

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

FORM 10-K

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

For the fiscal year ended December 31, 2016

OR

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

FOR THE TRANSITION PERIOD FROM _____ TO _____

Commission File Number: 001-37490

Sierra Oncology, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

2150 – 885 West Georgia Street
Vancouver, British Columbia, Canada
(Address of principal executive offices)

20-0138994
(I.R.S. Employer
Identification Number)

V6C 3E8
(Zip Code)

(604) 558-6536

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class
Common Stock, \$0.001 par value per share

Name of Exchange on Which Registered
The NASDAQ Stock Market LLC

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the Registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. YES NO

Indicate by check mark if the Registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. YES NO

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

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

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405) is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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 definition of "large accelerated filer", "accelerated filer", and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

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

Smaller reporting company

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

The aggregate market value of common stock held by non-affiliates of the registrant calculated based on the closing price of \$1.99 of the registrant's common stock as reported on The NASDAQ Global Market on June 30, 2016, the last business day of the registrant's most recently completed second quarter, was \$40.4 million.

The number of shares of Registrant's Common Stock outstanding as of February 28, 2017 was 52,218,582.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Registrant's Definitive Proxy Statement ("Proxy Statement") relating to the 2017 Annual Meeting of Stockholders will be filed with the Commission within 120 days after the end of the Registrant's 2016 fiscal year and is incorporated by reference into Part III of this Report.

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SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Annual Report on Form 10-K (Annual Report) contains forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended (Exchange Act), and section 27A of the Securities Act of 1933, as amended (Securities Act). All statements contained in this Annual Report other than statements of historical fact, including statements regarding our future clinical development activities, expected results of clinical trials, future results of operations and financial position, our business strategy and plans and our objectives for future operations, are forward-looking statements. The words “believe,” “may,” “will,” “potentially,” “estimate,” “continue,” “anticipate,” “intend,” “could,” “would,” “project,” “plan” “expect,” and similar expressions that convey uncertainty of future events or outcomes are intended to identify forward-looking statements.

We have based these forward-looking statements on our current expectations and projections about future events and trends. These forward-looking statements are subject to a number of risks, uncertainties and assumptions, including those described in Item 1A, “Risk Factors” and elsewhere in this Annual Report. Moreover, we operate in a very competitive and rapidly changing environment, and new risks emerge from time to time. It is not possible for our management to predict all risks, nor can we assess the impact of all factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements we may make. In light of these risks, uncertainties, and assumptions, the forward-looking events and circumstances discussed in this Annual Report may not occur and actual results could differ materially and adversely from those anticipated or implied in the forward-looking statements.

You should not rely upon forward-looking statements as predictions of future events. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee that the future results, levels of activity, performance or events and circumstances reflected in the forward-looking statements will be achieved or occur. We undertake no obligation to update publicly any forward-looking statements to conform these statements to actual results or to changes in our expectations, except as required by law. You should read this Annual Report with the understanding that our actual future results, levels of activity, performance and events and circumstances may be materially different from what we expect.

Unless the context indicates otherwise, as used in this Annual Report, the terms “Sierra Oncology,” “the Company,” “we,” “us” and “our” refer to Sierra Oncology, Inc., a Delaware corporation, and its subsidiaries taken as a whole, unless otherwise noted. Sierra Oncology is our registered trademark. The “Sierra Oncology” logo and all product names are our common law trademarks. This Annual Report contains additional trade names, trademarks and service marks of other companies, which are the property of their respective owners. We do not intend our use or display of other companies’ trade names, trademarks or service marks to imply a relationship with, or endorsement or sponsorship of us by, these other companies.

PART I

Item 1. Business.

Overview

We are a clinical stage drug development company advancing targeted therapeutics for the treatment of patients with cancer. We are an ambitious oncology-focused company, oriented towards achieving the successful registration and commercialization of our product candidates. We have a world-class management team with a proven track record of success in oncology drug development and we are advancing an emerging pipeline of next generation therapies that target the DNA Damage Response (DDR) network.

Our lead product candidate, SRA737, is a highly selective, orally bioavailable small molecule inhibitor of Checkpoint kinase 1 (Chk1). Chk1 is a key cell cycle checkpoint and central regulator of the DDR network, a system of cellular pathways that monitor, detect and repair DNA damage. In cancer cells, replication stress induced by oncogenic drivers (e.g., MYC and RAS) combined with loss of function in tumor suppressors (e.g., TP53 and ATM) results in persistent DNA damage and genomic instability. Targeted inhibition of the remaining components of the DDR network, such as by SRA737, may be synthetically lethal to cancer cells and have utility as a monotherapy in a range of tumor indications.

Chk1 is also believed to facilitate tumor cell resistance to chemotherapy or radiation-induced DNA damage and, as such, the combination of SRA737 with these standards-of-care may provide synergistic anti-tumor activity, consistent with findings in preclinical oncology models. Importantly, the oral bioavailability of SRA737 may afford greater dosing flexibility for both monotherapy and combination therapy settings than is possible with intravenously administered agents.

We are pursuing an innovative development plan for SRA737, which is currently being evaluated in two Phase 1 clinical trials in patients with advanced cancer. The first trial is intended to evaluate SRA737's potential to induce synthetic lethality as monotherapy, while the second trial is intended to explore SRA737's potentiating effects in combination with DNA-damaging chemotherapy. We successfully transferred sponsorship of these two trials in January 2017 and subsequently submitted protocol amendments intended to enhance both of these studies. In particular, we plan to focus enrollment on pre-selected patients predicted to most likely derive benefit from SRA737 treatment based on the genetics of their tumors. A preliminary update of the SRA737 clinical trials is anticipated to be available approximately by the end of 2017.

Concurrently, we are conducting preclinical research evaluating SRA737 in combination with other DDR-targeted agents, including poly ADP ribose polymerase (PARP) inhibitors, as well as with immuno-oncology therapeutics, that may guide a potential next wave of clinical development for our asset, possibly further broadening its therapeutic utility.

We are also advancing SRA141, a potent, selective and orally bioavailable small molecule inhibitor of cell division cycle 7 kinase (Cdc7) undergoing preclinical development. Cdc7 is a key regulator of both DNA replication and the DDR network, making it a compelling emerging target for the potential treatment of a broad range of tumor types.

Sierra Oncology retains the global commercialization rights to both SRA737 and SRA141.

Our Strategy

Key elements of our business strategy are to:

- **Enhance and Expedite the Clinical Development of SRA737.** We plan to advance our lead product candidate, SRA737, for the treatment of a broad range of cancers, initially focusing on indications

where we believe SRA737 has the best potential for demonstrating anti-tumor activity and where there is a significant unmet medical need. The two Phase 1 clinical trials for SRA737 currently underway in the U.K. are designed to evaluate the safety, tolerability and preliminary efficacy of SRA737 both as monotherapy and in combination with DNA-damaging chemotherapy. We intend to modify these trials to include an evaluation of efficacy in prospectively-selected subjects with genetically defined tumors, with the objective of enriching these studies for patients predicted to be more likely to derive benefit from SRA737. These studies are designed to help assess potential patient selection strategies for further clinical development.

- ***Pursue a Multi-Faceted Development Strategy for SRA737 and SRA141 Across Many Oncology Indications.*** We intend to expand the commercial market opportunities for SRA737 and SRA141 by exploring their potential as treatments for a wide variety of cancer indications, as monotherapy and in combination with other therapeutic agents, including chemotherapy, DDR-targeted agents and immuno-oncology agents. The DDR network in general, and Chk1 and Cdc7 specifically, have been implicated as biologically-relevant across a wide variety of solid tumors, including colorectal, bladder, head and neck, lung, ovarian, pancreatic and prostate, which could provide multiple development opportunities for both SRA737 and SRA141.
- ***Maximize the Global Commercial Value of our Product Candidates.*** As we further develop our product candidates, we plan to build a commercial infrastructure with the capability to directly market our products, once approved, to oncologists in North America and possibly other major geographies that are core to our commercial strategy. We plan to enter into collaborations for the marketing and commercialization of our products in additional geographies at an appropriate time. We also plan to invest in scaling our manufacturing capacity to support our global commercial strategy.
- ***Broaden our Proprietary Pipeline by Acquiring Product Candidates.*** We plan to opportunistically acquire additional oncology product candidates through in-licensing or other strategic opportunities in order to expand our pipeline and leverage the full potential of our development capabilities. We intend to evaluate and consider acquiring additional oncology product candidates that are currently in clinical testing or could be advanced into human clinical trials within 18 months, with an emphasis on assets that potentially could be complementary to our other product candidates when administered in combination.

Background on DDR and its Role in Cancer

Cancer is a leading cause of death in the developed world and the second leading cause of death in the United States, with 596,000 deaths and 1.7 million new cases estimated to occur in the United States in 2016, according to the American Cancer Society (ACS). The International Agency for Research on Cancer projects that in 2030, 21.7 million people will be diagnosed with cancer and 13 million will die of cancer in that year worldwide.

The most common methods of treating patients with cancer are surgery, radiation and drug therapy. A cancer patient often receives treatment with a combination of these methods. Surgery and radiation therapy are particularly effective for patients in whom the disease is localized. Physicians generally use systemic drug therapies in situations where the cancer has spread beyond the primary site or cannot otherwise be treated through surgery or radiation. The goal of drug therapy is to kill cancer cells or to damage cellular components required for the rapid growth and survival of cancer cells. In many cases, drug therapy entails the administration of several different drugs in combination. Over the past several decades, drug therapy has evolved from non-specific drugs that kill both healthy and cancerous cells, to drugs that target specific molecular pathways to selectively kill only cancer cells. While heightened vigilance, new diagnostic tests, combination regimens and targeted therapies have resulted in improvements in overall survival for some cancer patients, we believe that there is still a necessity for continued innovation in the treatment of cancer.

Our genomic DNA is continuously subject to damage due to external factors, such as chemicals, radiation and viruses, or internal factors, such as replication stress and reactive oxygen species generated during cellular

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metabolism. Our cells have developed a highly coordinated array of mechanisms to resolve DNA damage and maintain genomic integrity, collectively known as the DDR network. Seminal discoveries related to the DDR network have contributed to the discovery of potential new treatments for cancer.

The genes that underlie the DDR network itself are often mutated in malignant cells, further contributing to genomic instability. Genomic instability, the accumulation of DNA damage and functional genomic alterations, is a key hallmark of cancer. The genomic instability and mutational capacity of tumors provides them with a selective advantage over normal cells by enabling continual proliferation and survival, as well as by engendering adaptive mechanisms for developing resistance to chemotherapy and other standards-of-care. Tumor cells accommodate genomic instability resulting from the genetic mutation of certain DDR and cell cycle genes through an enhanced dependency on the remaining components of the DDR network in order to support their replication and viability.

An emerging therapeutic strategy to treat tumors is to target these remaining vital components of the cell cycle and DDR network, such as Chk1 and Cdc7, either alone or in combination with DNA-damaging chemotherapy or radiation, in order to induce irreparable DNA damage, causing a catastrophic replicative process ultimately resulting in cell death. In contrast, non-transformed cells have redundant cell cycle checkpoints and multiple complementary DNA repair pathways, which should render them less sensitive to these agents. This strategy has been likened to striking at the ‘Achilles’ Heel’ of cancer, and therapeutic strategies increasingly are focusing on targeting the DDR network to exploit this intrinsic weakness of tumors.

A number of agents affecting components of the DDR network have either been approved or are currently in late-stage clinical trials, including small molecule PARP inhibitors for the treatment of advanced ovarian cancer harboring mutations in the BRCA genes. We believe data from these programs support the broader potential for therapeutic intervention by targeting the DDR network. PARP inhibitors work in part by inhibiting the PARP enzyme from orchestrating the repair of single strand breaks in DNA. Our DDR program is oriented to expanding beyond the scope of PARP inhibitors by focusing on impeding the repair of DNA double strand breaks, the most deleterious form of DNA damage, as well as by striking at targets that control DNA replication and cell cycle progression.

Chk1 – A Central Regulator of the DNA Damage Response Network

Chk1 is a serine-threonine kinase which acts as a central regulator of the DDR network that detects and repairs DNA damage. Chk1 regulates multiple cell-cycle phases, temporarily inhibiting the progression of cell replication and division in order for DNA repair processes to be undertaken. In addition, Chk1 directly activates several important proteins involved in the repair of damaged DNA.

Malignant cells tolerate substantially greater levels of genomic instability than would be acceptable in healthy cells. Despite accumulating considerable DNA damage due to replicative stress or defects in DNA repair machinery, cancer cells survive and replicate via an over-reliance on select components of the DDR network, including Chk1. Consistent with this observation, inhibition of Chk1 has been shown to be synthetically lethal to cancer cells harboring functional genetic alterations in genes such as *MYC*, *RAS*, *ATM*, *BRCA1*, *BRCA2* and *TP53*. This provides an opportunity to treat cancers with high replication stress and genomic instability with Chk1 inhibitor therapy.

Certain standard chemotherapeutic drugs (such as gemcitabine, cisplatin, docetaxel and topotecan) and radiotherapy also induce DNA damage in order to kill cancer cells. We believe considerable preclinical evidence supports the potential for synergy between these standard therapies and Chk1 inhibitors in combination.

Our Lead Product Candidate – SRA737, a Potent, Highly Selective, Orally Bioavailable Chk1 Inhibitor

Overview

SRA737 is a potent, highly selective, orally bioavailable small molecule inhibitor of Chk1. The agent was developed through collaboration between The Institute of Cancer Research Cancer Therapeutics Unit, Sareum Ltd and Cancer Research Technology Ltd. SRA737 was licensed to us in September 2016 and we transferred sponsorship of the ongoing SRA737 clinical trials to the company in January 2017.

A body of preclinical experimental data supports the exploration of SRA737 as a single agent and in combination with DNA damaging agents, particularly in certain subjects with genetically defined tumors exhibiting high levels of genomic instability or harboring certain genetic mutations, particularly those associated with high levels of replication stress (such as *MYC*, *RAS*, *ATM*, *BRCA1*, *BRCA2* and *TP53*).

SRA737 is being investigated in two Phase 1 clinical trials that were initiated in June 2016 in the U.K. under a clinical trial application (CTA). The current design of these clinical trials is as follows:

- A multicenter, open-label, dose-escalation and dose-expansion trial evaluating SRA737 as a monotherapy in subjects with advanced solid tumors. The objectives of the monotherapy trial include assessing the safety profile of SRA737, determining the maximum tolerated dose (MTD) with one or more schedules of administration of SRA737, and to propose a recommended Phase 2 dose and schedule of SRA737.
- A multicenter, open-label, dose-escalation study evaluating SRA737 in combination with DNA-targeting chemotherapies (gemcitabine plus cisplatin or gemcitabine alone) in subjects with advanced solid tumors. The objectives of this trial include assessing the safety profile of SRA737 administered in combination with chemotherapies, determining the MTD of SRA737 administered in combination with gemcitabine ± cisplatin, and to propose a recommended Phase 2 dose and schedule of SRA737 in combination with gemcitabine ± cisplatin.

With the formal transfer of clinical trial sponsorship completed in January 2017, we subsequently submitted protocol amendments intended to enhance both of these studies, including to pre-select patients predicted to most likely derive benefit from SRA737 treatment. A preliminary update from the SRA737 clinical trials is anticipated to be available approximately by the end of 2017.

Potential SRA737 Monotherapy Trial Enhancements

We intend to enhance the monotherapy clinical trial currently underway by modifying the clinical trial design. The goal of this amendment is to pre-select patients predicted to most likely derive benefit from SRA737 treatment. Specifically, we intend to amend the monotherapy clinical trial protocol in order to evaluate the preliminary efficacy of SRA737 in subjects with tumors identified to have genetic aberrations hypothesized to confer sensitivity to Chk1 inhibition. Additionally, we intend to modify the trial to assess SRA737's clinical activity across a number of cancer indications that harbor these genetic mutations in order to determine potential patient selection strategies for further clinical development.

Following the successful approval and activation of the planned protocol amendment, we intend to employ an algorithm based on genetic selection in order to guide patient selection. The algorithm is intended to define patient enrollment where the subject's tumor has a confirmed minimum of two different types of genetic abnormalities. These could include tumors with a deleterious mutation in a key tumor suppressor gene, such as *TP53*, and at least one of the following:

- a loss of function or deleterious mutation in the DNA damage response pathway such as *ATM*, *BRCA1*, *BRCA2*, or another gene in the DNA damage response pathway implicated in Chk1 pathway sensitivity;

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- a genetic indicator of replicative stress, defined as gain of function or amplification of *CHEK1* or *ATR* or other related gene; or
- a gain of function mutation or amplification of an oncogenic driver such as *MYC*, *RAS*, or another gene implicated in Chk1 pathway sensitivity.

Cancers that are predicted to have a high prevalence of genetic aberrations hypothesized to confer sensitivity to Chk1 inhibition are planned to be evaluated in the amended clinical trial within tissue-specific expansion cohorts. These include, for example, cohorts of subjects with:

- previously treated metastatic colorectal cancer;
- platinum-resistant ovarian cancer;
- metastatic castration-resistant prostate cancer;
- advanced non-small cell lung cancer; and
- head and neck squamous cell carcinoma.

Potential SRA737 Combination Trial Enhancements

The current objectives of the combination trial include establishing the safety profile of SRA737 administered in combination with gemcitabine ± cisplatin, determining the MTD of SRA737 and defining a recommended Phase 2 dose of SRA737 when given in combination with chemotherapy. The current trial is designed to also assess the clinical activity of SRA737 in combination with chemotherapy in expansion cohorts once the MTD is established.

We intend to enhance the combination clinical trial currently underway by modifying the clinical trial design in order to evaluate the preliminary efficacy of SRA737 in genetically selected subjects with tumors identified to have genetic aberrations hypothesized to confer sensitivity to Chk1 inhibition. We intend to employ a similar genetic selection algorithm to that defined in the monotherapy protocol. Specifically, we plan to enroll subjects with bladder cancer and pancreatic cancer into genetically selected dose expansion cohorts, as (i) bladder cancer and pancreatic cancer are predicted to have a high prevalence of genetic aberrations hypothesized to confer sensitivity to Chk1 inhibition and (ii) gemcitabine is often an important component of the standard of care treatment for these indications. The goal of this amendment is to pre-select patients predicted to most likely derive benefit from SRA737 treatment. In addition, bladder cancer and pancreatic cancer are indications in which the possible potentiating effect of SRA737 on gemcitabine's clinical activity might be informative with respect to further clinical development.

Additional SRA737 Trials and Development Activities

In order to obtain regulatory approval and potentially commercialize SRA737, we will need to complete the clinical trials described above and then conduct Phase 2 and possibly Phase 3 registration-oriented clinical trials in well-defined, tissue-specific, or possibly genetically-specific, patient populations in order to thoroughly and robustly evaluate the safety and efficacy of SRA737.

We anticipate including U.S. clinical trial sites in the subsequent development of SRA737. Before initiating our Phase 2 and possible Phase 3 clinical trials, we intend to submit an Investigational New Drug Application (IND) to the U.S. Food and Drug Administration (FDA).

If the efficacy data obtained in some or all of the subsequent Phase 2 clinical trials are highly compelling, we plan to discuss accelerated registration paths and other regulatory designations with regulatory agencies. In order to obtain marketing approval to commercialize SRA737, a new drug application (NDA) must be submitted to, and approved by, the FDA in the United States, and a marketing authorization application must be submitted to

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and approved by the European Medicines Agency (EMA). Moreover, when a diagnostic device, such as a device used to identify subsets of patients with a genetic alteration who may derive meaningful benefit from a product, is essential to the safe and effective use of a therapeutic product, the FDA and other regulatory authorities generally require that the companion diagnostic be approved before or concurrent with approval of the therapeutic product and before the therapeutic product can be commercialized. Commensurate with global regulatory submissions, we will need to validate processes at large scale manufacturing facilities in advance of pre-approval inspections, marketing authorizations and product launch.

A number of other agents affecting components of the DDR network have either been approved or are currently in late-stage clinical trials, including small molecule PARP inhibitors for the treatment of advanced BRCA mutated ovarian cancer. We are currently conducting preclinical research evaluating SRA737 in combination with other DDR agents, including PARP inhibitors, that may guide a potential next wave of clinical development for our asset, possibly further broadening its therapeutic utility.

We are also currently conducting preclinical research evaluating SRA737 in combination with immuno-oncology agents in order to assess anticipated synergies between these two drug classes, the results of which will guide potential additional clinical development for SRA737.

The amount and timing of our expenditures on these clinical trials will depend upon numerous factors, including their ongoing status and results. Although it is difficult to predict additional capital requirements, we believe that our existing cash and cash equivalents will be sufficient to allow us to achieve clinical data read-outs from the dose expansion stages of our current trials underway.

We anticipate that we will need additional funding to complete any future Phase 2 or Phase 3 clinical trials.

Subject to approval by regulatory authorities and ethics and scientific review bodies, we anticipate amending the monotherapy and combination therapy Phase 1 trials in the second quarter of 2017. We anticipate providing a public update on these trials approximately by the end of 2017, and to report interim data from these trials at a medical conference in 2018. During 2017, we also anticipate reporting preclinical results guiding potential clinical opportunities for our Chk1 inhibitor with PARP inhibitors or immuno-oncology agents, which could lead to the commencement of potential combination clinical trials in 2018.

Our Second Product Candidate – SRA141, a Highly Selective, Orally Available Cdc7 Inhibitor

Cdc7 is a serine-threonine kinase which acts as an essential regulator of both DNA replication and the DDR network. Over-expression of Cdc7 and its partner proteins is correlated with unfavorable clinical outcomes and poor survival in a broad range of solid tumors and hematological malignancies. In preclinical studies, inhibition of Cdc7 has been shown to cause cancer cell death in a p53-independent manner, and to induce tumor stasis or regression in a variety of in vivo cancer models.

SRA141 is a highly selective, orally available small molecule inhibitor of Cdc7. SRA141 was licensed to us in May 2016 from Carina Biosciences, Inc., Kobe, Japan.

