities and our MultiStem technology. Specifically, we believe that substantial opportunities exist for identifying and utilizing small molecule modulators of therapeutically relevant biological activity exhibited by MultiStem or other stem cell types. We believe that applying our capabilities in both areas could lead to next generation product development opportunities, including more potent stem cell based therapies that have been optimized for use in specific indication areas.

In addition to our current product development programs, we developed our patented RAGE technology that provides us with the ability to produce human cell lines that express specific, biologically well validated drug targets without relying upon cloned and isolated gene sequences. While our RAGE technology is not a therapeutic product, it is a commercial technology that we have successfully applied for the benefit of our partners and that we have also used for our own internal drug development programs. Modern drug screening approaches typically require the physical isolation and structural modification of a gene of interest, an approach referred to as gene cloning, in order to create a cell line that expresses a drug target of interest. Researchers may then use the genetically modified cell line to identify pharmaceutical compounds that inhibit or stimulate the target of interest. The RAGE technology enables us to turn on or amplify the expression of a drug target without having to physically clone or isolate the gene. In effect, the technology works through the random insertion of tiny, proprietary genetic switches that randomly turn genes on without requiring their physical isolation, or any advance knowledge of their structure. This technology provides us with broad freedom to work with targets that may be otherwise unavailable as a result of intellectual property restrictions on the use of specific cloned and isolated genes. Over the past several years, we have produced cell lines that express drug targets in a range of disease areas such as metabolic disease, infectious disease, oncology, cardiovascular disease, inflammation, and central nervous system disorders. Many of these were produced for drug development programs at major pharmaceutical companies that we have collaborated with, such as Bristol-Myers Squibb, and some have been produced for our internal drug development programs.

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**Collaborations and Partnerships**

*Pfizer*

Late in 2009, we entered into a collaboration agreement with Pfizer to develop and commercialize MultiStem for the treatment of IBD for the worldwide market. Under the terms of the agreement, we received a non-refundable up-front cash payment of \$6.0 million from Pfizer and will receive research funding and support during the initial phase of the collaboration. In addition, we are also eligible to receive milestone payments of up to \$105 million upon the successful achievement of certain development, regulatory and commercial milestones, though there can be no assurance that we will achieve these milestones, and no significant milestone payments were received as of June 30, 2012. We are responsible for manufacturing and Pfizer pays us for manufacturing product for clinical development and commercialization purposes. Pfizer has responsibility for development, regulatory and commercialization and will pay us tiered royalties on worldwide commercial sales of MultiStem IBD products. Alternatively, in lieu of royalties and certain commercialization milestones, we may elect to co-develop with Pfizer and the parties will share development and commercialization expenses and profits/losses on an agreed basis beginning at Phase III clinical development.

The Pfizer collaboration does not have a specific termination date, but will terminate upon the last to expire royalty term, unless terminated earlier by either party. Either party can terminate the agreement for an uncured material breach or default. Pfizer is permitted to terminate the agreement upon advance written notice to us if we sustain certain turnover levels for employees working on the program, if our license with the University of Minnesota is terminated, if we experience a specified change of control event, or in its sole discretion. We can terminate the agreement if a certain milestone event has not occurred by a defined period of time, or if we reasonably believe that Pfizer has failed to satisfy its obligations to progress the development of the program. Following termination of the agreement by us, all licenses granted to Pfizer to develop and commercialize MultiStem for IBD will terminate, other than certain more limited research licenses, and ownership of regulatory and clinical data will revert to us. Following termination of the agreement by Pfizer, the licenses granted to Pfizer will remain in effect according to their terms, unless the termination is due to our breach, employee turnover or termination of the license with University of Minnesota, in which case payments to us will be reduced from what was otherwise payable. Also, if Pfizer terminates in its sole discretion, then Pfizer retains its obligation to fund our research and development costs as set forth in the agreement.

*RTI*

In 2010, we entered into an agreement with RTI to develop and commercialize MAPC technology-based biologic implants for certain orthopedic applications in the bone graft substitutes market. Under the terms of our RTI agreement, we are entitled to a \$5.0 million license fee in installments, of which \$3.0 million was received in 2010 and 2011, and \$2.0 million was contingent upon future events. In September 2012, RTI agreed to make these \$2.0 million license fee payments by December 31, 2012, and we agreed to provide RTI with certain technical support. In accordance with the agreement, we are also eligible to receive an additional \$35.5 million in cash payments upon the successful achievement of certain commercial milestones, though there can be no assurance that such milestones will be achieved. In addition, we will receive tiered royalties on worldwide commercial sales of implants using our technologies.

*Angiotech*

In November 2011, we reached an agreement with Angiotech to terminate the collaboration agreement and license between the parties, reflecting a change in Angiotech's business and financial strategy. As a result of the termination, we regained ownership of all rights for developing our stem cell technologies and products for cardiovascular disease indications, including AMI, congestive heart failure, chronic ischemia, and peripheral vascular disease, and Angiotech no longer has any license rights or options with



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respect to our technologies and products. Angiotech made its final cost-sharing payment in 2011 in connection with collaboration activities and has no further obligations to us. Though the termination will affect our future costs of development for ongoing cardiovascular programs, such as AMI, it significantly improves our ability to explore cardiovascular and more comprehensive collaborative development and commercialization arrangements with other pharmaceutical, biotechnology and medical products companies. In the case of a new AMI collaboration, Angiotech will be entitled to a future payment from us equal to a percentage of cash license fee payments we receive within the first six months from a third-party related to such AMI collaboration, and is not entitled to other downstream payments, such as milestone payments, royalties or any profit-sharing payments. The future payment, if any, will be either (i) 25% of third-party license fees if an AMI collaboration is established prior to the initiation of enrollment in a Phase II AMI clinical trial and within 12 months of the termination agreement, (ii) 15% of third-party license fees if an AMI collaboration is established after the initiation of enrollment in a Phase II AMI clinical trial, but before we have spent \$5.0 million on the c