Status of Our Preclinical Development Program for SRA141

We are pursuing a robust program of preclinical studies with SRA141 to evaluate tumor responses and dosing regimens across a variety of indications in order to inform our clinical development plans and possible patient selection strategies. Preclinical data and published literature suggest a variety of solid tumors and hematological malignancies with potential for response to Cdc7 inhibitors. The potential of SRA141 to synergize with other targeted agents and DDR inhibitors (including SRA737) is also being explored in preclinical models. A genetically defined patient selection strategy focusing on drivers of Cdc7 inhibitor sensitivity may help facilitate clinical trial execution. We expect clinical studies for SRA141 will begin by the end of 2017 in the United States after we submit an IND to the FDA.

License Agreements

CRT Pioneer Fund LP License Agreement

In September 2016, we entered into an exclusive license agreement with CRT Pioneer Fund LP (CPF) for worldwide rights, know-how and materials to develop SRA737, a small molecule inhibitor targeting Chk1, a promising therapeutic target to treat cancer. Pursuant to the agreement, we made a one-time upfront payment of \$7.0 million to CPF in October 2016 and paid \$2.0 million to CPF in January 2017 for the successful transfer of two ongoing Phase I clinical trials. Additional milestone payments of up to an aggregate of \$319.5 million may become payable to CPF upon the achievement of certain developmental, regulatory and commercial milestones. In addition, we are required to pay CPF, on a product-by-product and country-by-country basis, tiered high single-digit to low double-digit royalties on the net sales of any product successfully developed until the later of (i) the date when such licensed product is no longer covered by a valid patent claim within the licensed intellectual property, (ii) the expiration of any data, marketing or other statutory exclusivity rights covering the licensed product, or (iii) a specified period after the first commercial sale of the licensed product. Such royalties will be reduced on a product-by-product and country-by-country basis under certain conditions, including if certain generic competition exists in such country, or if we are required to pay royalties to third parties in order to develop or commercialize the licensed product.

The license agreement will expire on the date of expiration of our obligation to pay royalties to CPF. Either party may terminate the license agreement if the other party materially breaches the license agreement, subject to certain cure provisions, and CPF may terminate the license agreement in certain limited circumstances as described in the license agreement. The license agreement may also be terminated at any time by us upon 90 days' prior written notice to CPF.

Carna Biosciences, Inc. License Agreement

In May 2016, we entered into an exclusive license agreement with Carna Biosciences, Inc. (Carna) for worldwide rights to develop and commercialize SRA141, a small molecule kinase inhibitor targeting Cdc7. In exchange for this exclusive right, we paid Carna an upfront payment of \$0.9 million in June 2016. We will be required to pay Carna milestone payments of up to an aggregate of \$270.0 million upon achievement of certain developmental, regulatory and commercial milestone events. In addition, for product candidates defined under the license agreement, we are required to pay Carna on a product-by-product and country-by-country basis, tiered single-digit royalties on net sales.

The license agreement will expire on the date of expiration of our obligation to pay royalties to Carna. Following the expiration of the license agreement, we will obtain a fully paid-up, non-exclusive license to develop and commercialize products relating to the licensed intellectual property worldwide for any use. Carna may terminate the license agreement if we materially breach the agreement, subject to certain cure provisions. The license agreement may also be terminated at any time by us upon 30 days' prior written notice to Carna.

Research and Development

Since commencing operations, we have dedicated a significant portion of our resources to research and development activities, including clinical development. We incurred research and development expenses of \$33.9 million, \$26.4 million and \$19.1 million, during the years ended December 31, 2016, 2015 and 2014, respectively. We anticipate that a significant portion of our operating expenses will continue to be related to research and development as we continue to advance SRA737 and SRA141.

Intellectual Property

Our commercial success depends in part on our ability to obtain and maintain proprietary or intellectual property protection for SRA737, SRA141 and future product candidates, to operate without infringing on the proprietary

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rights of others and to prevent others from infringing our proprietary or intellectual property rights. Our strategy is to seek to protect our proprietary position and intellectual property position by, among other methods, filing patent applications related to our proprietary technology and product candidates in the United States and in foreign jurisdictions. We also rely on trade secrets, know-how and continuing technological innovation to develop and maintain our proprietary and intellectual property position.

We have exclusively licensed CPF's rights to patents owned by Cancer Research Technology (CRT), a subsidiary of Cancer Research UK (CRUK) directed to compositions of matter and methods of use related to SRA737 and other Chk1 inhibitors. As of December 31, 2016, these rights included one (1) pending U.S. patent application comprising claims directed to compositions of SRA737 and methods of using SRA737 for the treatment of cancer indications as a single agent, or in combination with a DNA damaging agent. Any patents issuing from this U.S. utility application are expected to expire in 2033, absent any adjustments or extensions. As of December 31, 2016, these rights also included four (4) issued foreign patents and thirteen (13) pending foreign patent applications in thirteen (13) foreign jurisdictions, including Australia, Canada, China, Europe and Japan comprising claims directed to compositions of SRA737 and methods of using SRA737 for the treatment of cancer indications as a single agent, or in combination with a DNA damaging agent. These foreign patents, and any patents issuing from these pending foreign patent applications, are expected to expire in 2033, absent any adjustments or extensions. We have filed and will continue to file patent applications directed to the composition of matter and methods of use related to various aspects of SRA737 as they develop.

We have exclusively licensed from Carna patent applications directed to the SRA141 composition of matter, alone or in combination with an M-phase inhibitor and methods of use for the combination. As of December 31, 2016, we were the exclusive licensee of one (1) U.S. patent, expiring in 2032, absent any adjustments or extensions, and one (1) pending U.S. patent application, both comprising composition of matter claims directed to SRA141. Any patents issuing from this U.S. utility application are expected to expire in 2032, absent any adjustments or extensions. As of December 31, 2016, this exclusively-licensed portfolio included four (4) issued foreign patents and seven (7) pending foreign patent applications in seven (7) foreign jurisdictions, including Australia, Canada, Europe, India, Japan, Korea and Mexico comprising composition of matter claims directed to SRA141. The foreign patents, and any patents issuing from these pending foreign patent applications, are expected to expire in 2032, absent any adjustments or extensions. Additionally, as of December 31, 2016, this portfolio also included one (1) pending U.S. patent application, and two (2) pending foreign patent applications in Europe and Japan comprising composition of matter claims directed to a combination of SRA141 and an M-phase inhibitor and methods of use for the combination for treating cancer. Any patents issuing from these applications are expected to expire in 2035, absent any adjustments or extensions. We have filed and will continue to file patent applications directed to the composition of matter and methods of use related to various aspects of SRA141 as they develop.

The term of individual patents depends upon the legal term for patents in the countries in which they are obtained. In most countries, including the United States, the patent term is 20 years from the earliest filing date of a non-provisional patent application. In the United States, a patent's term may be lengthened by patent term adjustment, which compensates a patentee for administrative delays by the USPTO in examining and granting a patent, or may be shortened if a patent is terminally disclaimed over an earlier filed patent. The term of a patent that covers a drug may also be eligible for patent term extension when FDA approval is granted, provided statutory and regulatory requirements are met. In the future, if and when our product candidates receive approval by the FDA or foreign regulatory authorities, we expect to apply for patent term extensions on issued patents covering those drugs, depending upon the length of the clinical trials for each product candidate and other factors. There can be no assurance that any of our pending patent applications will issue or that we will benefit from any patent term extension or favorable adjustment to the term of any of our patents.

As with other oncology companies, our ability to maintain and solidify our proprietary and intellectual property position for our product candidates and technologies will depend on our success in obtaining effective patent claims and enforcing those claims if granted. However, patent applications that we may file or license from third

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parties may not result in the issuance of patents. We also cannot predict the breadth of claims that may be allowed or enforced in our patents. Our issued patents and any issued patents that we may receive in the future may be challenged, invalidated or circumvented. For example, we cannot be certain of the priority of inventions covered by pending third-party patent applications. If third parties prepare and file patent applications that also claim technology or therapeutics to which we have rights, we may have to participate in interference proceedings to determine priority of invention, which could result in substantial costs to us, even if the eventual outcome is favorable to us. In addition, because of the extensive time required for clinical development and regulatory review of a product candidate we may develop, it is possible that, before SRA737, SRA141 or any of our product candidates can be commercialized, any related patent may expire or remain in force for only a short period following commercialization, thereby reducing any advantage of any such patent.

In addition to patents, we rely upon unpatented trade secrets and know-how and continuing technological innovation to develop and maintain our competitive position. We seek to protect our proprietary information, in part, using confidentiality agreements with our scientific advisors and consultants, and invention assignment agreements with our employees. The confidentiality agreements are designed to protect our proprietary information and, in the case of agreements or clauses requiring invention assignment, to grant us ownership of technologies that are developed through our relationship with a third party.

Competition

The oncology industry is characterized by rapidly advancing technologies, intense competition and a strong emphasis on proprietary products. The key competitive factors affecting the success of all of our product candidates, if approved, are likely to be their efficacy, safety, convenience, price, the level of generic competition and the availability of reimbursement from government and other third-party payors. While we believe that our technology, knowledge, experience and scientific resources provide us with competitive advantages, we face potential competition from many different sources, including major pharmaceutical, specialty pharmaceutical and biotechnology companies, academic institutions and governmental agencies and public and private research institutions. Any product candidates that we successfully develop and commercialize will compete with existing therapies that are available for the indication or indications for which they are approved and new therapies that may become available in the future.

To our knowledge, there are no approved drugs that specifically target Chk1 on the market, but there are a number of competitors in clinical development, at a similar stage of development or more advanced than us. Genentech, Inc. is conducting a Phase 1/2 clinical trial of an oral Chk1 inhibitor in patients with refractory solid tumors or lymphoma. Esperas Pharma is conducting a Phase 1/2 clinical trial of an oral Chk1 inhibitor as monotherapy and in combination with gemcitabine in patients with advanced or metastatic cancer. Eli Lilly and Company is developing an intravenous Chk1/Chk2 inhibitor in several clinical settings, the most advanced of which are in Phase 2 clinical trials. There are also preclinical programs focused on developing Chk1 inhibitors. If SRA737 is approved, it will compete with existing therapies and currently marketed drugs for the indication or indications for which it is approved.

Additionally, to our knowledge, there are no approved drugs that specifically target Cdc7. Takeda Pharmaceutical Company is currently conducting a Phase 1 clinical trial of a Cdc7 inhibitor in Japan and Eli Lilly and Company has a preclinical program focused on developing a Cdc7 inhibitor. Other companies may be conducting preclinical studies of Cdc7 inhibitors as well. If SRA141 is approved, it will compete with existing therapies for the indication or indications for which it is approved.

Many of the companies against which we are competing, or against which we may compete in the future, have significantly greater financial and other resources and expertise in research and development, manufacturing, preclinical testing, conducting clinical trials, obtaining regulatory approvals and marketing approved products than we do. Mergers and acquisitions in the oncology industry may result in even more resources being concentrated among a smaller number of our competitors. Smaller or early-stage companies may also prove to be

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significant competitors, particularly through collaborative arrangements with large and established companies. These competitors also compete with us in recruiting and retaining qualified scientific and management personnel and establishing clinical trial sites and patient registration for clinical trials, as well as in acquiring technologies complementary to, or that may be necessary for, our programs.

Our commercial opportunity could be reduced or eliminated if our competitors develop and commercialize products that are safer, more effective, have fewer or less severe side effects, are more convenient or are less expensive than any drugs that we may develop. Our competitors also may obtain FDA or foreign regulatory approval for their product candidates more rapidly than we may obtain approval for ours, which could result in our competitors establishing a strong market position before we are able to enter the market. In addition, our ability to compete may be affected in many cases by insurers or other third-party payors seeking to encourage the use of generic drugs.

Manufacturing

We do not have any manufacturing facilities. We currently rely, and expect to continue to rely, on third parties for the manufacture of SRA737, SRA141 and other potential product candidates for preclinical and clinical testing, as well as for commercial manufacture if our product candidates receive marketing approval.

We do not currently have arrangements in place for redundant supply. We believe that our manufacturers have sufficient capacity to meet our current demand and, in the event they fail to meet our demand, adequate alternative sources for such materials exist. However, there is a risk that if supplies are interrupted or result in poor yield or quality, it would materially harm our business. We will continue to evaluate product demand requirements and qualify alternate sources for SRA737 and SRA141 on an as-needed basis.

Manufacturing is subject to extensive regulations that impose various procedural and documentation requirements, which govern recordkeeping, manufacturing processes and controls, personnel, quality control and quality assurance, among others. Our contract manufacturing organizations are required to comply with current good manufacturing practice (cGMP) regulations, which are regulatory requirements for the production of pharmaceuticals that will be used in humans.

Government Regulation

FDA Approval Process

In the United States, pharmaceutical products are subject to extensive regulation by the FDA. The Federal Food, Drug, and Cosmetic Act (FDCA) and other federal and state statutes and regulations, govern, among other things, the research, development, testing, manufacture, storage, recordkeeping, approval, labeling, promotion and marketing, distribution, post-approval monitoring and reporting, sampling, and import and export of pharmaceutical products. Failure to comply with applicable U.S. requirements may subject a company to a variety of administrative or judicial sanctions, such as FDA refusal to approve pending NDAs, warning or untitled letters, product recalls, product seizures, total or partial suspension of production or distribution, injunctions, fines, civil penalties and criminal prosecution.

Pharmaceutical product development for a new product or certain changes to an approved product in the United States typically involves preclinical laboratory and animal tests, the submission to the FDA of an IND, which must become effective before clinical testing may commence, and adequate and well-controlled clinical trials to establish the safety and effectiveness of the drug for each indication for which FDA approval is sought. Satisfaction of FDA pre-market approval requirements typically takes many years and the actual time required may vary substantially based upon the type, complexity and novelty of the product or disease.

Preclinical tests include laboratory evaluation of product chemistry, formulation and toxicity, as well as animal trials to assess the characteristics and potential safety and efficacy of the product. The conduct of the preclinical

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tests must comply with federal regulations and requirements, including good laboratory practices. The results of preclinical testing are submitted to the FDA as part of an IND along with other information, including information about product chemistry, manufacturing and controls, and a proposed clinical trial protocol. Long-term preclinical tests, such as animal tests of reproductive toxicity and carcinogenicity, may continue after the IND is submitted.

A 30-day waiting period after the submission of each IND is required prior to the commencement of clinical testing in humans. If the FDA has neither commented on nor questioned the IND within this 30-day period, the clinical trial proposed in the IND may begin.

Clinical trials involve the administration of the investigational new drug to healthy volunteers or patients under the supervision of a qualified investigator. Clinical trials must be conducted (i) in compliance with federal regulations; (ii) in compliance with good clinical practice (GCP), an international standard meant to protect the rights and health of patients and to define the roles of clinical trial sponsors, administrators and monitors; and (iii) under protocols detailing the objectives of the trial, the parameters to be used in monitoring safety and the effectiveness criteria to be evaluated. Each protocol involving testing on U.S. patients and subsequent protocol amendments must be submitted to the FDA as part of the IND.

The FDA may order the temporary or permanent discontinuation of a clinical trial at any time, or impose other sanctions, if it believes that the clinical trial either is not being conducted in accordance with FDA requirements or presents an unacceptable risk to the clinical trial patients. The trial protocol and informed consent information for patients in clinical trials must also be submitted to an institutional review board (IRB) for approval. An IRB may also require the clinical trial at the site to be halted, either temporarily or permanently, for failure to comply with the IRB's requirements, or may impose other conditions.

Clinical trials to support NDAs for marketing approval are typically conducted in three sequential phases, but the phases may overlap. In Phase 1, the initial introduction of the drug into patients, the drug is typically tested to assess endpoints such as metabolism, pharmacokinetics, pharmacological actions, side effects associated with increasing doses and, if possible, early evidence on effectiveness. Phase 2 usually involves trials in a limited patient population to determine the effectiveness of the drug for a particular tissue-specific, or possibly genetically-specific patient population, dosage tolerance and optimum dosage, and to identify common adverse effects and safety risks. If a compound demonstrates evidence of effectiveness and an acceptable safety profile in Phase 2 evaluations, Phase 3 trials are undertaken to obtain the additional information about clinical efficacy and safety in a larger number of patients, typically at geographically dispersed clinical trial sites, to permit FDA to evaluate the overall benefit-risk relationship of the drug and to provide adequate information for the labeling of the drug. In most cases FDA requires two adequate and well-controlled Phase 3 clinical trials to demonstrate the efficacy of the drug. A single Phase 3 or Phase 2 trial with other confirmatory evidence may be sufficient in rare instances where the trial is a large multicenter trial demonstrating internal consistency and a statistically very persuasive finding of a clinically meaningful effect on mortality, irreversible morbidity or prevention of a disease with a potentially serious outcome and confirmation of the result in a second trial would be practically or ethically impossible.

After completion of the required clinical testing, an NDA is prepared and submitted to the FDA. FDA approval of the NDA is required before marketing of the product may begin in the United States. The NDA must include the results of all preclinical, clinical and other testing and a compilation of data relating to the product's pharmacology, chemistry, manufacture and controls. The cost of preparing and submitting an NDA is substantial. The submission of most NDAs is additionally subject to a substantial application user fee, and the applicant under an approved NDA is also subject to annual product and establishment user fees. These fees are typically increased annually.

The FDA has 60 days from its receipt of an NDA to determine whether the application will be accepted for filing based on the agency's threshold determination that it is sufficiently complete to permit substantive review. Once

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the submission is accepted for filing, the FDA begins an in-depth review. The FDA has agreed to certain performance goals in the review of NDAs. Most such applications for standard review drug products are reviewed within ten to twelve months; most applications for priority review drugs are reviewed in six to eight months. Priority review can be applied to drugs that the FDA determines offer major advances in treatment, or provide a treatment where no adequate therapy exists. For biologics, priority review is further limited only for drugs intended to treat a serious or life-threatening disease relative to the currently approved products. The review process for both standard and priority review may be extended by FDA for three additional months to consider certain late-submitted information, or information intended to clarify information already provided in the submission.

The FDA may also refer applications for novel drug products, or drug products that present difficult questions of safety or efficacy, to an advisory committee—typically a panel that includes clinicians and other experts—for review, evaluation and a recommendation as to whether the application should be approved. The FDA is not bound by the recommendation of an advisory committee, but it generally follows such recommendations. Before approving an NDA, the FDA will typically inspect one or more clinical sites to assure compliance with GCP. Additionally, the FDA will inspect the facility or the facilities at which the drug is manufactured. FDA will not approve the product unless compliance with cGMPs is satisfactory and the NDA contains data that provide substantial evidence that the drug is safe and effective in the indication studied.

After FDA evaluates the NDA and the manufacturing facilities, it issues either an approval letter or a complete response letter. A complete response letter generally outlines the deficiencies in the submission and may require substantial additional testing or information in order for the FDA to reconsider the application. If, or when, those deficiencies have been addressed to the FDA's satisfaction in a resubmission of the NDA, the FDA will issue an approval letter. FDA has committed to reviewing such resubmissions in two or six months depending on the type of information included.

An approval letter authorizes commercial marketing of the drug with specific prescribing information for specific indications. As a condition of NDA approval, the FDA may require Risk Evaluation and Mitigation Strategies (REMS) to help ensure that the benefits of the drug outweigh the potential risks. REMS can include medication guides, communication plans for healthcare professionals and elements to assure safe use (ETASU). ETASU can include, but are not limited to, special training or certification for prescribing or dispensing, dispensing only under certain circumstances, special monitoring and the use of patient registries. The requirement for REMS can materially affect the potential market and profitability of the drug. Moreover, product approval may require substantial post-approval testing and surveillance to monitor the drug's safety or efficacy. Once granted, product approvals may be withdrawn if compliance with regulatory standards is not maintained or problems are identified following initial marketing.

Changes to some of the conditions established in an approved application, including changes in indications, labeling or manufacturing processes or facilities, require submission and FDA approval of a new NDA or NDA supplement before the change can be implemented. An NDA supplement for a new indication typically requires clinical data similar to that in the original application, and the FDA uses the same procedures and actions in reviewing NDA supplements as it does in reviewing NDAs.

FDA Regulation of Companion Diagnostics

If an in vitro diagnostic is essential to the safe and effective use of a therapeutic product, then the FDA generally will require approval or clearance of the diagnostic at the same time that FDA approves the therapeutic product. The FDA has generally required in vitro companion diagnostics intended to select the patients who will respond to cancer treatment to obtain a pre-market approval, or PMA, for that diagnostic simultaneously with approval of the drug. The review of these in vitro companion diagnostics in conjunction with the review of our cancer treatments involves coordination of review by the FDA's Center for Drug Evaluation and Research and by the FDA's Center for Devices and Radiological Health.

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The PMA process, including the gathering of clinical and nonclinical data and the submission to and review by the FDA, can take several years or longer. It involves a rigorous premarket review during which the applicant must prepare and provide the FDA with reasonable assurance of the device's safety and effectiveness and information about the device and its components regarding, among other things, device design, manufacturing and labeling. PMA applications are subject to an application fee, which exceeds \$258,000 for most PMAs. In addition, PMAs for devices must generally include the results from extensive preclinical and adequate and well-controlled clinical trials to establish the safety and effectiveness of the device for each indication for which FDA approval is sought. In particular, for a diagnostic, the applicant must demonstrate that the diagnostic produces reproducible results when the same sample is tested multiple times by multiple users at multiple laboratories. As part of the PMA review, the FDA will typically inspect the manufacturer's facilities for compliance with the Quality System Regulation, or QSR, which imposes elaborate testing, control, documentation and other quality assurance requirements.

PMA approval is not guaranteed, and the FDA may ultimately respond to a PMA submission with a not approvable determination based on deficiencies in the application and require additional clinical trial or other data that may be expensive and time-consuming to generate and that can substantially delay or prevent approval. If the FDA's evaluation of the PMA application is favorable, the FDA typically issues an approvable letter requiring the applicant's agreement to specific conditions, such as changes in labeling, or specific additional information, such as submission of final labeling, in order to secure final approval of the PMA. If the FDA concludes that the applicable criteria have been met, the FDA will issue a PMA for the approved indications, which can be more limited than those originally sought by the applicant. The PMA can include post-approval conditions that the FDA believes necessary to ensure the safety and effectiveness of the device, including, among other things, restrictions on labeling, promotion, sale and distribution.

After a device is placed on the market, it remains subject to significant regulatory requirements. Medical devices may be marketed only for the uses and indications for which they are cleared or approved. Device manufacturers must also establish registration and device listings with the FDA. A medical device manufacturer's manufacturing processes and those of its suppliers are required to comply with the applicable portions of the QSR, which cover the methods and documentation of the design, testing, production, processes, controls, quality assurance, labeling, packaging and shipping of medical devices. Domestic facility records and manufacturing processes are subject to periodic unscheduled inspections by the FDA. The FDA also may inspect foreign facilities that export products to the United States.

Pediatric Information

Under the Pediatric Research Equity Act (PREA), NDAs or supplements to NDAs must contain data to assess the safety and effectiveness of the drug for the claimed indications in all relevant pediatric subpopulations and to support dosing and administration for each pediatric subpopulation for which the drug is safe and effective. The FDA may grant full or partial waivers, or deferrals, for submission of data. Unless otherwise required by regulation, PREA does not apply to any drug for an indication for which orphan designation has been granted. The Best Pharmaceuticals for Children Act (BPCA) provides NDA holders a six-month extension of any exclusivity—patent or non-patent—for a drug if certain conditions are met. Conditions for exclusivity include the FDA's determination that information relating to the use of a new drug in the pediatric population may produce health benefits in that population, FDA making a written request for pediatric studies, and the applicant agreeing to perform, and reporting on, the requested studies within the statutory timeframe. Applications under the BPCA are treated as priority applications, with all of the benefits that designation confers.

Fast Track Designation and Accelerated Approval

FDA is required to facilitate the development, and expedite the review, of drugs that are intended for the treatment of a serious or life-threatening disease or condition for which there is no effective treatment and which demonstrate the potential to address unmet medical needs for the condition. Under the fast track program, the

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sponsor of a new drug candidate may request that FDA designate the drug candidate for a specific indication as a fast track drug concurrent with, or after, the filing of the IND for the drug candidate. FDA must determine if the drug candidate qualifies for fast track designation within 60 days of receipt of the sponsor's request. Under the fast track program and FDA's accelerated approval regulations, FDA may approve a drug for a serious or life-threatening illness that provides meaningful therapeutic benefit to patients over existing treatments based upon a surrogate endpoint that is reasonably likely to predict clinical benefit, or on a clinical endpoint that can be measured earlier than irreversible morbidity or mortality, that is reasonably likely to predict an effect on irreversible morbidity or mortality or other clinical benefit, taking into account the severity, rarity or prevalence of the condition and the availability or lack of alternative treatments.

In clinical trials, a surrogate endpoint is a measurement of laboratory or clinical signs of a disease or condition that substitutes for a direct measurement of how a patient feels, functions or survives. Surrogate endpoints can often be measured more easily or more rapidly than clinical endpoints. A drug candidate approved on this basis is subject to rigorous post-marketing compliance requirements, including the completion of Phase 4 or post-approval clinical trials to confirm the effect on the clinical endpoint. Failure to conduct required post-approval studies, or confirm a clinical benefit during post-marketing studies, will allow FDA to withdraw the drug from the market on an expedited basis. All promotional materials for drug candidates approved under accelerated regulations are subject to prior review by FDA.

In addition to other benefits such as the ability to use surrogate endpoints and engage in more frequent interactions with FDA, FDA may initiate review of sections of a fast track drug's NDA before the application is complete. This rolling review is available if the applicant provides, and FDA approves, a schedule for the submission of the remaining information and the applicant pays applicable user fees. However, FDA's time period goal for reviewing an application does not begin until the last section of the NDA is submitted. Additionally, the fast track designation may be withdrawn by FDA if FDA believes that the designation is no longer supported by data emerging in the clinical trial process.

Disclosure of Clinical Trial Information

Sponsors of clinical trials of FDA-regulated products, including drugs, are required to register and disclose certain clinical trial information. Information related to the product, patient population, phase of investigation, trial sites and investigators, and other aspects of the clinical trial is then made public as part of the registration. Sponsors are also obligated to discuss the results of their clinical trials after completion. Disclosure of the results of these trials can be delayed in certain circumstances for up to two years after the date of completion of the trial. Competitors may use this publicly-available information to gain knowledge regarding the progress of development programs.

Post-Approval Requirements

Once an NDA is approved, a product will be subject to certain post-approval requirements. For instance, FDA closely regulates the post-approval marketing and promotion of drugs, including standards and regulations for direct-to-consumer advertising, off-label promotion, industry-sponsored scientific and educational activities and promotional activities involving the internet. Drugs may be marketed only for the approved indications and in accordance with the provisions of the approved labeling.

AE reporting and submission of periodic reports is required following FDA approval of an NDA. The FDA also may require post-marketing testing, known as Phase 4 testing, REMS and surveillance to monitor the effects of an approved product, or the FDA may place conditions on an approval that could restrict the distribution or use of the product. In addition, quality-control, drug manufacture, packaging and labeling procedures must continue to conform to cGMPs after approval. Drug manufacturers and certain of their subcontractors are required to register their establishments with FDA and certain state agencies. Registration with the FDA subjects entities to periodic unannounced inspections by the FDA, during which the agency inspects manufacturing facilities to

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assess compliance with cGMPs. Accordingly, manufacturers must continue to expend time, money and effort in the areas of production and quality-control to maintain compliance with cGMPs. Regulatory authorities may withdraw product approvals or request product recalls if a company fails to comply with regulatory standards, if it encounters problems following initial marketing, or if previously unrecognized problems are subsequently discovered.

The Hatch-Waxman Act

Orange Book Listing

In seeking approval for a drug through an NDA, applicants are required to list with the FDA each patent whose claims cover the applicant's product. Upon approval of a drug, each of the patents listed in the application for the drug is then published in the FDA's Approved Drug Products with Therapeutic Equivalence Evaluations, commonly known as the Orange Book. Drugs listed in the Orange Book can, in turn, be cited by potential generic competitors in support of approval of an abbreviated new drug application (ANDA). An ANDA provides for marketing of a drug product that has the same active ingredients in the same strengths and dosage form as the listed drug and has been shown through bioequivalence testing to be therapeutically equivalent to the listed drug. Other than the requirement for bioequivalence testing, ANDA applicants are not required to conduct, or submit results of, pre-clinical or clinical tests to prove the safety or effectiveness of their drug product. Drugs approved in this way are commonly referred to as "generic equivalents" to the listed drug, and can often be substituted by pharmacists under prescriptions written for the original listed drug.

The ANDA applicant is required to certify to the FDA concerning any patents listed for the approved product in the FDA's Orange Book. Specifically, the applicant must certify that (i) the required patent information has not been filed; (ii) the listed patent has expired; (iii) the listed patent has not expired, but will expire on a particular date and approval is sought after patent expiration; or (iv) the listed patent is invalid or will not be infringed by the new product. The ANDA applicant may also elect to submit a section viii statement certifying that its proposed ANDA label does not contain (or carve out) any language regarding the patented method-of-use rather than certify to a listed method-of-use patent. If the applicant does not challenge the listed patents, the ANDA application will not be approved until all the listed patents claiming the referenced product have expired. A certification that the new product will not infringe the already approved product's listed patents, or that such patents are invalid, is called a Paragraph IV certification. If the ANDA applicant has provided a Paragraph IV certification to the FDA, the applicant must also send notice of the Paragraph IV certification to the NDA and patent holders once the ANDA has been accepted for filing by the FDA. The NDA and patent holders may then initiate a patent infringement lawsuit in response to the notice of the Paragraph IV certification. The filing of a patent infringement lawsuit within 45 days of the receipt of a Paragraph IV certification automatically prevents the FDA from approving the ANDA until the earlier of 30 months, expiration of the patent, settlement of the lawsuit, or a decision in the infringement case that is favorable to the ANDA applicant.

The ANDA application also will not be approved until any applicable non-patent exclusivity listed in the Orange Book for the referenced product has expired.

Exclusivity

Upon NDA approval of a new chemical entity or NCE, which is a drug that contains no active moiety that has been approved by FDA in any other NDA, that drug receives five years of marketing exclusivity during which FDA cannot receive any ANDA seeking approval of a generic version of that drug. Certain changes to a drug, such as the addition of a new indication to the package insert, are associated with a three-year period of exclusivity during which FDA cannot approve an ANDA for a generic drug that includes the change. An ANDA may be submitted one year before NCE exclusivity expires if a Paragraph IV certification is filed. If there is no listed patent in the Orange Book, there may not be a Paragraph IV certification, and, thus, no ANDA may be filed before the expiration of the exclusivity period.

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Patent Term Extension

After NDA approval, owners of relevant drug patents may apply for up to a five-year patent extension. The allowable patent term extension is calculated as half of the drug's testing phase (the time between IND application and NDA submission) and all of the review phase (the time between NDA submission and approval up to a maximum of five years). The time can be shortened if FDA determines that the applicant did not pursue approval with due diligence. The total patent term after the extension may not exceed 14 years. For patents that might expire during the application phase, the patent owner may request an interim patent extension. An interim patent extension increases the patent term by one year and may be renewed up to four times. For each interim patent extension granted, the post-approval patent extension is reduced by one year. The director of the United States Patent and Trademark Office must determine that approval of the drug covered by the patent for which a patent extension is being sought is likely. Interim patent extensions are not available for a drug for which an NDA has not been submitted.

Anti-Kickback, False Claims Laws

In addition to FDA restrictions on marketing of pharmaceutical products, several other types of state and federal laws have been applied to restrict certain general business and marketing practices in the pharmaceutical industry in recent years. These laws include anti-kickback statutes, false claims statutes and other statutes pertaining to healthcare fraud and abuse. The federal Anti-Kickback Statute prohibits, among other things, knowingly and willfully offering, paying, soliciting or receiving remuneration to induce, or in return for, purchasing, leasing, ordering or arranging for the purchase, lease or order of any healthcare item or service reimbursable under Medicare, Medicaid, or other federally financed healthcare programs. The Patient Protection and Affordable Care Act as amended by the Health Care and Education Reconciliation Act (PPACA) amended the intent element of the federal statute so that a person or entity no longer needs to have actual knowledge of the statute or specific intent to violate it in order to commit a violation. This statute has been interpreted to apply to arrangements between pharmaceutical manufacturers on the one hand and prescribers, purchasers and formulary managers on the other. Violations of the anti-kickback statute are punishable by imprisonment, criminal fines, civil monetary penalties and exclusion from participation in federal healthcare programs. Although there are a number of statutory exemptions and regulatory safe harbors protecting certain common activities from prosecution or other regulatory sanctions, the exemptions and safe harbors are drawn narrowly, and practices that involve remuneration intended to induce prescribing, purchases or recommendations may be subject to scrutiny if they do not qualify for an exemption or safe harbor.

Federal false claims laws, including the federal civil False Claims Act, prohibit any person from knowingly presenting, or causing to be presented, a false claim for payment to the federal government, or knowingly making, or causing to be made, a false statement to have a false claim paid. This includes claims made to programs where the federal government reimburses, such as Medicaid, as well as programs where the federal government is a direct purchaser, such as when it purchases off the Federal Supply Schedule. Recently, several pharmaceutical and other healthcare companies have been prosecuted under these laws for allegedly inflating drug prices they report to pricing services, which in turn were used by the government to set Medicare and Medicaid reimbursement rates, and for allegedly providing free product to customers with the expectation that the customers would bill federal programs for the product. In addition, certain marketing practices, including off-label promotion, may also violate false claims laws. Additionally, PPACA amended the federal Anti-Kickback Statute such that a violation of that statute can serve as a basis for liability under the federal False Claims Act. The majority of states also have statutes or regulations similar to the federal Anti-Kickback Statute and False Claims Act, which apply to items and services reimbursed under Medicaid and other state programs, or, in several states, apply regardless of the payor.

Other federal statutes pertaining to healthcare fraud and abuse include the civil monetary penalties statute, which prohibits the offer or payment of remuneration to a Medicaid or Medicare beneficiary that the offerer or payor knows or should know is likely to influence the beneficiary to order a receive a reimbursable item or service from a particular supplier, and the additional federal criminal statutes created by the Health Insurance Portability

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and Accountability Act of 1996, or HIPAA, which prohibits knowingly and willfully executing or attempting to execute a scheme to defraud any healthcare benefit program or obtain by means of false or fraudulent pretenses, representations or promises any money or property owned by or under the control of any healthcare benefit program in connection with the delivery of or payment for healthcare benefits, items or services.

Other Federal and State Regulatory Requirements

Pursuant to PPACA, the Centers for Medicare & Medicaid Services (CMS) has issued a final rule that requires manufacturers of prescription drugs to collect and report information on certain payments or transfers of value to physicians and teaching hospitals, as well as investment interests held by physicians and their immediate family members. The first reports were due in 2014 and must be submitted on an annual basis. The reported data were posted in searchable form on a public website on September 30, 2014, and will be posted on an annual basis. Failure to submit required information may result in civil monetary penalties.

In addition, several states now require prescription drug companies to report certain expenses relating to the marketing and promotion of drug products and to report gifts and payments to individual physicians in these states. Other states prohibit various other marketing-related activities. Still other states require the posting of information relating to clinical studies and their outcomes. In addition, California, Connecticut, Nevada, and Massachusetts require pharmaceutical companies to implement compliance programs or marketing codes. Several additional states are considering similar proposals. Compliance with these laws is difficult and time consuming, and companies that do not comply with these state laws face civil penalties.

We may also be subject to data privacy and security regulation by both the federal government and the states in which we conduct our business. HIPAA, as amended by the Health Information Technology and Clinical Health Act (HITECH), and their respective implementing regulations, including the Final Omnibus Rule published on January 25, 2013, imposes specified requirements on certain types of people and entities relating to the privacy, security and transmission of individually identifiable health information. Among other things, HITECH makes HIPAA's security standards directly applicable to "business associates," defined as independent contractors or agents of covered entities that create, receive, maintain or transmit protected health information in connection with providing a service for or on behalf of a covered entity. HITECH also increased the civil and criminal penalties that may be imposed against covered entities, business associates and possibly other persons, and gave state attorneys general new authority to file civil actions for damages or injunctions in federal courts to enforce the federal HIPAA laws and seek attorney's fees and costs associated with pursuing federal civil actions. In addition, many state laws govern the privacy and security of health information in certain circumstances, many of which differ from each other in significant ways and may not have the same effect.

If our operations are found to be in violation of any of such laws or any other governmental regulations that apply to us, we may be subject to penalties, including, without limitation, civil and criminal penalties, damages, fines, the curtailment or restructuring of our operations, exclusion from participation in federal and state healthcare programs and imprisonment, contractual damages, reputation harm, and diminished profits or future earnings, any of which could adversely affect our ability to operate our business and our financial results.

Also, the U.S. Foreign Corrupt Practices Act and similar worldwide anti-bribery laws generally prohibit companies and their intermediaries from making improper payments to foreign officials for the purpose of obtaining or retaining business. We cannot assure you that our internal control policies and procedures will protect us from reckless or negligent acts committed by our employees, future distributors, partners, collaborators or agents. Violations of these laws, or allegations of such violations, could result in fines, penalties or prosecution and have a negative impact on our business, results of operations and reputation.

Coverage and Reimbursement

Significant uncertainty exists as to the coverage and reimbursement status of any product candidates for which we obtain regulatory approval. Sales of pharmaceutical products depend significantly on the availability of third-party coverage and reimbursement. Third-party payors include government health administrative authorities,

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managed care providers, private health insurers and other organizations. Although we currently believe that third-party payors will provide coverage and reimbursement for our product candidates, if approved, these third-party payors are increasingly challenging the price and examining the cost-effectiveness of medical products and services. In addition, significant uncertainty exists as to the reimbursement status of newly approved healthcare products. We may need to conduct expensive clinical studies to demonstrate the comparative cost-effectiveness of our products. The product candidates that we develop may not be considered cost-effective. It is time consuming and expensive for us to seek coverage and reimbursement from third-party payors. Moreover, a payor's decision to provide coverage for a drug product does not imply that an adequate reimbursement rate will be approved. Reimbursement may not be available or sufficient to allow us to sell our products on a competitive and profitable basis.

The marketability of any product candidates for which we or our collaborators receive regulatory approval for commercial sale may suffer if the government and third-party payors fail to provide adequate coverage and reimbursement. In addition, emphasis on managed care in the United States has increased and we expect will continue to increase the pressure on pharmaceutical pricing. Coverage policies and third-party reimbursement rates may change at any time. Even if favorable coverage and reimbursement status is attained for one or more products for which we or our collaborators receive regulatory approval, less favorable coverage policies and reimbursement rates may be implemented in the future.

Healthcare Reform

The United States and some foreign jurisdictions are considering or have enacted a number of legislative and regulatory proposals to change the healthcare system in ways that could affect our ability to sell our products profitably. Among policy makers and payors in the United States and elsewhere, there is significant interest in promoting changes in healthcare systems with the stated goals of containing healthcare costs, improving quality and/or expanding access. In the United States, the pharmaceutical industry has been a particular focus of these efforts and has been significantly affected by major legislative initiatives.

By way of example, in March 2010, the PPACA was signed into law, which intended to broaden access to health insurance, reduce or constrain the growth of healthcare spending, enhance remedies against fraud and abuse, add new transparency requirements for the healthcare and health insurance industries, impose new taxes and fees on the health industry and impose additional health policy reforms. Among the provisions of the PPACA of importance to our potential drug candidates are:

- an annual, nondeductible fee on any entity that manufactures or imports specified branded prescription drugs and biologic agents, apportioned among these entities according to their market share in certain government healthcare programs;
- an increase in the statutory minimum rebates a manufacturer must pay under the Medicaid Drug Rebate Program to 23.1% and 13.0% of the average manufacturer price for branded and generic drugs, respectively;
- a new methodology by which rebates owed by manufacturers under the Medicaid Drug Rebate Program are calculated for drugs that are inhaled, infused, instilled, implanted or injected;
- a new Medicare Part D coverage gap discount program, in which manufacturers must agree to offer 50% point-of-sale discounts off negotiated prices of applicable brand drugs to eligible beneficiaries during their coverage gap period, as a condition for a manufacturer's outpatient drugs to be covered under Medicare Part D;
- extension of a manufacturer's Medicaid rebate liability to cover drugs dispensed to individuals who are enrolled in Medicaid managed care organizations;
- expansion of eligibility criteria for Medicaid programs by, among other things, allowing states to offer Medicaid coverage to additional individuals and by adding new mandatory eligibility categories for certain individuals with income at or below 133% of the federal poverty level, thereby potentially increasing a manufacturer's Medicaid rebate liability;

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- expansion of the entities eligible for discounts under the Public Health Service pharmaceutical pricing program; and
- a new Patient-Centered Outcomes Research Institute to oversee, identify priorities in, and conduct comparative clinical effectiveness research, along with funding for such research.

There have been judicial and Congressional challenges and amendments to certain aspects of the PPACA, and we expect there will be additional challenges and amendments to the PPACA in the future, including the potential repeal of all or part of PPACA. In addition, other legislative changes have been proposed and adopted since the PPACA was enacted. These changes include aggregate reductions to Medicare payments to providers of up to 2% per fiscal year, starting in 2013, which will remain in effect through 2025 unless additional Congressional action is taken. In January 2013, the American Taxpayer Relief Act of 2012, which, among other things, further reduced Medicare payments to several providers, including hospitals and cancer treatment centers, and increased the statute of limitations period for the government to recover overpayments to providers from three to five years. These new laws may result in additional reductions in Medicare and other healthcare funding, which could have a material adverse effect on customers for our product candidates, if approved, and, accordingly, our financial operations.

We expect that the PPACA, as well as other healthcare reform measures that may be adopted in the future, may result in more rigorous coverage criteria and lower reimbursement, and in additional downward pressure on the price that we receive for any approved product. Any reduction in reimbursement from Medicare or other government-funded programs may result in a similar reduction in payments from private payors. The implementation of cost containment measures or other healthcare reforms may prevent us from being able to generate revenue, attain profitability or commercialize our drugs.

Foreign Regulation

In addition to regulations in the United States, we will be subject to a variety of foreign regulations governing clinical trials and commercial sales and distribution of our products to the extent we choose to develop or sell any products outside of the United States. The approval process varies from country to country and the time may be longer or shorter than that required to obtain FDA approval. The requirements governing the conduct of clinical trials, product licensing, pricing and reimbursement vary greatly from country to country.

In the European Union (EU), member states require both regulatory clearances by the national competent authority and a favorable ethics committee opinion prior to the commencement of a clinical trial. Under the EU regulatory systems, marketing authorization applications may be submitted under either a centralized or decentralized procedure. The centralized procedure provides for the grant of a single marketing authorization that is valid for all EU member states. We would be subject to the centralized process. Under the centralized procedure, pharmaceutical companies submit a single marketing authorization application to the European Medicines Agency. Once granted by the European Commission, a centralized marketing authorization is valid in all EU member states, as well as the EEA countries Iceland, Liechtenstein and Norway. By law, a company can only start to market a medicine once it has received a marketing authorization.

European Regulation of Clinical Trials and Grant of Marketing Authorization

Pharmaceutical products in the EU are subject to regulation under comprehensive legislation enacted by the European Commission in the European Medicines Directive 2001/83/EC, as amended. This directive is binding on all Member States together with ancillary legislation governing research.

Clinical Trial Authorization

Clinical trials are regulated under European Council Directive 2001/20/EC (Clinical Trials Directive) on the implementation of GCP in the conduct of clinical trials of medicinal products for human use. The Clinical Trials

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Directive requires the sponsor of an investigational medicinal product to obtain a clinical trial authorization (CTA), much like an IND in the United States, from the national competent authority of an EU Member State in which the clinical trial is to be conducted. The application for CTA must satisfy detailed requirements for the protection of trial subjects including requirements relating to consent and specific rules for minors and adults unable to consent by reason of incapacity. The CTA application must be accompanied by an investigational medicinal product dossier with supporting information prescribed by the Council Directive and corresponding national laws of the Member States and further detailed in applicable guidance, including the European Commission Communication 2010/C 82/01. A clinical trial may only be commenced after an Ethics Committee has given its approval.

A sponsor of a clinical trial must also follow certain procedures, including entering specified relevant information in the European trial database, EudraCT. In addition, Member States require that the manufacture and/or importation of investigational medicinal products be authorized. Sponsors of investigational medicinal products must ensure compliance with, among other things, GCP and good manufacturing practice (GMP) as well as requirements pertaining to safety reporting.

In April 2014, Regulation EU No 536/2014 (Clinical Trials Regulation) was adopted to replace the Clinical Trials Directive. The Clinical Trials Regulation is intended to simplify the current rules for clinical trial authorization and standards of performance. For instance, there will be a streamlined application procedure via a single entry point—an EU portal and database. Although the implementation date was originally intended to be the middle of 2016, as of January 2017, the Clinical Trials Regulation has yet to be implemented. Until such time as it is implemented, all clinical trials performed in the EU are required to be conducted in accordance with the Clinical Trials Directive. While the Clinical Trials Directive will be repealed on the day the Clinical Trials Regulation is implemented, the Clinical Trials Directive will apply three years from that date to CTA applications submitted prior to implementation of the Clinical Trials Regulation.

Procedural Routes for Marketing Authorization

The European system for authorization of medicinal products for human use offers several routes: the centralized procedure, the decentralized procedure, and the mutual recognition procedure. The centralized procedure provides for the grant of a single marketing authorization that is valid for all EU Member States as well as the EEA countries of Iceland, Liechtenstein and Norway. The centralized procedure is mandatory for certain categories of investigational products, including human products containing a new active substance indicated for the treatment of certain diseases, including cancer, AIDS, diabetes and neurodegenerative illness; orphan medicinal products; and medicinal products manufactured using biotechnological processes. Applications for marketing authorization for such medicines must be submitted to the European Medicines Agency (EMA) in which the Committee for Medicinal Products for Human Use (CHMP) is generally responsible for conducting the initial assessment of a product.

The decentralized and mutual recognition procedures are applicable to the majority of conventional medicinal products and are both based on the principle of recognition of a marketing authorization by one or more Member States. The decentralized procedure is available for applicants who wish to market a product in various EU Member States where such product has not received marketing approval in any EU Member State before. In this procedure, an application for marketing authorization is submitted simultaneously in several Member States, one of them being chosen as the “Reference Member State.” At the end of the procedure, national marketing authorizations are granted in the Reference and in the concerned Member States. The mutual recognition procedure is used when a medicinal product has already received a marketing authorization in one Member State and is compulsory to be marketed in a Member State other than that in which they were first authorized. Any national marketing authorization granted by an EU Member State’s national authority can be used to support an application for its mutual recognition by other Member States.

Standard for Approval of a Marketing Authorization

The objective of the EMA is the comprehensive evaluation of benefit/risk profile of a new medicinal product going through the centralized procedure. This evaluation involves showing that the product has significant efficacy and safety, together with a satisfactory plan for risk management post-marketing. The CHMP is the EMA's expert committee responsible for human medicinal products. The CHMP is responsible for conducting the initial review of EU-wide marketing authorization applications and for assessing modifications or extensions ("variations") to an existing marketing authorization. It also considers the recommendations of the Pharmacovigilance Risk Assessment Committee on the safety of medicines on the market and when necessary, recommends to the European Commission changes to a medicine's marketing authorization, or its suspension or withdrawal from the market. The marketing authorization application is similar to the NDA in the United States. All application procedures require an application in the common technical document (CTD), which includes the submission of detailed information about the manufacturing and quality of the product, and non-clinical and clinical trial information. The main scientific principle used by the CHMP in the evaluation of medicinal products is the benefit/risk ratio based on quality, efficacy, safety, and risk management considerations. The CHMP assesses whether the data it reviews comply with the ICH-harmonized Good Practices published for GCP, GMP and good laboratory practice (GLP). The CHMP also considers whether studies concluding efficacy and safety of products have sufficient statistical power.

Other Regulatory Issues

An exemption to the rule requiring marketing authorization permits Member States of the EU to make a product available for compassionate use to patients with a chronically or seriously debilitating disease or whose disease is considered life threatening, such as cancer, and who cannot be treated satisfactorily by an authorized medicinal product. The medicinal product concerned must be undergoing clinical trials or the subject of application for marketing authorization.

Quality of the medicinal products in question is governed by the GMP Directive. This lays down the principles and guidelines of GMP for both marketed medicinal products and investigational products in clinical trials. The Directive obliges manufacturers to comply with GMP for an effective pharmaceutical quality assurance, quality control, systems for recording and reviewing complaints and a system for prompt recall of products in the distribution network. With regards to post—marketing safety of newly authorized products, the EMA is responsible for coordinating the Member States' ongoing evaluation of benefit risk, supervision and pharmacovigilance of medicinal products.

The pharmacovigilance legislation imposes a duty on Member States to collect information on the risks of products with regards to patients' or public health. That information must refer to adverse events arising from the use of the medicinal product within the terms of the marketing authorization as well as use outside the authorized indication and use associated with occupational exposure.

There is a similar obligation on the marketing authorization holder (MAH) to operate a robust pharmacovigilance system equivalent to that of the relevant Member State. The MAH must evaluate all safety and effectiveness information scientifically, consider the options for risk minimization and take appropriate measures as necessary. As part of the pharmacovigilance system, the MAH must have permanently and continuously an appropriately qualified person responsible for pharmacovigilance, maintain a pharmacovigilance master file, operate a risk management system for each medicinal product, monitor the outcome of risk minimization measures contained in the risk management program and continually update the risk management system and monitor the pharmacovigilance system to determine whether there are new risks or changes to the risk-benefit profile of the product(s).

Two recent developments have been introduced which further expand the European regulatory framework: the Falsified Medicines Directive and the Pharmacovigilance Directive. The Falsified Medicines Directive obliges manufacturers of medicinal products to audit their suppliers of active substances to ensure compliance with

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GMP. It also introduces a new obligation on product manufacturers to inform the competent authority (e.g. MHRA) and the marketing authorization holder if they become aware that these products may be falsified, whether they are being distributed through the legitimate supply chain or by illegal means. The Pharmacovigilance Directive obliges marketing authorization holders to monitor the safety of authorized products and detect any change in their risk-benefit profile.

Employees

As of December 31, 2016, we had 53 employees, of which 11 had M.D. or Ph.D. degrees and 32 were engaged in research and development activities. None of our employees are represented by a labor union or covered by a collective bargaining agreement. We consider our relationship with our employees to be good.

Financial Information

We manage our operations and allocate resources as a single reporting segment. Financial information regarding our operations, assets and liabilities, including our net loss for the years ended December 31, 2016, 2015 and 2014 and our total assets as of December 31, 2016 and 2015, is included in our Consolidated Financial Statements in Item 8 of this Annual Report.

Corporate Information

We were incorporated in Delaware in May 2003 as Phenome Systems, Inc. and changed our name to ProNAi Therapeutics, Inc. in April 2004. Shortly thereafter, we merged with SenseGene Therapeutics Inc., a Michigan corporation, with ProNAi Therapeutics, Inc. being the surviving corporation. We changed our name to Sierra Oncology, Inc. in January 2017. Our principal executive offices are located at 2150—885 West Georgia Street, Vancouver, British Columbia, Canada V6C 3E8, and our telephone number is (604) 558-6536. Our website address is www.sierraoncology.com. Information contained on, or that can be accessed through, our website is not incorporated by reference into this Annual Report, and you should not consider information on our website to be part of this Annual Report.

Available Information

We file Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and other information with the Securities and Exchange Commission (SEC). Our filings with the SEC are available free of charge on the SEC's website at www.sec.gov and on our website under the "Investors" tab as soon as reasonably practicable after we electronically file such material with, or furnish it to, the SEC. You may also read and copy, at SEC prescribed rates, any document we file with the SEC at the SEC's Public Reference Room located at 100 F Street, N.E., Washington D.C. 20549. You can call the SEC at 1-800-SEC-0330 to obtain information on the operation of the Public Reference Room.

Item 1A. Risk Factors.

Investing in our common stock involves a high degree of risk. You should carefully consider the risks described below, as well as the other information in this report, including our consolidated financial statements and the related notes and "Management's Discussion and Analysis of Financial Condition and Results of Operations," before deciding whether to invest in our common stock. The occurrence of any of the events or developments described below could harm our business, financial condition, results of operations and growth prospects. In such an event, the market price of our common stock could decline, and you may lose all or part of your investment.

Risks Related to Our Business and Industry

We have incurred net losses in every year since our inception and anticipate that we will continue to incur net losses for the foreseeable future.

We are a clinical stage oncology company with a limited operating history. Since inception, we have incurred significant operating losses. Our net losses were \$47.9 million, \$53.3 million and \$23.9 million for the years ended December 31, 2016, 2015 and 2014, respectively. As of December 31, 2016, we had an accumulated deficit of \$582.1 million. Investment in oncology product development is highly speculative because it entails substantial upfront capital expenditures and significant risk that any potential product candidate will fail to demonstrate adequate efficacy or an acceptable safety profile, gain regulatory approval and become commercially viable. For example, in June 2016 we decided to suspend the development of our former lead product candidate PNT2258 after an interim analysis of data from a Phase 2 clinical trial of PNT2258 indicated only modest efficacy. We have no products approved for commercial sale and have not generated any revenue to date, and we continue to incur significant research and development and other expenses related to our ongoing operations. We expect to continue to incur significant losses for the foreseeable future, and we expect these losses to increase as we continue the development of our product candidates, SRA737 and SRA141, fund preclinical and clinical studies, seek to identify additional product candidates, in-license additional products or technologies, seek regulatory approval, prepare for potential commercialization and operate as a public company.

Even if we succeed in commercializing SRA737, SRA141 or any future product candidates we may acquire or develop, we will continue to incur substantial research and development and other expenditures to develop and market these and other product candidates. We may encounter unforeseen expenses, difficulties, complications, delays and other unknown factors that may adversely affect our business. The size of our future net losses will depend, in part, on the rate of future growth of our expenses and our ability to generate revenue. Our prior losses and expected future losses have had and will continue to have an adverse effect on our stockholders' equity and working capital.

Our business is highly dependent on the success of our product candidates, SRA737 and SRA141. If we are unable to successfully develop, obtain regulatory approval for and commercialize SRA737 and SRA141, or experience significant delays in doing so, our business will be materially harmed.

Our business and future success depends on our ability to successfully develop, obtain regulatory approval for and commercialize our product candidates, SRA737 and SRA141, which are both at early stages of development. We have invested effort and financial resources in the research and development of SRA737 and SRA141, and both SRA737 and SRA141 will require significant additional preclinical and clinical testing before we can seek regulatory approval and potentially launch any commercial sales, if at all. Before we can generate any revenue from product sales of SRA737, SRA141, or any other product candidate, we must complete additional preclinical and clinical activities, submit investigational new drug applications (INDs) and marketing applications for regulatory review and approval in multiple jurisdictions, make substantial investment, obtain access to sufficient commercial manufacturing capacity and engage in significant marketing efforts.

Prior to the licensing agreement with CRT Pioneer Fund LP (CPF), Cancer Research UK (CRUK) had been responsible for all development activities for SRA737, including drug process, preclinical development activities, submission of the CTAs, development of the protocol and establishment of clinical and safety databases. Although we believe the historical development activities have been conducted in accordance with all applicable rules and regulations, we cannot assure you that we will not discover inaccuracies or noncompliance in prior development activities that have an adverse effect on the future development of SRA737.

We cannot commercialize product candidates in the United States without first obtaining regulatory approval for the product candidates from the U.S. Food and Drug Administration (FDA). Similarly, we cannot commercialize product candidates outside of the United States without obtaining regulatory approval from similar regulatory authorities outside of the United States, such as the European Medicines Agency (EMA) in Europe and the

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Medicines and Healthcare products Regulatory Agency (MHRA) in the United Kingdom. Even if SRA737, SRA141 or another product candidate were to be approved by the FDA or foreign regulatory authorities, any approval might contain significant limitations related to use restrictions for specified age groups, warnings, precautions or contraindications, or may be subject to burdensome post-approval study or risk management requirements. If we are unable to obtain regulatory approval for SRA737 or SRA141 in one or more jurisdictions, or if any approval contains significant limitations, we may not be able to obtain sufficient funding or generate sufficient revenue to continue the development, marketing or commercialization of SRA737, SRA141 or any other product candidate that we may acquire or develop in the future. Furthermore, even if we obtain regulatory approval for any of our product candidates, we will still need to develop sales, marketing and commercialization infrastructure, or collaborate with a third party for the commercialization of our product candidates, establish commercially viable pricing and obtain approval for coverage and adequate reimbursement from third parties, including government payors. If we are unable to successfully commercialize any of our product candidates, we may not be able to generate sufficient revenues to continue our business.

We are early in our development efforts, and our lead product candidate has only been tested in a limited number of patients. If we are unable to successfully develop and commercialize product candidates or experience significant delays in doing so, our business will be materially harmed.

We are early in our development efforts. We will be required to demonstrate, to the satisfaction of regulatory authorities, through adequate and well-controlled clinical trials that our product candidates are safe and effective for use in their target indications before we can obtain regulatory approval for their marketing and commercial sale. There have been two Clinical Trial Authorizations, or CTAs, granted by the MHRA in the United Kingdom for SRA737 and two Phase 1 trials have been initiated in the United Kingdom which were transferred to us in January 2017. We plan to continue our SRA737 development efforts by continuing these clinical trials and conducting additional preclinical studies to further our understanding of SRA737, and to support an IND in the United States—a prerequisite to conducting clinical trials in the United States.

SRA141 has never been evaluated in a clinical trial. Before initiating clinical trials of SRA141 in the United States, we will need to conduct additional preclinical studies of SRA141 that demonstrate that its preclinical safety profile is acceptable and to establish a safe starting dose, so that we can submit an IND for approval from the FDA.

The success of our product candidates and any future product candidates that we may acquire or develop will depend on several factors, including the following:

- successful completion of preclinical studies;
- successful enrollment in, and completion of, clinical trials;
- receipt of marketing approvals from applicable regulatory authorities;
- establishment of clinical trial material and commercial manufacturing capabilities or making arrangements with third-party manufacturers on commercially reasonable terms;
- effective patent and trade secret protection and regulatory exclusivity;
- establishment of a commercial sales team, if and when approved, whether alone or in collaboration with others;
- acceptance, if and when approved, by patients, the medical community and third-party payors;
- coverage and adequate reimbursement by third-party payors, including government payors;
- our ability to compete with other therapies;
- continued acceptable safety profile following approval;
- enforcement and protection of intellectual property rights and claims;

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- achievement of desirable medicinal properties for the intended indications; and
- effective growth of an organization of scientists and business people who can develop and commercialize the products, if approved, and technology.

If we do not achieve one or more of these factors in a timely manner or at all, we could experience significant delays or an inability to successfully develop and commercialize our product candidates, which would materially harm our business.

If further preclinical development or clinical trials of SRA737, SRA141 or future product candidates that we may develop or acquire fail to demonstrate safety and efficacy or do not otherwise produce positive results, we may incur additional costs or experience delays in completing, or ultimately be unable to complete, the development and commercialization of SRA737, SRA141 or future product candidates.

The outcome of preclinical testing and early clinical trials may not be predictive of the success of later preclinical testing and clinical trials, and interim results of a clinical trial do not necessarily predict final results. Many companies in the biotechnology industry have suffered significant setbacks in later-stage clinical trials after achieving positive results in early-stage development, and there is a high failure rate for product candidates proceeding through clinical trials. For example, in June 2016, we announced that we decided to suspend the development of our former lead product candidate PNT2258 after an interim analysis of data from a Phase 2 clinical trial of PNT2258 indicated only modest efficacy. We cannot, therefore, guarantee that we will be successful in obtaining the required efficacy and safety profile from either SRA737 or SRA141. A failure of one or more preclinical studies or clinical trials can occur at any stage of testing.

We are currently conducting two Phase I clinical trials of SRA737 and preclinical assessments of SRA737 and SRA141, which we believe will further inform our clinical development plans and patient selection strategies. We are also planning to complete various other tasks and activities, such as those related to toxicology and manufacturing, with the objective of submitting an IND for SRA737 anticipated in the first half of 2018, and IND for SRA141 in the second half of 2017, with the goal of advancing SRA141 into clinical trials by the end of 2017. However, we have not yet discussed such preclinical development with the FDA, and we may receive feedback from the FDA that delays our expected development timeline.

Before obtaining marketing approval from regulatory authorities, including the FDA, for the sale of our product candidates, we must complete preclinical development and then conduct extensive clinical trials to demonstrate the safety and efficacy of our product candidates in humans. Because we expect that the preclinical studies conducted in the United Kingdom to support SRA737's CTAs would not be considered sufficient by the FDA to support an IND submission, we are conducting additional preclinical studies of SRA737 in an animal species, which we believe would be acceptable to the FDA. Nevertheless, preclinical studies of our product candidates may not ultimately support an IND submission or complicate further clinical development.

Moreover, preclinical and clinical data are often susceptible to varying interpretations and analyses, and even if the trials are successfully completed, we cannot guarantee that the FDA or foreign regulatory authorities will interpret the results as we do, and more trials could be required before we submit our product candidates for approval. Many companies that have believed their product candidates performed satisfactorily in preclinical studies and clinical trials have nonetheless failed to obtain marketing approval of their products. To the extent that the results of our studies and trials are not satisfactory to the FDA or foreign regulatory authorities for support of a marketing application, approval of our product candidates may be significantly delayed, or we may be required to expend significant additional resources, which may not be available to us, to conduct additional trials in support of potential approval of our product candidates.

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We may experience numerous unforeseen events during, or as a result of, preclinical studies and clinical trials that could delay or prevent our ability to receive marketing approval or commercialize our product candidates, including:

- undesirable side effects or other unexpected characteristics of our product candidates, causing us or our investigators, regulators or institutional review boards (IRBs) to suspend or terminate the trials;
- regulators or IRBs may not authorize us or our investigators to initiate a clinical trial, conduct a clinical trial at a prospective trial site, or amend a clinical trial;
- government or regulatory delays and changes in regulatory requirements, policy and guidelines;
- delays in reaching or failure to reach agreement on acceptable clinical trial contracts or clinical trial protocols with prospective trial sites and contract research organizations (CROs), or failure by such CROs or trials sites to carry out the clinical trial in accordance with the terms of our agreements with them;
- negative or inconclusive results of preclinical studies or clinical trials;
- decision by us to conduct additional preclinical studies or clinical trials or abandon product development programs;
- a higher number of patients required for clinical trials, slower than expected enrollment, greater than expected competition for patients or higher than expected drop out rates;
- clinical sites electing to terminate their participation in one of our clinical trials, which would likely have a detrimental effect on subject enrollment;
- failure of third-party contractors to comply with regulatory requirements or meet their contractual obligations to us in a timely manner, or at all;
- inability or unwillingness of patients or medical investigators to follow our clinical trial protocols;
- suspension or termination of clinical trials for various reasons, including unacceptable health risks;
- imposition of a clinical hold for safety reasons or following an inspection of our clinical trial operations or site by the FDA or foreign regulatory authorities;
- greater than expected cost of clinical trials;
- insufficient supply or quality of product candidates or other materials necessary to conduct clinical trials;
- delays or additional costs as a result of the United Kingdom's decision to leave the European Union and resulting need to decouple the United Kingdom's regulatory system from that of the European Union; and
- revision of legal or regulatory requirements for approving our product candidates.

If we are required to conduct additional preclinical studies or clinical trials or other testing of our product candidates beyond those that we currently contemplate, if we are unable to successfully complete preclinical studies and clinical trials of our product candidates or other testing, if the results of these studies, trials or tests do not reflect an acceptable safety or efficacy profile, we may:

- be delayed or unable to submit an IND, or additional CTAs in other countries;
- not have the permission of the FDA or other health authorities to commence clinical trials, or may place a clinical hold on clinical trial;
- be delayed in obtaining marketing approval;
- not obtain marketing approval at all;

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- obtain marketing approval in some countries and not in others;
- obtain approval for indications or patient populations that are not as broad as intended or desired;
- obtain approval with labeling that includes significant use or distribution restrictions or safety warnings, including boxed warnings;
- be subject to additional post-marketing testing requirements; or
- have the product removed from the market after obtaining marketing approval.

Product development costs will also increase if we experience delays in testing or marketing approvals. We do not know whether any preclinical studies or clinical trials will continue as planned, will need to be restructured or will be completed on schedule, or at all. Significant preclinical studies and clinical trial delays also could allow our competitors to bring products to market before we do and could impair our ability to successfully commercialize our product candidates, any of which may harm our business and results of operations.

We intend to amend the clinical protocols of the two ongoing Phase 1 clinical trials of SRA737 to include additional objectives that could yield important scientific information critical to our overall development strategy. The protocol amendment process requires review and approval by several review bodies including scientific, regulatory and ethics boards, including the Medicines and Healthcare Products Regulatory Agency (MHRA) of the United Kingdom. These protocol amendments may not be accepted by the MHRA or other review bodies in the form submitted, or at all, which may delay our planned enhancements to the clinical development of SRA737 and/or limit or change the type of information we may gather from those studies.

We recently submitted amendments to the clinical trial protocols for the ongoing SRA737 monotherapy and combination trials in order to include enrollment of patients who we predict may be most likely to benefit from SRA737, based on specific genetic alterations in their tumors, namely, subjects with tumors that have genetic aberrations hypothesized to confer sensitivity to Chk1 inhibition. We plan to use the results of these Phase 1 trials to determine potential patient selection strategies for further clinical development of SRA737. We have not discussed the amendments with the MHRA, and we cannot be sure that the MHRA or other review bodies will agree with the design of these or other future protocol amendments. If the MHRA, an ethics committee or scientific review board, or another regulatory authority does not accept these amendments or requires us to further modify our protocols, our planned clinical development program may be delayed or suspended and/or we may not be able to gather information we think would be useful to advance development of SRA737. Similarly, if the MHRA or another scientific, ethics, or regulatory authority that reviews these or other protocols that we may submit in the future for SRA737, SRA141, or other product candidates we may develop, do not accept our protocols and amendments in the form submitted or at all, our development programs may be adversely affected.

Our preclinical and clinical development is focused on the development of targeted therapeutics for genetically-defined cancers, which is a rapidly evolving area of science, and the approach we are taking to develop drugs may not lead to marketable products.

The discovery and development of targeted therapeutics for genetically-defined cancers, including patients whose tumors harbor the applicable genetic alterations that we believe contribute to cancer, is an emerging field, and the scientific discoveries that form the basis for our efforts to develop product candidates are relatively new. The scientific evidence to support the feasibility of developing product candidates based on these discoveries is both preliminary and limited. Additionally, we are considering approaches such as a basket study in which enrollment is focused on a compilation of different tumor types that share a similar genetic signature. To date, neither the FDA nor the EMA has granted marketing approval across different tumor types for a cancer therapy on the basis of a basket study. We cannot be sure that regulatory authorities, including the FDA and the EMA, will accept our trial designs or that we will be able to obtain approval for our product candidates.

We are currently developing our product candidates for certain genetically-defined subpopulations of the general treated cancer population, and we plan to enroll patients into our studies based on genetic alterations in their

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tumors. In order to obtain marketing approval for SRA737 in the treatment of genetically-defined tumors and cancers, we will need to, among other things, demonstrate to the satisfaction of regulatory authorities that those genetic alterations have predictive clinical utility. We have not yet applied our genetic selection criteria to patients in clinical trials, and our approach may evolve based on our evolving knowledge of the field and on data obtained in our preclinical research and ongoing clinical trials. The goal of our genetic screening is to enroll patients who have the highest probability of responding to the product candidate in order to show compelling evidence of clinical efficacy. Successful identification of patients is dependent on several factors, including achieving certainty as to how specific genetic alterations respond to our product candidates and developing companion diagnostics to identify such genetic alterations as appropriate. For example, although we believe, based on scientific and medical literature, that we have identified certain types and combinations of genetic alterations hypothesized to confer sensitivity to Chk1 inhibition that may be predictive of response to SRA737, we have only recently begun to assess SRA737 in humans and have not discussed the validity of our genetic selection criteria with regulatory authorities, including MHRA or FDA.

Our genetic selection strategy uses a novel algorithm and is not yet validated as predictive of clinical utility.

In order to obtain marketing approval for SRA737 in patients with genetic alterations hypothesized to confer sensitivity to Chk1 inhibition, among other things, we will need to demonstrate to the satisfaction of regulatory authorities that those genetic alterations have predictive clinical utility. It may be difficult for us to demonstrate the predictive clinical utility of our genetic selection criteria, which select for patients that have various combinations of genetic alterations across multiple gene panels. Although regulatory authorities, including FDA, have approved therapies for use in conjunction with companion diagnostic tests that aid in selecting patients for treatment based on genetic markers, neither the FDA nor the EMA has granted marketing approval for a therapy that requires the use of a companion diagnostic that uses broad gene panel testing to select for patients with various combinations of genetic alterations. The scientific evidence to support the feasibility of developing product candidates based on our selection criteria is both preliminary and limited. We have not discussed the validity of our genetic selection criteria with regulatory authorities, and we cannot be sure that regulatory authorities, including the FDA and EMA, will accept our genetic selection criteria.

Furthermore, we cannot be certain that the patient populations in our trials will be large enough to allow us to successfully determine efficacy of our product candidates, commercialize our product candidates, and achieve profitability. If we are unable to enroll sufficient numbers of patients whose tumors harbor the applicable genetic alterations, or if our product fails to work as we expect, or if we are unable to demonstrate the predictive clinical utility of our genetic selection criteria, our ability to assess and demonstrate the therapeutic effect of our product candidate(s) could be compromised, resulting in longer development times, larger trials, and a greater likelihood of not obtaining regulatory approval for our product candidates. In addition, regulatory authorities may require that we study our product candidates in clinical trials specific for a given tumor (i.e., tissue) type and this may result in increased time and cost. Even if our product candidates demonstrate efficacy in a particular tumor type, we cannot guarantee that any product candidate will behave similarly in all tumor types, and we may be required to obtain separate regulatory approvals for each tumor type we intend a product candidate to treat. We do not know if our approach will be successful, and if our approach is unsuccessful, our business will suffer.

Failure to successfully validate, develop and obtain regulatory approval for companion diagnostics for our product candidates could harm our drug development strategy and operational results.

In our clinical trials of SRA737 and SRA141, we intend to screen and identify patients with specific genetic alterations who may derive meaningful benefit from our development product candidates. To achieve this, our product development programs and marketing approvals will be dependent on the development and commercialization of a companion diagnostic by us or by third party collaborators.

Companion diagnostics are developed in conjunction with clinical programs for the associated product and are subject to regulation as medical devices by the FDA and comparable regulatory authorities, and, to date, the FDA

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has required premarket approval of all companion diagnostics for cancer therapies. Generally, when a companion diagnostic is essential to the safe and effective use of a therapeutic product, the FDA requires that the companion diagnostic be approved before or concurrent with approval of the therapeutic product and before a product can be commercialized. The approval of a companion diagnostic as part of the product labeling limits the use of the product candidate to only those patients who express the specific genetic alteration it was developed to detect.

If FDA requires approval of a companion diagnostic for any of our product candidates, whether before or after the product candidate obtains marketing approval, we, and/or third-party collaborators, may encounter difficulties in developing and obtaining approval for these companion diagnostics. Any delay or failure by us or third-party collaborators to develop or obtain regulatory approval of a companion diagnostic could delay or prevent approval or continued marketing of our related product candidates.

We may also experience delays in developing a sustainable, reproducible and scalable manufacturing process for the companion diagnostic or transferring that process to commercial partners or negotiating insurance reimbursement plans, all of which may prevent us from completing our clinical trials or commercializing our products on a timely or profitable basis, if at all.

If we fail to obtain additional capital, we may be unable to acquire additional product candidates and complete the development and commercialization of our product candidates.

We expect to spend substantial capital to acquire additional product candidates and advance SRA737 and SRA141 in preclinical and clinical development, seek regulatory approvals for our product candidates, establish a commercial sales force to market and manufacture products, if any, that are approved for commercial sale. We also incur significant additional compliance and administrative costs as a result of operating as a public company.

Our future capital requirements will depend on many factors, including:

- the progress and results of our planned preclinical studies and clinical trials;
- the scope, progress, results and costs of product candidate discovery, preclinical development, laboratory testing and clinical trials for our future product candidates;
- the costs, timing and outcome of regulatory review of SRA737, SRA141 and any future product candidates;
- the costs of future commercialization activities, including drug sales, marketing, manufacturing and distribution, for any of our product candidates for which we receive marketing approval, to the extent that such sales, marketing, manufacturing and distribution are not the responsibility of any collaborator;
- the extent to which we acquire or in-license other drugs and technologies;
- our ability to establish and maintain collaborations on favorable terms, if at all;
- the success of any collaborations that we may enter into with third parties;
- the timing and amount of milestone and royalty payments;
- the amount of revenue, if any, received from commercial sales of our product candidates, should any of our drug candidates receive marketing approval; and
- the costs of preparing, filing and prosecuting patent applications, maintaining and enforcing our intellectual property rights and defending intellectual property-related claims.

Identifying potential product candidates and conducting preclinical studies and clinical trials is a time-consuming, expensive and uncertain process that takes years to complete, and we may never generate the necessary data or results required to obtain marketing approval and achieve drug sales. In addition, our product

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candidates, if approved, may not achieve commercial success. Our commercial revenues, if any, will be derived from sales of our product candidates, if approved, which we do not expect to be commercially available for many years, if at all. Accordingly, we will need to continue to rely on additional financing to achieve our business objectives.

We cannot be certain that additional funding will be available on acceptable terms, or at all. We have no committed source of additional capital and if we are unable to raise additional capital in sufficient amounts or on terms acceptable to us, we may have to significantly delay, scale back or discontinue the development or commercialization of our product candidates or other research and development initiatives. We could be required to seek collaborators for our product candidates at an earlier stage than otherwise would be desirable or on terms that are less favorable than might otherwise be available or relinquish or license on unfavorable terms our rights to our product candidates in markets where we otherwise would seek to pursue development or commercialization ourselves. We also may be unable to acquire additional promising product candidates.

If we encounter difficulties enrolling patients in our clinical trials, our clinical development activities could be delayed or otherwise adversely affected.

We may experience difficulties in patient enrollment in our clinical trials for a variety of reasons. The timely completion of clinical trials in accordance with their protocols depends, among other things, on our ability to enroll a sufficient number of patients who remain in the trial until its conclusion. The enrollment of patients depends on many factors, including:

- the number of clinical trials for other product candidates in the same therapeutic area that are currently in clinical development, and our ability to compete with such trials for patients and clinical trial sites;
- the patient eligibility criteria defined in the protocol;
- the size of the patient population whose tumors harbor the applicable genetic mutations;
- the risk that disease progression will result in death or clinical deterioration before the patient can enroll in clinical trials or before sufficient data has been collected such that the patient contributes no meaningful information for the clinical trial in which the patient is enrolled;
- the proximity and availability of clinical trial sites for prospective patients;
- the design of the trial;
- our ability to recruit clinical trial investigators with the appropriate competencies and experience;
- our ability to obtain and maintain patient consents; and
- the risk that patients enrolled in clinical trials will drop out of the trials before completion.

Our clinical trials will compete with other clinical trials for product candidates that are in the same therapeutic areas as our product candidates. This competition will reduce the number and types of patients and qualified clinical investigators available to us, because some patients who might have opted to enroll in our trials may instead opt to enroll in a trial being conducted by one of our competitors or clinical trial sites may not allow us to conduct our clinical trial at such site if competing trials are already being conducted there. Since the number of qualified clinical investigators is limited, we expect to conduct some of our clinical trials at the same clinical trial sites that some of our competitors use, which will reduce the number of patients who are available for our clinical trials in such clinical trial site. We may also encounter difficulties finding a clinical trial site at which to conduct our trials. Moreover, because our product candidates represent an experimental medicine, potential patients and their doctors may be inclined to use conventional therapies, such as chemotherapy, radiation and other approved therapies, rather than enroll patients in any one of our clinical trials.

Delays in patient enrollment may result in increased costs or may affect the timing or outcome of our planned clinical trials, which could prevent completion of these clinical trials and adversely affect our ability to advance the development of our product candidates or any future product candidates we may develop.

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The manufacture of SRA737 and SRA141 requires outsourced, custom manufacturing and we may encounter difficulties in production, particularly with respect to formulation, process development or scaling up of our manufacturing capabilities. If our third-party manufacturers encounter such difficulties, our ability to provide supply of our product candidates for preclinical studies, clinical trials or our products for patients, if approved, could be delayed or stopped, or we may be unable to maintain a commercially viable cost structure.

As product candidates are developed, it is common that various aspects of the development program, such as manufacturing methods, are altered along the way in an effort to optimize processes and results. Such changes carry the risk that they will not achieve these intended objectives, and any of these changes could cause our product candidates to perform differently and affect the results of planned preclinical studies or future clinical trials.

Currently, SRA737 and SRA141 are manufactured using unoptimized processes by third-party manufacturers. Although we are working to develop commercially viable manufacturing processes, doing so is a difficult and uncertain task, and there are risks associated with scaling to the level required for advanced clinical trials or commercialization, including, among others, cost overruns, potential problems with process scale up or formulation, process reproducibility, stability issues, lot consistency and timely availability of reagents or raw materials.

Any of these challenges could delay completion of preclinical studies or clinical trials, require bridging studies or trials, or the repetition of one or more studies or trials, increase development costs, delay approval of our product candidates, impair commercialization efforts, increase our cost of goods and have an adverse effect on our business, financial condition, results of operations and growth prospects.

Our reliance on third-party manufacturing partners may cause our supply of research and development, preclinical and clinical development materials to become limited or interrupted or fail to be of satisfactory quantity or quality.

We do not have any manufacturing facilities or personnel. We currently rely, and expect to continue to rely, on third parties for the manufacture of preclinical study and clinical trial materials for SRA737 and SRA141 and any future potential product candidates that we may develop for preclinical and clinical testing, as well as for commercial manufacture if our product candidates receive marketing approval. We have engaged third-party manufacturers to obtain materials and consumables necessary for the manufacture of SRA737 and SRA141.

We may be unable to establish further agreements with third-party manufacturers or to do so on acceptable terms. Even if we are able to establish agreements with third-party manufacturers, reliance on third-party manufacturers entails additional risks, including:

- reliance on the third party for sufficient quantity and quality;
- the possible breach of the manufacturing agreement by the third party;
- failure to manufacture our product according to our specifications;
- failure to manufacture our product according to our schedule or at all;
- misappropriation of our proprietary information, including our trade secrets and know-how;
- the possible termination or nonrenewal of the agreement by the third party at a time that is costly or inconvenient for us; and
- reliance on the third party for regulatory compliance, quality assurance and safety reporting.

While we require our third-party manufactures to comply with current good manufacturing practices (cGMPs) in the manufacture of clinical trial materials and commercial supply, should we obtain approval of any product candidates, these third-party manufacturers may cease to continue to comply with cGMPs or similar regulatory

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requirements outside the United States, which are FDA requirements for ensuring product quality control. Our contract manufacturers are subject to continual review and periodic inspections to assess compliance with cGMP. Accordingly, although we are not involved in the day-to-day operations of our contract manufacturers, we are ultimately responsible for ensuring that our products and product candidates are manufactured in accordance with cGMPs. Therefore, we and others with whom we work must continue to expend time, money and effort in all areas of regulatory compliance, including manufacturing, production, quality control and quality assurance. Our failure, or the failure of our third-party manufacturers, to comply with applicable regulations could result in our product candidates not being approved or sanctions being imposed on us, including fines, injunctions, civil penalties, delays, suspension or withdrawal of approvals, license revocation, seizures or recalls of product candidates or approved products, operating restrictions and criminal prosecutions, any of which could significantly and adversely affect supplies of our medicines and harm our business and results of operations.

Any performance failure on the part of our existing or future manufacturers, or any interruption or poor yield or quality of manufactured materials, could delay development or marketing approval. We do not currently have arrangements in place for redundant supply. If any one of our current contract manufacturers cannot perform as agreed, we may be required to replace that manufacturer. Although we believe that there are several potential alternative manufacturers who could manufacture our product candidates, we may incur added costs and delays in identifying and qualifying any such replacement.

If our third-party manufacturers use hazardous and biological materials in a manner that causes injury or violates applicable law, we may be liable for damages. Our research and development activities involve the controlled use of potentially hazardous substances, including chemical and biological materials, by our third-party manufacturers. Our manufacturers are subject to federal, state and local laws and regulations in the United States governing the use, manufacture, storage, handling and disposal of medical and hazardous materials. Although we believe that our manufacturers' procedures for using, handling, storing and disposing of these materials comply with legally prescribed standards, we cannot completely eliminate the risk of contamination or injury resulting from medical or hazardous materials. As a result of any such contamination or injury, we may incur liability or local, city, state or federal authorities may curtail the use of these materials and interrupt our business operations. In the event of an accident, we could be held liable for damages or penalized with fines, and the liability could exceed our resources. We do not have any insurance for liabilities arising from medical or hazardous materials. Compliance with applicable environmental laws and regulations is expensive, and current or future environmental regulations may impair our research, development and production efforts, which could harm our business, prospects, financial condition or results of operations.

Thus, our current and anticipated future dependence upon others for the manufacture of our product candidates or medicines may adversely affect our development timeline, our future profit margins or our ability to commercialize any product candidates that receive marketing approval on a timely and competitive basis.

Our product candidates may cause undesirable side effects or have other properties that could halt their development, prevent their regulatory approval, limit their commercial potential or result in significant negative consequences.

We have just begun clinical trials of SRA737 in humans and we have not tested SRA141 in humans. It is possible that the FDA or foreign regulatory authorities may not agree with any future assessment of the safety profile of our product candidates. Undesirable side effects caused by any of our product candidates could cause us, IRBs, our CROs, the FDA or foreign regulatory authorities to interrupt, delay or discontinue development and could result in a clinical hold on any clinical trial, or the denial of regulatory approval by the FDA or foreign regulatory authorities for any or all targeted indications. This, in turn, could prevent us from commercializing our product candidates and generating revenues from their sale. In addition, if any of our products cause serious or unexpected side effects or are associated with other safety risks after receiving marketing approval, a number of potential significant negative consequences could result, including:

- regulatory authorities may withdraw their approval of this product;

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- we may be required to recall the product, change the way it is administered, conduct additional clinical trials or change the labeling of the product;
- the product may be rendered less competitive and sales may decrease;
- our reputation may suffer generally both among clinicians and patients;
- regulatory authorities may require certain labeling statements, such as warnings or contraindications or limitations on the indications for use, or impose restrictions on distribution in the form of a Risk Evaluation and Mitigation Strategy (REMS) in connection with approval, if any; or
- we may be required to change the way the product is administered or conduct additional preclinical studies or clinical trials.

If preliminary data demonstrate that either of our product candidates has an unfavorable safety profile and is unlikely to receive regulatory approval or be successfully commercialized, we may voluntarily suspend or terminate future development of such product candidate.

Any one or a combination of these events could prevent us from obtaining approval and achieving or maintaining market acceptance of the affected product or could substantially increase the costs and expenses of commercializing the product candidate, which in turn could delay or prevent us from generating significant revenues from the sale of the product.

We do not have our own laboratory facilities. We rely on third parties to conduct our preclinical studies and clinical trials. If these third parties do not successfully carry out their contractual duties or meet expected deadlines, we may not be able to obtain regulatory approval of or commercialize our product candidates.

We do not have our own laboratory facilities. We depend upon independent investigators and collaborators, such as universities, medical institutions, CROs and strategic partners to conduct our preclinical studies and clinical trials. We expect to have to negotiate budgets and contracts with CROs and trial sites, which may result in delays to our development timelines and increased costs. We will rely heavily on these third parties over the course of our preclinical studies and clinical trials, and we control only certain aspects of their activities. Nevertheless, we are responsible for ensuring that each of our studies is conducted in accordance with applicable protocol, legal, regulatory and scientific standards, and our reliance on third parties does not relieve us of our regulatory responsibilities. We and these third parties are required to comply with current good clinical practices (cGCPs), which are regulations and guidelines enforced by the FDA and comparable foreign regulatory authorities for product candidates in clinical development. Regulatory authorities enforce these cGCPs through periodic inspections of trial sponsors, principal investigators and trial sites. If we or any of these third parties fail to comply with applicable cGCP regulations, the data generated in our studies and trials may be deemed unreliable and the FDA or foreign regulatory authorities may require us to perform additional studies or trials before approving our marketing applications. We cannot assure you that, upon inspection, such regulatory authorities will determine that any of our studies or trials comply with the cGCP regulations. In addition, our studies and trials must be conducted with drug product produced under cGMPs. Our failure or any failure by these third parties to comply with these regulations or to recruit a sufficient number of patients may require us to repeat studies or trials, which would delay the regulatory approval process. Moreover, our business may be implicated if any of these third parties violates federal or state fraud and abuse or false claims laws and regulations or healthcare privacy and security laws.

Any third parties conducting our preclinical studies and clinical trials will not be our employees and, except for remedies available to us under our agreements with such third parties, we cannot control whether or not they devote sufficient time and resources to our ongoing preclinical, clinical and nonclinical programs. These third parties may also have relationships with other commercial entities, including our competitors, for whom they may also be conducting clinical studies or other drug development activities, which could affect their performance on our behalf. If these third parties do not successfully carry out their contractual duties or

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obligations or meet expected deadlines, if they need to be replaced or if the quality or accuracy of the data they obtain is compromised due to the failure to adhere to our protocols or regulatory requirements or for other reasons, our studies and trials may be extended, delayed or terminated and we may not be able to complete development of, obtain regulatory approval of or successfully commercialize our product candidates. As a result, our financial results and the commercial prospects for our product candidates would be harmed, our costs could increase and our ability to generate revenue could be delayed.

We may be required to suspend, repeat or terminate our clinical trials if they are not conducted in accordance with regulatory requirements, the results are negative or inconclusive, or the trials are not well-designed.

Regulatory agencies, IRBs or data safety monitoring boards may at any time recommend the temporary or permanent discontinuation of our clinical trials or request that we cease using investigators in the clinical trials if they believe that the clinical trials are not being conducted in accordance with applicable regulatory requirements, or that they present an unacceptable safety risk to participants. Clinical trials must be conducted in accordance with cGCPs, or other applicable foreign regulatory authority guidelines. Clinical trials are subject to oversight by the FDA, foreign regulatory authorities and IRBs at the study sites where the clinical trials are conducted. In addition, clinical trials must be conducted with product candidates produced in accordance with applicable cGMPs. Clinical trials may be suspended by the FDA, foreign regulatory authorities, or us for various reasons, including:

- deficiencies in the conduct of the clinical trials, including failure to conduct the clinical trial in accordance with regulatory requirements or clinical protocols;
- deficiencies in the clinical trial operations or trial sites;
- the product candidate may have unforeseen adverse side effects;
- deficiencies in the trial design necessary to demonstrate efficacy;
- fatalities or other adverse events (AEs) arising during a clinical trial due to medical problems that may or may not be related to clinical trial treatments;
- the product candidate may not appear to be more effective than current therapies; or
- the quality or stability of the product candidate may fall below acceptable standards.

Although we have never been asked by a regulatory agency, IRB or data safety monitoring board to temporarily or permanently discontinue a clinical trial, if we elect or are forced to suspend or terminate a clinical trial of any other of our product candidates, the commercial prospects for that product will be harmed and our ability to generate product revenue from that product may be delayed or eliminated. For example, in June 2016 we decided to suspend the development of our former lead product candidate PNT2258 after an interim analysis of data from a Phase 2 clinical trial on PNT2258 indicated only modest efficacy. Furthermore, any of these events could prevent us or our partners from achieving or maintaining market acceptance of the affected product and could substantially increase the costs of commercializing our product candidates and impair our ability to generate revenue from the commercialization of these products either by us or by our collaboration partners.

We do not have our own laboratory facilities or the ability to discover our own product candidates. We rely on licensing, acquisition and other forms of strategic relationship to grow our pipeline. Our efforts to acquire additional product candidates and grow our pipeline may be unsuccessful.

We do not have our own laboratory facilities or the ability to discover our own product candidates. We rely on licensing, acquisition and other forms of strategic relationship to grow our pipeline. We may acquire one or more additional product candidates to grow our pipeline. The identification, evaluation and potential acquisition of additional product candidates is expensive and time-consuming, and our efforts may not lead to the acquisition of any additional product candidates that can be successfully developed and commercialized. If our efforts do not lead to the acquisition of suitable product candidates, we may be unable to grow our pipeline.

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Even if we are successful in continuing to build our pipeline, the potential product candidates that we identify may not be suitable for clinical development. For example, they may be shown to have harmful side effects or other characteristics that indicate that they are unlikely to be drugs that will receive marketing approval and achieve market acceptance. If we do not successfully develop and commercialize product candidates based upon our approach, we will not be able to obtain product revenue in future periods, which likely would result in significant harm to our financial position and adversely affect our stock price.

We face significant competition from other oncology companies, and our operating results will suffer if we fail to compete effectively.

The oncology industry is characterized by rapidly advancing technologies, intense competition and a strong emphasis on proprietary products. We may face potential competition from many different sources, including major pharmaceutical, specialty pharmaceutical and biotechnology companies, academic institutions and governmental agencies and public and private research institutions. Any product candidates that we successfully develop and commercialize will compete with existing therapies that are available for the indication or indications for which they are approved and new therapies that may become available in the future.

To our knowledge, there are no approved drugs that specifically target Chk1 on the market but there are a number of competitors in clinical development, at a similar state of development or more advanced than us. Genentech, Inc. is conducting a Phase 1/2 clinical trial of an oral Chk1 inhibitor in patients with refractory solid tumors or lymphoma. Esperas Pharma is conducting a Phase 1/2 clinical trial of an oral Chk1 inhibitor as monotherapy and in combination with gemcitabine in patients with advanced or metastatic cancer. Eli Lilly and Company is developing an intravenous Chk1/Chk2 inhibitor in several clinical settings, the most advanced of which are in Phase 2 clinical trials. There are also preclinical programs focused on developing Chk1 inhibitors. If SRA737 is approved, it will compete with existing therapies for the indication or indications for which it is approved.

Additionally, to our knowledge, there are no approved drugs that specifically target Cdc7. Takeda Pharmaceutical Company is currently conducting a Phase 1 clinical trial of a Cdc7 inhibitor in Japan and Eli Lilly and Company has a preclinical program focused on developing a Cdc7 inhibitor. Other companies may be conducting preclinical studies of Cdc7 inhibitors as well. If SRA141 is approved, it will compete with existing therapies for the indication or indications for which it is approved.

Many of the companies against which we may compete have significantly greater financial and other resources and expertise in research and development, manufacturing, preclinical testing, conducting clinical trials, obtaining regulatory approvals and marketing approved products than we do. Mergers and acquisitions in the oncology industry may result in even more resources being concentrated among a smaller number of our competitors. Smaller or early-stage companies may also prove to be significant competitors, particularly through collaborative arrangements with large and established companies. These competitors also compete with us in recruiting and retaining qualified scientific and management personnel and establishing clinical trial sites and patient registration for clinical trials, as well as in acquiring technologies complementary to, or that may be necessary for, our programs.

Our commercial opportunity could be reduced or eliminated if any competitors develop and commercialize products that are safer, more effective, have fewer or less severe side effects, are more convenient or are less expensive than any drugs that we may develop. Our competitors also may obtain FDA or foreign regulatory approval for their product candidates more rapidly than we may obtain approval for ours, which could result in our competitors establishing a strong market position before we are able to enter the market. In addition, our ability to compete may be affected in many cases by insurers or other third-party payors seeking to encourage the use of generic drugs. If we fail to compete effectively, our business and operating results would be harmed.

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We are dependent on our key personnel, and if we are not successful in attracting and retaining highly qualified personnel, we may not be able to successfully implement our business strategy.

Our ability to compete in the highly competitive oncology industry depends upon our ability to attract and retain highly qualified managerial, scientific and medical personnel. We are dependent on our management, scientific and medical personnel, including Nick Glover, Ph.D., our President and Chief Executive Officer and Barbara Klencke, M.D., our Chief Development Officer. The loss of the services of any of our executive officers, other key employees and other scientific and medical advisors, and our inability to find suitable replacements, could result in delays in product development and harm our business.

Our operations are primarily conducted in Vancouver, British Columbia, Canada and near San Francisco, California. Many other oncology companies and many academic and research institutions have located their headquarters in these regions. Competition for skilled personnel in these markets is intense and may limit our ability to hire and retain highly qualified personnel on acceptable terms or at all.

To induce valuable employees to remain at our company, in addition to salary and cash incentives, we have provided stock options that vest over time. The value to employees of stock options that vest over time may be significantly affected by movements in our stock price that are beyond our control, and may at any time be insufficient to counteract more lucrative offers from other companies. Despite our efforts to retain valuable employees, members of our management, scientific and development teams may terminate their employment with us on short notice. Although we have employment agreements with our key employees, these employment agreements provide for at-will employment, which means that any of our employees could leave our employment at any time, with or without notice. We do not maintain “key man” insurance policies on the lives of these individuals or the lives of any of our other employees.

Raising additional capital may cause dilution to our existing stockholders, restrict our operations or require us to relinquish rights to our technologies or product candidates.

We may seek additional capital through a combination of public and private equity offerings, debt financings, strategic partnerships and alliances and licensing arrangements. To the extent that we raise additional capital through the sale of equity or convertible debt securities, the ownership interests of our stockholders will be diluted, and the terms may include liquidation or other preferences that adversely affect the rights of our stockholders. The incurrence of indebtedness would result in increased fixed payment obligations and could involve certain restrictive covenants, such as limitations on our ability to incur additional debt, limitations on our ability to acquire or license intellectual property rights and other operating restrictions that could adversely impact our ability to conduct our business. If we raise additional funds through strategic partnerships and alliances and licensing arrangements with third parties, we may have to relinquish valuable rights to our technologies or product candidates, or grant licenses on terms unfavorable to us.

We may form or seek strategic alliances or collaborations in the future. We may be unable to form or enter into such alliances or collaboration arrangements, and we may not realize the expected benefits of any such transaction.

We may form or seek strategic alliances, create joint ventures or collaborations with third parties that we believe will complement or augment our development and commercialization efforts with respect to our product candidates and any future product candidates that we may acquire or develop. Any of these transactions and relationships may require us to incur non-recurring and other charges, increase our near and long-term expenditures, issue securities that dilute our existing stockholders or disrupt our management and business. These transactions and relationships also may result in a delay in the development of our product candidates if we become dependent upon the other party and such other party does not prioritize the development of our product candidates relative to its other development activities. In addition, we face significant competition in seeking appropriate strategic partners and the negotiation process is time-consuming and complex. Moreover, we may not

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be successful in our efforts to establish a strategic partnership or other alternative arrangements for our product candidates because our product candidates may be deemed to be at too early of a stage of development for collaborative effort and third parties may not view our product candidates as having the requisite potential to demonstrate safety and efficacy. We cannot be certain that, following a strategic transaction or license, we will achieve the revenue or specific net income that would justify such transaction.

We currently have no marketing and sales organization and have no experience in marketing products. If we are unable to establish marketing and sales capabilities or enter into agreements with third parties to market and sell our product candidates, we may not be able to generate product revenue.

We currently have no sales, marketing or distribution capabilities and have no experience in marketing products. If any of our product candidates is approved for sale, we intend to develop an in-house marketing organization and sales force, which will require significant capital expenditures, management resources and time. We will have to compete with other companies to recruit, hire, train and retain qualified marketing and sales personnel.

If we are unable or decide not to establish internal sales, marketing and distribution capabilities, we will pursue collaborative arrangements regarding the sales and marketing of our products, however, there can be no assurance that we will be able to establish or maintain such collaborative arrangements on commercially reasonable terms, or if we are able to do so, that they will have effective sales forces. Any revenue we receive will depend upon the efforts of such third parties, which may not be successful. We may have little or no control over the marketing and sales efforts of such third parties and our revenue from product sales may be lower than if we had commercialized our product candidates ourselves. We also face competition in our search for third parties to assist us with the sales and marketing efforts of our product candidates.

We cannot guarantee that we will be able to develop in-house sales and distribution capabilities or establish or maintain relationships with third-party collaborators to commercialize any product in the United States or overseas.

We depend on our information technology and infrastructure.

We rely on the efficient and uninterrupted operation of information technology systems to manage our operations, to process, transmit and store electronic and financial information, and to comply with regulatory, legal and tax requirements. We also depend on our information technology infrastructure for electronic communications among our personnel, contractors, consultants and vendors. System failures or outages could compromise our ability to perform these functions in a timely manner, which could harm our ability to conduct business or delay our financial reporting. Such failures could materially adversely affect our operating results and financial condition.

In addition, we depend on third parties and applications on virtualized (cloud) infrastructure to operate and support our information systems. These third parties vary from multi-disciplined to boutique providers. Failure by these providers to adequately deliver the contracted services could have an adverse effect on our business, which in turn may materially adversely affect our operating results and financial condition. All information systems, despite implementation of security measures, are vulnerable to disability, failures or unauthorized access. If our information systems were to fail or be breached, such failure or breach could materially adversely affect our ability to perform critical business functions and sensitive and confidential data could be compromised.

Our internal computer systems, or those used by our CROs or other contractors or consultants, may fail or suffer security breaches.

Despite the implementation of security measures, our internal computer systems and those of our CROs and other contractors and consultants are vulnerable to damage from computer viruses and unauthorized access. While we have not experienced any such material system failure or security breach to date, if such an event were

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to occur and cause interruptions in our operations, it could result in a material disruption of our development programs and our business operations. For example, the loss of data from completed or future preclinical studies or clinical trials could result in delays in our regulatory approval efforts and significantly increase our costs to recover or reproduce the data. Likewise, we rely on other third parties for the manufacture of our product candidates and to conduct studies and trials, and similar events relating to their computer systems could also have a material adverse effect on our business. To the extent that any disruption or security breach were to result in a loss of, or damage to, our data or applications, or inappropriate disclosure of confidential or proprietary information, we could incur liability and the further development and commercialization of our product candidates could be delayed.

We may be unable to adequately protect our information technology systems from cyber-attacks, which could result in the disclosure of confidential information, damage our reputation, and subject us to significant financial and legal exposure.

Cyber-attacks are increasing in their frequency, sophistication and intensity, and have become increasingly difficult to detect. Cyber-attacks could include wrongful conduct by hostile foreign governments, industrial espionage, the deployment of harmful malware, denial-of-service, and other means to threaten data confidentiality, integrity and availability. A successful cyber-attack could cause serious negative consequences for our company, including the disruption of operations, the misappropriation of confidential business information and trade secrets, and the disclosure of corporate strategic plans. To date, we have not experienced threats to our data and information technology systems. However, although we devote resources to protect our information technology systems, we realize that cyber-attacks are a threat, and there can be no assurance that our efforts will prevent information security breaches that would result in business, legal or reputational harm to us, or would have a material adverse effect on our operating results and financial condition.

Business disruptions could seriously harm our future revenue and financial condition and increase our costs and expenses.

Our operations, and those of our CROs and other contractors and consultants, could be subject to earthquakes, power shortages, telecommunications failures, water shortages, floods, hurricanes, typhoons, fires, extreme weather conditions, medical epidemics and other natural or man-made disasters or business interruptions, for which we are predominantly self-insured. The occurrence of any of these business disruptions could seriously harm our operations and financial condition and increase our costs and expenses. We rely on third-party manufacturers to produce and process our product candidates. Our ability to obtain supplies of our product candidates could be disrupted if the operations of these suppliers are affected by a man-made or natural disaster or other business interruption. Our corporate headquarters are in Vancouver, British Columbia, and we have an office in Brisbane, California, each of which are near major earthquake faults. Our operations and financial condition could suffer in the event of a major earthquake or other natural disaster.

Our employees, independent contractors, consultants, commercial partners and vendors may engage in misconduct or other improper activities, including noncompliance with regulatory standards and requirements.

We are exposed to the risk of fraud or other illegal activity by our employees, independent contractors, consultants, commercial partners and vendors. Misconduct by such individuals could include intentional failures to comply with FDA or international regulations, provide accurate information to the FDA or foreign regulatory authorities, comply with manufacturing standards, comply with federal and state healthcare fraud and abuse laws and regulations, report financial information or data timely, completely and accurately or disclose unauthorized activities to us. In particular, sales, marketing and business arrangements in the healthcare industry are subject to extensive laws and regulations intended to prevent fraud, kickbacks, self-dealing and other abusive practices. These laws and regulations may restrict or prohibit a wide range of pricing, discounting, marketing and promotion, sales commission, customer incentive programs and other business arrangements. Misconduct by third parties could also involve the improper use of information obtained in the course of clinical trials.

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We have adopted a code of business conduct and ethics, but it is not always possible to identify and deter employee misconduct, and the precautions we take to detect and prevent inappropriate conduct may not be effective in controlling unknown or unmanaged risks or losses or in protecting us from governmental investigations or other actions or lawsuits stemming from a failure to be in compliance with such laws or regulations. Efforts to ensure that our business arrangements will comply with applicable healthcare laws may involve substantial costs. It is possible that governmental and enforcement authorities will conclude that our business practices may not comply with current or future statutes, regulations or case law interpreting applicable fraud and abuse or other healthcare laws and regulations. If any such actions are instituted against us, and we are not successful in defending ourselves or asserting our rights, those actions could have a significant impact on our business, including the imposition of civil, criminal and administrative penalties, damages, disgorgement, monetary fines, possible exclusion from participation in Medicare, Medicaid and other federal healthcare programs, contractual damages, reputational harm, diminished profits and future earnings and curtailment of our operations, any of which could adversely affect our ability to operate our business and our results of operations. In addition, the approval and commercialization of any of our product candidates outside the United States will also likely subject us to foreign equivalents of the healthcare laws mentioned above, among other foreign laws.

If product liability lawsuits are brought against us, we may incur substantial liabilities and may be required to limit commercialization of our product candidates.

We face an inherent risk of product liability as a result of the testing of our product candidates and will face an even greater risk if we commercialize any products. For example, we may be sued if our product candidates cause or are perceived to cause injury or are found to be otherwise unsuitable during testing, manufacturing, marketing or sale. Any such product liability claims may include allegations of defects in manufacturing, defects in design, a failure to warn of dangers inherent in the product, negligence, strict liability or a breach of warranties. Claims could also be asserted under state consumer protection acts. If we cannot successfully defend ourselves against product liability claims, we may incur substantial liabilities or be required to limit commercialization of our product candidates. Even successful defense would require significant financial and management resources. Regardless of the merits or eventual outcome, liability claims may result in:

- decreased demand for our product candidates;
- injury to our reputation;
- withdrawal of clinical trial participants;
- initiation of investigations by regulators;
- costs to defend the related litigation;
- a diversion of management's time and our resources;
- substantial monetary awards to trial participants or patients;
- product recalls, withdrawals or labeling, marketing or promotional restrictions;
- loss of revenue;
- exhaustion of any available insurance and our capital resources;
- the inability to commercialize any product candidate; and
- a decline in our stock price.

We currently hold liability insurance coverage, but that coverage may not be adequate to cover any and all liabilities that we may incur. We would need to increase our insurance coverage when we begin the commercialization of our product candidates, if ever. Insurance coverage is increasingly expensive. We may not be able to maintain insurance coverage at a reasonable cost or in an amount adequate to satisfy any liability that may arise.

Our ability to utilize our net operating loss carryforwards and certain other tax attributes may be significantly limited, or entirely restricted.

As of December 31, 2016, we had U.S. federal operating loss carryforwards of \$97.6 million and state operating loss carryforwards of \$53.7 million, expiring in years ranging from 2021 to 2036. We also had net tax credit carryforwards of \$2.6 million which begin to expire in 2031. Under Sections 382 and 383 of the Internal Revenue Code of 1986, as amended, if a corporation undergoes an “ownership change,” the corporation’s ability to use its pre-change net operating loss carryforwards and other pre-change tax attributes, such as research tax credits, to offset its post-change income and taxes may be limited. In general, an “ownership change” generally occurs if there is a cumulative change in our ownership by “5% stockholders” that exceeds 50 percentage points over a rolling three-year period. Similar rules may apply under state tax laws.

As a result of stock offerings that occurred prior to 2016, subsequent changes in the stock ownership, and the stock offering in February 2017, an ownership change under Section 382 is deemed to have occurred. As such, a significant portion, or all, of the accumulated U.S. federal and state operating loss carryforwards and the net tax credit carryforwards mentioned above will not be available for future use. We do not expect there to be any impact on the financial statements since our net U.S. deferred tax assets are offset by a full valuation allowance.

We have experienced ownership changes in the past and may experience ownership changes in the future as a result of future transactions in our stock, some of which may be outside our control. As a result, if we earn net taxable income, our ability to use our pre-change net operating loss carryforwards, or other pre-change tax attributes, to offset U.S. federal and state taxable income and taxes may be subject to limitations.

We are a U.S.-based multinational company subject to tax in certain U.S. and foreign tax jurisdictions. United States federal, state and local, as well as international tax laws and regulations are extremely complex and subject to varying interpretations. Although we believe that our tax estimates and tax positions are reasonable, there can be no assurance that our tax positions will not be challenged by relevant tax authorities or that we would be successful in any such challenge. If we are unsuccessful in such a challenge, the relevant tax authorities may assess additional taxes, which could result in adjustments to, or impact the timing or amount of, taxable income, deductions or other tax allocations, which may adversely affect our results of operations and financial position.

Unstable market and economic conditions may have adverse consequences on our business, financial condition and stock price.

Global credit and financial markets have experienced extreme volatility and disruptions in the past several years, including severely diminished liquidity and credit availability, declines in consumer confidence, declines in economic growth, increases in unemployment rates and uncertainty about economic stability. We cannot assure you that further deterioration in credit and financial markets and confidence in economic conditions will not occur. Our general business strategy and stock price may be adversely affected by any such economic downturn, volatile business environment or continued unpredictable and unstable market conditions. If the current equity and credit markets deteriorate, it may make any necessary debt or equity financing more difficult, more costly and more dilutive. Failure to secure any necessary financing in a timely manner and on favorable terms could have a material adverse effect on our growth strategy, financial performance and stock price and could require us to delay or abandon development plans. In addition, there is a risk that one or more of our current service providers, manufacturers and other partners may not survive these difficult economic times, which could directly affect our ability to attain our operating goals on schedule and on budget.

Our quarterly operating results may fluctuate significantly, which may cause our stock price to fluctuate or decline.

We expect our operating results to be subject to quarterly fluctuations. Our net loss and other operating results will be affected by numerous factors, including:

- variations in the level of expense related to our product candidates or future development programs;

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- results of preclinical studies and clinical trials, or the addition or termination of preclinical studies, clinical trials or funding support;
- the timing of the release of results from any preclinical studies and clinical trials;
- the timing and amount of milestone and royalty payments to our licensor;
- our execution of any new collaboration, licensing or similar arrangement, and the timing of payments we may make or receive under such existing or future arrangements or the termination or modification of any such existing or future arrangements;
- any intellectual property infringement lawsuit or opposition, interference or cancellation proceeding in which we may become involved;
- any securities or other litigation in which we may become involved;
- additions and departures of key personnel;
- strategic decisions by us or our competitors, such as acquisitions, divestitures, spin-offs, joint ventures, strategic investments or changes in business strategy;
- if any of our product candidates receives regulatory approval, market acceptance and demand for such product candidates;
- regulatory developments affecting our product candidates or those of our competitors; and
- changes in general market and economic conditions.

If our quarterly operating results or expected results from development of our product candidates fall outside the expectations of investors or securities analysts, the price of our common stock could decline substantially. Furthermore, any quarterly fluctuations in our operating results may, in turn, cause the price of our stock to fluctuate substantially. We believe that quarterly comparisons of our financial results are not necessarily meaningful and should not be relied upon as an indication of our future performance.

We may face risks related to securities litigation that could result in significant legal expenses and settlement or damage awards.

We are currently and may in the future become subject to claims and litigation alleging violations of the securities laws or other related claims, which could harm our business and require us to incur significant costs. For example, on November 9, 2016, a purported securities class action lawsuit was filed in the United States District Court for the Southern District of New York against us and certain of our executive officers. The lawsuit was brought by purported stockholders of our company seeking to represent a class consisting of stockholders who purchased stock between July 15, 2015 and June 6, 2016. The lawsuit asserts claims under Sections 10(b) and 20(a) of the Securities Exchange Act of 1934 and seeks unspecified damages and other relief. Also, on November 18, 2016, a purported securities class action lawsuit was filed in the Superior Court of the State of California for the County of San Mateo against us, certain of our executive officers and directors, and the underwriters for our initial public offering (IPO) of our common stock. On February 9, 2017, a substantially identical putative class action suit was filed in the Superior Court of the State of California for the County of San Mateo asserting the same claims on behalf of the same putative class. The lawsuits were brought by purported stockholders of the company seeking to represent a class consisting of stockholders who purchased stock pursuant to and/or traceable to our Registration Statement on Form S-1. The lawsuits assert claims under Sections 11 and 15 of the Securities Exchange Act of 1934 and seek unspecified damages and other relief. We are generally obliged, to the extent permitted by law, to indemnify our executive officers who are named as defendants in these types of lawsuits. Regardless of the outcome, this or future litigation may require significant attention from management and could result in significant legal expenses, settlement costs or damage awards that could have a material impact on our financial position, results of operations and cash flows.

Risks Related to Government Regulation

We may be unable to obtain U.S. or foreign regulatory approval of our product candidates, and, as a result, we may be unable to commercialize our product candidates.

Our product candidates are, and any future product candidates that we may develop will be, subject to extensive governmental regulations relating to, among other things, research, testing, development, manufacturing, safety, efficacy, approval, recordkeeping, import, export, reporting, labeling, storage, packaging, advertising and promotion, pricing, marketing, distribution, import and export of drugs. Rigorous preclinical testing and clinical trials and an extensive regulatory approval process are required to be successfully completed before a new drug can be marketed in the United States and in many foreign jurisdictions. Satisfaction of these and other regulatory requirements is costly, time consuming, uncertain and subject to unanticipated delays. It is possible that none of the product candidates we may develop will obtain the regulatory approvals necessary for us or our collaborators to begin selling them.

As a company, we have very limited experience in conducting and managing the clinical trials necessary to obtain regulatory approvals, including approval by the FDA or foreign regulatory authorities, and, as a company, we have no experience in obtaining approval of any product candidates. The time required to obtain FDA and other approvals is unpredictable but typically takes many years following the initiation of clinical trials, depending upon the type, complexity and novelty of the product candidate. We may encounter delays or rejections during any stage of the regulatory review and approval process based upon the failure of clinical or laboratory data to demonstrate compliance with, or upon the failure of the product candidates to meet, the FDA's or foreign regulatory authorities' requirements for safety, efficacy and quality.

The standards that the FDA and foreign regulatory authorities use when regulating us are not always applied predictably or uniformly and can change. Because the product candidates we are developing may represent a new class of drug, the FDA and foreign regulatory authorities have not yet established any definitive policies, practices or guidelines in relation to these drugs. The lack of policies, practices or guidelines may hinder or slow review by the FDA or foreign regulatory authorities of any regulatory filings that we may submit. Moreover, the FDA or foreign regulatory authorities may respond to these submissions by defining requirements we may not have anticipated. Such responses could lead to significant delays in the development of our product candidates.

Any analysis we perform of data from preclinical and clinical activities is subject to confirmation and interpretation by regulatory authorities, which could delay, limit or prevent regulatory approval. We may also encounter unexpected delays or increased costs due to new government regulations, for example, from future legislation or administrative action, or from changes in FDA or foreign regulatory authority policy during the period of product development, clinical trials and regulatory review. It is impossible to predict whether legislative changes will be enacted, or whether FDA or foreign regulatory authority, guidance or interpretations will be changed, or what the impact of such changes, if any, may be.

In addition, the FDA and foreign regulatory authorities may delay, limit, or deny approval of a product candidate for many reasons, including:

- disagreement with the design or implementation of our clinical trials;
- we may be unable to demonstrate to the satisfaction of the FDA or foreign regulatory authorities that a product candidate is safe and effective for any indication;
- we may be unable to demonstrate that a product candidate's clinical and other benefits outweigh its safety risks;
- the FDA or foreign regulatory authorities may disagree with our interpretation of data from preclinical studies or clinical trials;
- the results of our clinical trials may not demonstrate the safety or efficacy required by the FDA or foreign regulatory authorities for approval;

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- the FDA or foreign regulatory authorities may find deficiencies in our manufacturing processes or facilities; and
- the FDA's or foreign regulatory authorities' approval policies or regulations may significantly change in a manner rendering our clinical data insufficient for approval.

Even if we comply with all of the regulatory requirements of the FDA and foreign regulatory authorities, we may not obtain regulatory approval for any of our product candidates in development. If we fail to obtain regulatory approval for any of our product candidates in development, we will have fewer commercialized products than we anticipate and correspondingly lower revenue.

In addition, because there may be approved treatments for some of the diseases for which we may seek approval, in order to receive regulatory approval, we may need to demonstrate through clinical trials that the product candidates we develop to treat these diseases, if any, are not only safe and effective, but safer or more effective than existing products. Furthermore, in recent years, there has been increased public and political pressure on the FDA with respect to the approval process for new drugs, and the FDA's standards, especially regarding drug safety, appear to have become more stringent.

Any delay or failure in obtaining required approvals could have a material adverse effect on our ability to generate revenues from the particular product candidate for which we are seeking approval. Furthermore, any regulatory approval to market a product may be subject to limitations on the approved uses for which we may market the product or the labeling or other restrictions. In addition, the FDA has the authority to require a REMS plan as part of or after approval, which may impose further requirements or restrictions on the distribution or use of an approved product, such as limiting prescribing to certain physicians or medical centers that have undergone specialized training, limiting treatment to patients who meet certain safe-use criteria and requiring treated patients to enroll in a registry. These limitations and restrictions may limit the size of the market for the product and affect reimbursement by third-party payors.

We are also subject to numerous foreign regulatory requirements governing, among other things, the conduct of clinical trials, manufacturing and marketing authorization, pricing and third-party reimbursement. The foreign regulatory approval process varies among countries and may include all of the risks associated with FDA approval described above as well as risks attributable to the satisfaction of local regulations in foreign jurisdictions. Moreover, the time required to obtain approval may differ from that required to obtain FDA approval. Approval by the FDA does not ensure approval by regulatory authorities outside the United States and vice versa.

If we or any collaborators, manufacturers or service providers fail to comply with applicable federal, state or foreign laws or regulations, we could be subject to enforcement actions, which could affect our ability to develop, market and sell our products successfully and could harm our reputation and lead to reduced acceptance of our products by the market. These enforcement actions include, among others:

- adverse regulatory inspection findings;
- warning letters;
- voluntary or mandatory product recalls or public notification or medical product safety alerts to healthcare professionals;
- restrictions on, or prohibitions against, marketing our products;
- restrictions on, or prohibitions against, importation or exportation of our products;
- suspension of review or refusal to approve pending applications or supplements to approved applications;
- exclusion from participation in government-funded healthcare programs;

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- exclusion from eligibility for the award of government contracts for our products;
- suspension or withdrawal of product approvals;
- product seizures;
- injunctions; and
- civil and criminal penalties and fines.

Even if we receive regulatory approval of our product candidates, we will be subject to ongoing regulatory obligations and continued regulatory review, which may result in significant additional expense and we may be subject to penalties if we fail to comply with regulatory requirements or experience unanticipated problems with our product candidates.

Any regulatory approvals that we receive for our product candidates will require surveillance to monitor the safety and efficacy of the product candidate, and may require us to conduct post-approval clinical studies. The FDA may also require a REMS in order to approve our product candidates, which could entail requirements for a medication guide, physician communication plans or additional elements to ensure safe use, such as restricted distribution methods, patient registries and other risk minimization tools. In addition, if the FDA or a foreign regulatory authority approves our product candidates, the manufacturing processes, labeling, packaging, distribution, AE reporting, storage, advertising, promotion, import, export and recordkeeping for our product candidates will be subject to extensive and ongoing regulatory requirements. These requirements include submissions of safety and other post-marketing information and reports, registration, as well as continued compliance with cGMPs and cGCPs for any clinical trials that we conduct post-approval.

Moreover, if we obtain regulatory approval for our product candidates, we will only be permitted to market our products for the indication approved by FDA or foreign regulatory authority, and such approval may involve limitations on the indicated uses or promotional claims we may make for our products, or otherwise not permit labeling that sufficiently differentiates our product candidates from competitive products with comparable therapeutic profiles. For example, we will not be able to claim that our products have fewer side effects, or improve compliance or efficacy unless we can demonstrate those attributes to FDA or foreign regulatory authority in comparative clinical trials.

Later discovery of previously unknown problems with our product candidates, including AEs of unanticipated severity or frequency, or with our third-party manufacturers or manufacturing processes, or failure to comply with regulatory requirements, may result in, among other things:

- restrictions on the marketing or manufacturing of our product candidates, withdrawal of the product from the market, or voluntary or mandatory product recalls;
- fines, warning letters, or untitled letters;
- holds on clinical trials;
- refusal by the FDA or foreign regulatory authorities to approve pending applications or supplements to approved applications filed by us or suspension or revocation of license approvals;
- product seizure or detention, or refusal to permit the import or export of our product candidates; and
- injunctions, the imposition of civil penalties or criminal prosecution.

The FDA's and foreign regulatory authorities' policies may change and additional government regulations may be enacted that could prevent, limit or delay regulatory approval of our product candidates. We cannot predict the likelihood, nature or extent of government regulation that may arise from future legislation or administrative action, either in the United States or abroad. If we are slow or unable to adapt to changes in existing requirements or the adoption of new requirements or policies, or if we are not able to maintain regulatory compliance, we may lose any marketing approval that we may have obtained and we may not achieve or sustain profitability.

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If we or any of our independent contractors, consultants, collaborators, manufacturers, vendors or service providers fail to comply with healthcare laws and regulations, we or they could be subject to enforcement actions, which could result in penalties and affect our ability to develop, market and sell our product candidates and may harm our reputation.

We are or may in the future be subject to federal, state, and foreign healthcare laws and regulations pertaining to, among other things, fraud and abuse and patients' rights. These laws and regulations include:

- the U.S. federal Anti-Kickback Statute, which prohibits, among other things, persons and entities from soliciting, receiving or providing remuneration, directly or indirectly, to induce either the referral of an individual for a healthcare item or service, or the purchasing or ordering of an item or service, for which payment may be made under a federal healthcare program such as Medicare or Medicaid;
- the U.S. federal false claims and civil monetary penalties laws, including the federal civil False Claims Act, which prohibit, among other things, individuals or entities from knowingly presenting or causing to be presented, claims for payment by government funded programs such as Medicare or Medicaid that are false or fraudulent, and which may apply to us by virtue of statements and representations made to customers or third parties;
- the U.S. federal Health Insurance Portability and Accountability Act (HIPAA), which created additional federal criminal statutes that prohibit, among other things, knowingly and willfully executing or attempting to execute a scheme to defraud healthcare programs;
- HIPAA, as amended by the Health Information Technology for Economic and Clinical Health Act (HITECH), which imposes requirements on certain types of people and entities relating to the privacy, security, and transmission of individually identifiable health information, and requires notification to affected individuals and regulatory authorities of certain breaches of security of individually identifiable health information;
- the federal Physician Payment Sunshine Act, which requires certain manufacturers of drugs, devices, biologics and medical supplies for which payment is available under Medicare, Medicaid, or the Children's Health Insurance Program, to report annually to the Centers for Medicare & Medicaid Services (CMS) information related to payments and other transfers of value to physicians, other healthcare providers and teaching hospitals, and ownership and investment interests held by physicians and other healthcare providers and their immediate family members, which is published in a searchable form on an annual basis; and
- state laws comparable to each of the above federal laws, such as, for example, anti-kickback and false claims laws that may be broader in scope and also apply to commercial insurers and other non-federal payors, requirements for mandatory corporate regulatory compliance programs, and laws relating to patient data privacy and security. Other state laws require pharmaceutical companies to comply with the pharmaceutical industry's voluntary compliance guidelines and the relevant compliance guidance promulgated by the federal government; require drug manufacturers to report information related to payments and other transfers of value to physicians and other healthcare providers or marketing expenditures; and state and foreign laws govern the privacy and security of health information in some circumstances, many of which differ from each other in significant ways and often are not preempted by HIPAA, thus complicating compliance efforts.

If our operations are found to be in violation of any such health care laws and regulations, we may be subject to penalties, including administrative, civil and criminal penalties, monetary damages, disgorgement, imprisonment, the curtailment or restructuring of our operations, loss of eligibility to obtain approvals from the FDA or foreign regulatory authorities, or exclusion from participation in government contracting, healthcare reimbursement or other government programs, including Medicare and Medicaid, any of which could adversely affect our financial results. Although effective compliance programs can mitigate the risk of investigation and prosecution for violations of these laws, these risks cannot be entirely eliminated. Any action against us for an alleged or

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suspected violation could cause us to incur significant legal expenses and could divert our management's attention from the operation of our business, even if our defense is successful. In addition, achieving and sustaining compliance with applicable laws and regulations may be costly to us in terms of money, time and resources.

Any products we develop may become subject to unfavorable pricing regulations, third-party coverage and reimbursement practices or healthcare reform initiatives, thereby harming our business.

The regulations that govern marketing approvals, pricing, coverage and reimbursement for new drugs vary widely from country to country. Many countries require approval of the sale price of a drug before it can be marketed. The pricing review period begins after marketing or product licensing approval is granted in most cases. In some foreign markets, prescription pharmaceutical pricing remains subject to continuing governmental control even after initial approval is granted. Although we intend to monitor these regulations, our programs are currently in the early stages of development and we will not be able to assess the impact of price regulations for a number of years. As a result, we might obtain regulatory approval for a product in a particular country, but then be subject to price regulations that delay our commercial launch of the product and negatively impact the revenues we are able to generate from the sale of the product in that country.

Our ability to commercialize any products successfully also will depend in part on the extent to which coverage and adequate reimbursement for these products and related treatments will be available from government health administration authorities, private health insurers and other third-party payors. In many jurisdictions, a product candidate must be approved for reimbursement before it can be approved for sale in that jurisdiction. Obtaining coverage and reimbursement approval of a product from a government or other third-party payor is a time-consuming and costly process that could require us to provide to the payor supporting scientific, clinical and cost-effectiveness data for the use of our products. If we are not currently capturing the scientific and clinical data that will be required for reimbursement approval, we may be required to conduct additional trials, which may delay or suspend reimbursement approval. Additionally, in the United States, no uniform policy of coverage and reimbursement for products exists among third-party payors. Therefore, coverage and reimbursement for products can differ significantly from payor to payor. As a result, the coverage determination process is often a time-consuming and costly process that will require us to provide scientific and clinical support for the use of our product candidates to each payor separately, with no assurance that coverage and adequate reimbursement will be obtained.

Even if we succeed in bringing one or more products to the market, these products may not be considered cost-effective, and the amount reimbursed for any products may be insufficient to allow us to sell our products on a competitive basis. Because our programs are in the early stages of development, we are unable at this time to determine their cost effectiveness or the likely level or method of reimbursement. Increasingly, the third-party payors, such as government and private insurance plans, who reimburse patients or healthcare providers, are requiring that drug companies provide them with predetermined discounts from list prices, and are seeking to reduce the prices charged or the amounts reimbursed for pharmaceutical products. If the coverage provided for any products we develop is inadequate in light of our development and other costs, our return on investment could be adversely affected.

Certain products we develop may need to be administered under the supervision of a physician on an outpatient basis. Under applicable U.S. law, certain drugs that are not usually self-administered (including certain injectable drugs) may be eligible for coverage under the Medicare Part B program if:

- they are incident to a physician's services;
- they are reasonable and necessary for the diagnosis or treatment of the illness or injury for which they are administered according to accepted standards of medical practice; and
- they have been approved by the FDA and meet other requirements of the statute.

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There may be significant delays in obtaining coverage for newly-approved products, and coverage may be more limited than the purposes for which the drug is approved by the FDA or foreign regulatory authorities. Moreover, eligibility for coverage does not imply that any drug will be reimbursed in all cases or at a rate that covers our costs, including research, development, manufacture, sale and distribution. Interim payments for new drugs, if applicable, may also not be sufficient to cover our costs and may not be made permanent.

Reimbursement may be based on payments allowed for lower-cost products that are already reimbursed, may be incorporated into existing payments for other services and may reflect budgetary constraints or imperfections in Medicare data. Net prices for products may be reduced by mandatory discounts or rebates required by government healthcare programs or private payors and by any future relaxation of laws that presently restrict imports of products from countries where they may be sold at lower prices than in the United States. Third-party payors often rely upon Medicare coverage policy and payment limitations in setting their own reimbursement rates. However, no uniform policy requirement for coverage and reimbursement for products exists among third-party payors in the United States. Therefore, coverage and reimbursement for products can differ significantly from payor to payor. As a result, the coverage determination process is often a time-consuming and costly process that will require us to provide scientific and clinical support for the use of our products to each payor separately, with no assurance that coverage and adequate reimbursement will be applied consistently or obtained in the first instance. Our inability to promptly obtain coverage and adequate reimbursement rates from both government-funded and private payors for new drugs that we develop and for which we obtain regulatory approval could have a material adverse effect on our operating results, our ability to raise capital needed to commercialize products and our financial condition.

We believe that the efforts of governments and third-party payors to contain or reduce the cost of healthcare and legislative and regulatory proposals to broaden the availability of healthcare will continue to affect the business and financial condition of oncology companies. A number of legislative and regulatory changes in the healthcare system in the United States and other major healthcare markets have been proposed in recent years, and such efforts have expanded substantially in recent years. These developments have included prescription drug benefit legislation that was enacted and took effect in January 2006, healthcare reform legislation enacted by certain states, and major healthcare reform legislation that was passed by Congress and enacted into law in the United States in 2010. The U.S. Congress and the new Trump administration have similarly expressed concerns over the pricing of pharmaceutical products and there can be no assurance as to how this scrutiny will impact future pricing of pharmaceutical products generally. Future developments could, directly or indirectly, affect our ability to sell our products, if approved, at a favorable price.

For example, the Patient Protection and Affordable Care Act of 2010, as amended by the Health Care and Education Reconciliation Act (PPACA), contains provisions that affect companies in the pharmaceutical industry and other healthcare related industries by imposing additional costs and changes to business practices. Provisions affecting pharmaceutical companies include the following.

- mandatory rebates for drugs sold into the Medicaid program were increased, and the rebate requirement was extended to drugs used in risk-based Medicaid managed care plans;
- the 340B Drug Pricing Program under the Public Health Services Act was extended to require mandatory discounts for drug products sold to certain critical access hospitals, cancer hospitals and other covered entities;
- expansion of eligibility criteria for Medicaid programs;
- expansion of entities eligible for discounts under the Public Health Service pharmaceutical pricing program;
- a new Patient Centered Outcomes Research Institute to oversee, identify priorities in, and conduct comparative clinical effectiveness research, along with funding for such research;
- pharmaceutical companies are required to offer discounts on brand-name drugs to patients who fall within the Medicare Part D coverage gap, commonly referred to as the “donut hole”; and

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- pharmaceutical companies are required to pay an annual non-tax deductible fee to the federal government based on each company's market share of prior year total sales of branded products to certain federal healthcare programs, such as Medicare, Medicaid, Department of Veterans Affairs and Department of Defense. Since we expect our branded pharmaceutical sales, if any of our products are approved, to constitute a small portion of the total federal health program pharmaceutical market, we do not expect this annual assessment to have a material impact on our financial condition.

There have been judicial and Congressional challenges, and amendments to certain aspects of the PPACA. More recently, President Trump has suggested that he plans to seek repeal of all or portions of the PPACA and he has indicated that he wants Congress to replace the PPACA with new legislation. We expect there will be additional challenges and amendments to the PPACA in the future, including potential repeal of PPACA in full or in part. The full effect of the U.S. healthcare reform legislation on our business activities is unknown. The financial impact of the U.S. healthcare reform legislation will depend on a number of factors, including but not limited to, the policies reflected in implementing regulations and guidance and changes in sales volumes for products affected by the new system of rebates, discounts and fees. The legislation may also have a positive impact on our future net sales, if any, by increasing the aggregate number of persons with healthcare coverage in the United States. Further, new litigation is currently pending before the U.S. Supreme Court to invalidate certain provisions of the PPACA.

Moreover, we cannot predict what healthcare reform initiatives may be adopted in the future. Further federal and state legislative and regulatory developments are likely, and we expect ongoing initiatives in the United States to increase pressure on drug pricing. Such reforms could have an adverse effect on anticipated revenues from product candidates that we may successfully develop and for which we may obtain regulatory approval and may affect our overall financial condition and ability to develop product candidates.

Our ability to obtain services, reimbursement or funding from the federal government may be impacted by possible reductions in federal spending.

U.S. federal government agencies currently face potentially significant spending reductions. Under the Budget Control Act of 2011, the failure of Congress to enact deficit reduction measures of at least \$1.2 trillion for the years 2013 through 2021 triggered automatic cuts to most federal programs. These cuts would include aggregate reductions to Medicare payments to providers of up to two percent per fiscal year, which went into effect beginning on April 1, 2013 and will stay in effect through 2025 unless additional Congressional action is taken. The American Taxpayer Relief Act of 2012, which was enacted on January 1, 2013, among other things, reduced Medicare payments to several providers, including hospitals and imaging centers. The full impact on our business of these automatic cuts is uncertain. If federal spending is reduced, anticipated budgetary shortfalls may also impact the ability of relevant agencies, such as the FDA or the National Institutes of Health to continue to function at current levels. Amounts allocated to federal grants and contracts may be reduced or eliminated. These reductions may also impact the ability of relevant agencies to timely review and approve drug research and development, manufacturing, and marketing activities, which may delay our ability to develop, market and sell any products we may develop.

Obtaining and maintaining regulatory approval for our product candidates in one jurisdiction does not mean that we will be successful in obtaining regulatory approval of any of our product candidates in other jurisdictions.

Obtaining and maintaining regulatory approval for our product candidates in one jurisdiction does not guarantee that we will be able to obtain or maintain regulatory approval in any other jurisdiction, while a failure or delay in obtaining regulatory approval in one jurisdiction may have a negative effect on the regulatory approval process in others. For example, even if the FDA grants marketing approval for a product candidate, comparable regulatory authorities in foreign jurisdictions must also approve the manufacturing, marketing and promotion of the product candidate in those countries. Approval procedures vary among jurisdictions and can involve requirements and

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administrative review periods different from, and greater than, those in the United States, including additional preclinical studies or clinical trials as clinical studies conducted in one jurisdiction may not be accepted by regulatory authorities in other jurisdictions. In many jurisdictions outside the United States, a product candidate must be approved for reimbursement before it can be approved for sale in that jurisdiction. In some cases, the price that we intend to charge for our products is also subject to approval.

We may also submit marketing applications in other countries. Regulatory authorities in jurisdictions outside of the United States have requirements for approval of product candidates with which we must comply prior to marketing in those jurisdictions. Obtaining foreign regulatory approvals and compliance with foreign regulatory requirements could result in significant delays, difficulties and costs for us and could delay or prevent the introduction of our products in certain countries. If we fail to comply with the regulatory requirements in international markets or receive applicable marketing approvals, our target market will be reduced and our ability to realize the full market potential of our product candidates will be harmed.

If we or our third-party manufacturers fail to comply with environmental, health and safety laws and regulations, we could become subject to fines or penalties or incur costs that could have a material adverse effect on the success of our business.

Our research and development activities involve the controlled use of potentially hazardous substances, including chemical and biological materials, by ourselves and our third-party manufacturers. Our manufacturers are subject to federal, state and local laws and regulations in the United States and abroad governing laboratory procedures and the use, manufacture, storage, handling and disposal of medical and hazardous materials. Although we believe that our manufacturers' procedures for using, handling, storing and disposing of these materials comply with legally prescribed standards, we cannot completely eliminate the risk of contamination or injury resulting from medical or hazardous materials. As a result of any such contamination or injury, we may incur liability or local, city, state or federal authorities may curtail the use of these materials and interrupt our business operations. In the event of an accident, we could be held liable for damages or penalized with fines, and the liability could exceed our resources. We do not have any insurance for liabilities arising from medical or hazardous materials. Compliance with applicable environmental, health and safety laws and regulations is expensive, and current or future environmental regulations may impair our research, development and production efforts, which could harm our business, prospects, financial condition or results of operations.

Although we maintain workers' compensation insurance to cover us for costs and expenses we may incur due to injuries to our employees resulting from the use of hazardous materials, this insurance may not provide adequate coverage against potential liabilities. We do not maintain insurance for environmental liability or toxic tort claims that may be asserted against us in connection with our storage or disposal of biological, hazardous or radioactive materials.

In addition, we may incur substantial costs in order to comply with current or future environmental, health and safety laws and regulations. These current or future laws and regulations may impair our research, development or production efforts. Failure to comply with these laws and regulations also may result in substantial fines, penalties or other sanctions.

Risks Related to Our Intellectual Property

We depend on intellectual property licensed from CPF and Carna, and the termination of these licenses could result in the loss of significant rights, which would harm our business.

Pursuant to a license agreement with CPF, we hold an exclusive license from CPF to use certain patented technology, including certain patent rights, know-how and materials related to SRA737. Either party may terminate the agreement if the other party materially breaches the agreement, subject to certain cure provisions, and CPF may terminate the agreement in certain limited circumstances. We may also terminate the agreement at

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any time upon 90 days' prior written notice to CPF. Additionally, pursuant to a license agreement with Carna Biosciences, Inc. (Carna), we hold an exclusive license from Carna to use certain patented technology, including certain patent rights and know-how related to SRA141. Carna may terminate the agreement in the event of our material breach, subject to certain cure provisions, and we may terminate the agreement at any time upon 30 days' prior written notice to Carna.

Disputes may arise between us and our licensors regarding intellectual property subject to these license agreements, including with respect to:

- the scope of rights granted under the license agreement and other interpretation-related issues;
- whether and the extent to which our technology and processes infringe on intellectual property of the licensor that is not subject to the licensing agreement;
- the amount and timing of milestone and royalty payments;
- the rights of our licensors under the license agreements;
- our right to sublicense patent and other rights to third parties under collaborative development relationships;
- our diligence obligations with respect to the use of the licensed technology in relation to our development and commercialization of our product candidates, and what activities satisfy those diligence obligations; and
- the ownership of inventions and know-how resulting from the joint creation or use of intellectual property by our licensors and us and our partners.

Any disputes with our licensors over intellectual property that we have licensed from them may prevent or impair our ability to maintain our current licensing arrangements. We depend on these licensed technologies and products to develop our product candidates. Termination of our license agreements could result in the loss of significant rights and could materially harm our ability to further develop and commercialize our product candidates.

If we are not able to obtain and enforce patent protection for our technologies or product candidates, development and commercialization of our product candidates may be adversely affected.

Our success depends in part on our ability to obtain and maintain patents and other forms of intellectual property rights, including in-licenses of intellectual property rights of others, for our product candidates, methods used to manufacture our product candidates and methods for treating patients using our product candidates, as well as our ability to preserve our trade secrets, to prevent third parties from infringing upon our proprietary rights and to operate without infringing upon the proprietary rights of others. Our licensors have filed, and we will continue to file, patent applications directed to the compositions of matter and methods of use related to various aspects of our product candidates.

We and our current or future licensors and licensees may not be able to apply for or prosecute patents on certain aspects of our product candidates or technologies at a reasonable cost in a timely fashion or at all. It is also possible that we or our current licensors, or any future licensors or licensees, will fail to identify patentable aspects of inventions made in the course of development and commercialization activities before it is too late to obtain patent protection on them. Therefore, our patents and applications may not be prosecuted and enforced in a manner consistent with the best interests of our business. It is possible that defects of form in the preparation or filing of our patents or patent applications may exist, or may arise in the future, such as with respect to proper priority claims, inventorship, claim scope or patent term adjustments. If our current licensors, or any future licensors or licensees, are not fully cooperative or disagree with us as to the prosecution, maintenance or enforcement of any patent rights, such patent rights could be compromised and we might not be able to prevent

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third parties from making, using, and selling competing products. If there are material defects in the form or preparation of our patents or patent applications, such patents or applications may be invalid and unenforceable. Moreover, our competitors may independently develop equivalent knowledge, methods, and know-how. Any of these outcomes could impair our ability to prevent competition from third parties, which may have an adverse impact on our business, financial condition and operating results.

There is no guarantee that any of our pending patent applications will result in issued or granted patents, that any of our issued or granted patents will not later be found to be invalid or unenforceable or that any issued or granted patents will include claims that are sufficiently broad to cover our product candidates or technologies or to provide meaningful protection from our competitors. Moreover, the patent position of oncology companies can be highly uncertain because it involves complex legal and factual questions. We will be able to protect our proprietary rights from unauthorized use by third parties only to the extent that our current and future proprietary technology and product candidates are covered by valid and enforceable patents or are effectively maintained as trade secrets. If third parties disclose or misappropriate our proprietary rights, it may materially and adversely impact our position in the market.

The U.S. Patent and Trademark Office (USPTO) and various foreign governmental patent agencies require compliance with a number of procedural, documentary, fee payment and other provisions during the patent process. There are situations in which noncompliance can result in abandonment or lapse of a patent or patent application, resulting in partial or complete loss of patent rights in the relevant jurisdiction. In such an event, competitors might be able to enter the market earlier than would otherwise have been the case. The standards applied by the USPTO and foreign patent offices in granting patents are not always applied uniformly or predictably. For example, there is no uniform worldwide policy regarding patentable subject matter or the scope of claims allowable in oncology patents. Moreover, changes in either the patent laws or in the interpretations of patent laws in the United States and other countries may diminish the value of our intellectual property. As such, we do not know the degree of future protection that we will have on our proprietary products and technology. While we will endeavor to try to protect our product candidates with intellectual property rights such as patents, as appropriate, the process of obtaining patents is time-consuming, expensive and sometimes unpredictable.

Further, patents have a limited lifespan. In the United States, the natural expiration of a patent is generally 20 years after it is filed (or 20 years after the filing date of the first non-provisional US patent application to which it claims priority). Various extensions may be available; however, the life of a patent, and the protection it affords, is limited. Without patent protection for our product candidates, we may be open to competition from generic versions of our product candidates. Further, the extensive period of time between patent filing and regulatory approval for a product candidate limits the time during which we can market a product candidate under patent protection, which may particularly affect the profitability of our early-stage product candidates.

If we are unable to protect the confidentiality of our trade secrets our business and competitive position would be harmed.

In addition to seeking patent protection for certain aspects of our product candidates and technologies, we also consider trade secrets, including confidential and unpatented know-how important to the maintenance of our competitive position. We protect trade secrets and confidential and unpatented know-how, in part, by entering into non-disclosure and confidentiality agreements with parties who have access to such knowledge, such as our employees, outside scientific collaborators, CROs, contract manufacturers, consultants, advisors and other third parties. We also enter into confidentiality and invention or patent assignment agreements with our employees and consultants that obligate them to maintain confidentiality and assign their inventions to us.

Despite these efforts, any of these parties may breach the agreements and disclose our proprietary information, including our trade secrets, and we may not be able to obtain adequate remedies for such breaches. Enforcing a claim that a party illegally disclosed or misappropriated a trade secret is difficult, expensive and time-consuming, and the outcome is unpredictable. In addition, some courts in the United States and certain foreign jurisdictions

are less willing or unwilling to protect trade secrets. If any of our trade secrets were to be lawfully obtained or independently developed by a competitor, we would have no right to prevent them from using that technology or information to compete with us. If any of our trade secrets were to be disclosed to or independently developed by a competitor, our competitive position would be harmed.

Changes in patent law could diminish the value of patents in general, thereby impairing our ability to protect our product candidates.

Numerous recent changes to the patent laws and proposed changes to the rules of the USPTO may have a significant impact on our ability to protect our technology and enforce our intellectual property rights. For example, the Leahy-Smith America Invents Act (AIA) enacted in 2011 involves significant changes in patent legislation. An important change introduced by the AIA is that, as of March 16, 2013, the United States transitioned to a “first-to-file” system for deciding which party should be granted a patent when two or more patent applications are filed by different parties claiming the same invention. A third party that files a patent application in the USPTO after that date but before us could therefore be awarded a patent covering an invention of ours even if we had made the invention before it was made by the third party. This will require us to be cognizant going forward of the time from invention to filing of a patent application.

Further, the Supreme Court has ruled on several patent cases in recent years, some of which cases either narrow the scope of patent protection available in certain circumstances or weaken the rights of patent owners in certain situations. These changes have led to increasing uncertainty with regard to the scope and value of our issued patents and to our ability to obtain patents in the future.

Among some of the other changes introduced by the AIA are changes that limit where a patentee may file a patent infringement suit and providing opportunities for third parties to challenge any issued patent in the USPTO. This applies to all of our U.S. patents, even those issued before March 16, 2013. Because of a lower evidentiary standard in USPTO proceedings compared to the evidentiary standard in United States federal court necessary to invalidate a patent claim, a third party could potentially provide evidence in a USPTO proceeding sufficient for the USPTO to hold a claim invalid even though the same evidence would be insufficient to invalidate the claim if first presented in a district court action. Accordingly, a third party may attempt to use the USPTO procedures to invalidate our patent claims that would not have been invalidated if first challenged by the third party as a defendant in a district court action.

Depending on decisions by the U.S. Congress, the U.S. federal courts, the USPTO or similar authorities in foreign jurisdictions, the laws and regulations governing patents could change in unpredictable ways that may weaken our and our licensors’ ability to obtain new patents or to enforce existing patents we and our licensors or partners may obtain in the future.

Once granted, patents may remain open to opposition, interference, re-examination, post-grant review, inter partes review, nullification derivation and opposition proceedings in court or before patent offices or similar proceedings for a given period after allowance or grant, during which time third parties can raise objections against such initial grant. In the course of such proceedings, which may continue for a protracted period of time, the patent owner may be compelled to limit the scope of the allowed or granted claims thus attacked, or may lose the allowed or granted claims altogether.

We, our licensors or any future strategic partners may become subject to third-party claims or litigation alleging infringement of patents or other proprietary rights or seeking to invalidate patents or other proprietary rights.

We, our licensors or any future strategic partners may be subject to third-party claims for infringement or misappropriation of patent or other proprietary rights that prevent us from developing and commercializing our products. If we, our licensors or any future strategic partners are found to infringe a third-party patent or other intellectual property rights, we could be required to pay substantial damages, potentially including treble

damages and attorneys' fees, if we are found to have willfully infringed. In addition, we, our licensors or any future strategic partners may choose to seek, or be required to seek, a license from a third party, which may not be available on acceptable terms, if at all. Even if a license can be obtained on acceptable terms, the rights may be non-exclusive, which could give our competitors access to the same technology or intellectual property rights licensed to us. If we fail to obtain a required license, we may be unable to effectively market product candidates, which could limit our ability to generate revenue or achieve profitability and possibly prevent us from generating revenue sufficient to sustain our operations. Alternatively, we may need to redesign our infringing products, which may be impossible or require substantial time and monetary expenditure. In addition, we may find it necessary to pursue claims or initiate lawsuits to protect or enforce our patent or other intellectual property rights. The cost to us in defending or initiating any litigation or other proceeding relating to patent or other proprietary rights, even if resolved in our favor, could be substantial, and litigation would divert our management's attention. Some of our competitors may be able to sustain the costs of complex patent litigation more effectively than we can because they have substantially greater resources. Uncertainties resulting from the initiation and continuation of patent litigation or other proceedings could delay our research and development efforts and limit our ability to continue our operations.

We may be involved in lawsuits to protect or enforce our patents or the patents of our licensors, which could be expensive, time-consuming and unsuccessful.

Competitors may infringe our patents or the patents of our licensors. To counter infringement or unauthorized use, we may be required to file infringement claims, which can be expensive and time-consuming. If we were to initiate legal proceedings against a third party to enforce a patent covering one of our products or our technology, the defendant could counterclaim that our patent is invalid or unenforceable. In patent litigation in the United States, defendant counterclaims alleging invalidity or unenforceability are commonplace. Grounds for a validity challenge could be an alleged failure to meet any of several statutory requirements, for example, lack of novelty, obviousness or non-enablement. Grounds for an unenforceability assertion could be an allegation that someone connected with prosecution of the patent withheld relevant information from the USPTO, or made a misleading statement, during prosecution. The outcome following legal assertions of invalidity and unenforceability during patent litigation is unpredictable. With respect to the validity question, for example, we cannot be certain that there is no invalidating prior art, of which we and the patent examiner were unaware during prosecution. If a defendant were to prevail on a legal assertion of invalidity or unenforceability, we would lose at least part, and perhaps all, of the patent protection on one or more of our products or certain aspects of our platform technology. Such a loss of patent protection could have a material adverse impact on our business. Patents and other intellectual property rights also will not protect our technology if competitors design around our protected technology without legally infringing our patents or other intellectual property rights.

In addition, in an infringement proceeding, a court may refuse to stop the other party from using the technology at issue on the grounds that our patents do not cover the technology in question. An adverse result in any litigation or defense proceedings could put one or more of our patents at risk of being invalidated, held unenforceable, or interpreted narrowly and could put our patent applications at risk of not issuing. Defense of these claims, regardless of their merit, would involve substantial litigation expense and would be a substantial diversion of employee resources from our business.

Interference proceedings provoked by third parties or brought by the USPTO may be necessary to determine the priority of inventions with respect to our patents or patent applications or those of our licensors. An unfavorable outcome could result in a loss of our current patent rights and could require us to cease using the related technology or to attempt to license rights to it from the prevailing party. Our business could be harmed if the prevailing party does not offer us a license on commercially reasonable terms. Litigation or interference proceedings may result in a decision adverse to our interests and, even if we are successful, may result in substantial costs and distract our management and other employees. We may not be able to prevent, alone or with our licensors, misappropriation of our trade secrets or confidential information, particularly in countries where the laws may not protect those rights as fully as in the United States.

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Furthermore, because of the substantial amount of discovery required in connection with intellectual property litigation, there is a risk that some of our confidential information could be compromised by disclosure during this type of litigation. In addition, there could be public announcements of the results of hearings, motions or other interim proceedings or developments. If securities analysts or investors perceive these results to be negative, it could have a substantial adverse effect on the price of our common stock.

Obtaining and maintaining our patent protection depends on compliance with various procedural, document submission, fee payment and other requirements imposed by governmental patent agencies, and our patent protection could be reduced or eliminated for non-compliance with these requirements.

We have limited foreign intellectual property rights and may not be able to protect our intellectual property rights throughout the world.

We have limited intellectual property rights outside the United States. Filing, prosecuting and defending patents on product candidates in all countries throughout the world would be prohibitively expensive, and our intellectual property rights in some countries outside the United States can be less extensive than those in the United States. In addition, the laws of some foreign countries do not protect intellectual property rights to the same extent as federal and state laws in the United States. Consequently, we may not be able to prevent third parties from practicing our inventions in all countries outside the United States, or from selling or importing products made using our inventions in and into the United States or other jurisdictions. Competitors may use our technologies in jurisdictions where we have not obtained patent protection to develop their own products and further, may export otherwise infringing products to territories where we have patent protection, but enforcement is not as strong as that in the United States. These products may compete with our products and our patents or other intellectual property rights may not be effective or sufficient to prevent them from competing.

Many companies have encountered significant problems in protecting and defending intellectual property rights in foreign jurisdictions. The legal systems of certain countries, particularly certain developing countries, do not favor the enforcement of patents, trade secrets and other intellectual property protection, particularly those relating to oncology products, which could make it difficult for us to stop the infringement of our patents or marketing of competing products in violation of our proprietary rights generally. Proceedings to enforce our patent rights in foreign jurisdictions could result in substantial costs and divert our efforts and attention from other aspects of our business, could put our patents at risk of being invalidated or interpreted narrowly and our patent applications at risk of not issuing and could provoke third parties to assert claims against us. We may not prevail in any lawsuits that we initiate and the damages or other remedies awarded, if any, may not be commercially meaningful. Accordingly, our efforts to enforce our intellectual property rights around the world may be inadequate to obtain a significant commercial advantage from the intellectual property that we develop or license.

If we fail to comply with our obligations under any license, collaboration or other agreements, we may be required to pay damages and could lose intellectual property rights that are necessary for developing and protecting our product candidates and technologies or we could lose certain rights to grant sublicenses.

Our current license agreements impose, and any future licenses we enter into are likely to impose, various development, commercialization, funding, milestone, royalty, diligence, sublicensing, insurance, patent prosecution and enforcement, and other obligations on us. For example, we are required to use commercially reasonable efforts to develop and commercialize licensed products, and are required to pay CPF and Carina milestone payments in an aggregate amount of up to \$319.5 and \$270 million, respectively, based upon the achievement of certain developmental, regulatory and commercial milestones of SRA737 and SRA141. We are also required to pay CPF tiered high single-digit to low double-digit royalties on the net sales of SRA737 and to pay Carina tiered single-digit royalties on the net sales of SRA141. If we breach any of these obligations, or use the intellectual property licensed to us in an unauthorized manner, we may be required to pay damages and the licensor may have the right to terminate the license, which could result in us being unable to develop,

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manufacture and sell products that are covered by the licensed technology or enable a competitor to gain access to the licensed technology. We may also be required to negotiate to return our licensed intellectual property related to SRA737 to CPF if we cease or scale back development and commercialization of SRA737 for oncology-related indications. Moreover, our licensors may own or control intellectual property that has not been licensed to us and, as a result, we may be subject to claims, regardless of their merit, that we are infringing or otherwise violating the licensor's rights. In addition, we may be required to pay significant milestone and royalty payments, depending on the technology and intellectual property we use in products that we successfully develop and commercialize, if any. Therefore, even if we successfully develop and commercialize products, we may be unable to achieve or maintain profitability.

We may be subject to claims that our employees, consultants or independent contractors have wrongfully used or disclosed confidential information of third parties.

We have received confidential and proprietary information from third parties. In addition, we employ individuals who were previously employed at other oncology companies. We may be subject to claims that we or our employees, consultants or independent contractors have inadvertently or otherwise used or disclosed confidential information of these third parties or our employees' former employers. Litigation may be necessary to defend against these claims. Even if we are successful in defending against these claims, litigation could result in substantial cost and be a distraction to our management and employees.

Risks Related to Ownership of Our Common Stock

The market price of our common stock has been and may continue to be volatile, and you may be unable to sell your shares at or above the price at which you purchased them.

The market price of our common stock may be subject to wide fluctuations. For example, we experienced a significant decrease in our stock price after we announced the suspension of the development of our former lead product candidate PNT2258 and the DNAi platform in June 2016. Factors affecting the market price of our common stock include:

- the timing and results of development activities related to our product candidates;
- the commencement, enrollment or results of future clinical trials we may conduct, or changes in the development status of our product candidates;
- any delay in our regulatory filings for our product candidates and any adverse development or perceived adverse development with respect to the applicable regulatory authority's review of such filings;
- disputes with CPF or Carina regarding our licensed technology and products;
- our ability to acquire or in-license new product candidates to grow our pipeline;
- adverse results or delays in preclinical studies or clinical trials;
- changes in laws or regulations applicable to our product candidates, including but not limited to clinical trial requirements for approvals;
- adverse developments concerning our manufacturers;
- our inability to obtain adequate product supply for any approved product or inability to do so at acceptable prices;
- our inability to establish collaborations if needed;
- our failure to commercialize our product candidates;
- additions or departures of key scientific or management personnel;

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- unanticipated serious safety concerns related to the use of our product candidates;
- announcements of significant acquisitions, strategic partnerships, joint ventures or capital commitments by us or our competitors;
- the size and growth of our initial target markets;
- our ability to successfully treat additional types of cancers or at different stages;
- actual or anticipated variations in quarterly operating results;
- our failure to meet the estimates and projections of the investment community or that we may otherwise provide to the public;
- publication of research reports about us or our industry, or immunotherapy in particular, or positive or negative recommendations or withdrawal of research coverage by securities analysts;
- changes in the market valuations of similar companies;
- overall performance of the equity markets;
- sales of our common stock by us or our stockholders in the future;
- disputes or other developments relating to proprietary rights, including patents, litigation matters and our ability to obtain patent protection for our technologies;
- significant lawsuits, including patent or stockholder litigation;
- general political and economic conditions; and
- other events or factors, many of which are beyond our control.

In addition, the stock market in general, and oncology companies in particular, have experienced extreme price and volume fluctuations that have often been unrelated or disproportionate to the operating performance of these companies. Broad market and industry factors may negatively affect the market price of our common stock, regardless of our actual operating performance. In the past, securities class action litigation has often been instituted against companies following periods of volatility in the market price of a company's securities. This type of litigation, if instituted, could result in substantial costs and a diversion of management's attention and resources, which would harm our business, operating results or financial condition.

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

We currently anticipate that we will retain future earnings for the development, operation and expansion of our business and do not anticipate declaring or paying any cash dividends for the foreseeable future. Any return to stockholders will therefore be limited to the appreciation of their stock.

We are an emerging growth company, and we cannot be certain if the reduced reporting requirements applicable to emerging growth companies will make our common stock less attractive to investors.

We are an emerging growth company, as defined in the Jumpstart Our Business Startups Act (JOBS Act) enacted in April 2012. For as long as we continue to be an emerging growth company, we may take advantage of exemptions from various reporting requirements that are applicable to other public companies that are not emerging growth companies, including not being required to comply with the auditor attestation requirements of Section 404 (Section 404) of the Sarbanes-Oxley Act of 2002, as amended (Sarbanes-Oxley Act), reduced disclosure obligations regarding executive compensation in our periodic reports and proxy statements and exemptions from the requirements of holding nonbinding advisory stockholder votes on executive compensation and stockholder approval of any golden parachute payments not previously approved. We cannot predict if

investors will find our common stock less attractive because we may rely on these exemptions. If some investors find our common stock less attractive as a result, there may be a less active trading market for our common stock and our stock price may be more volatile.

We will remain an emerging growth company until the earlier of (i) the last day of the fiscal year (a) following the fifth anniversary of the completion of our IPO, (b) in which we have total annual gross revenue of at least \$1 billion or (c) in which we are deemed to be a large accelerated filer, which requires the market value of our common stock that is held by non-affiliates to exceed \$700 million as of the prior June 30th, and (ii) the date on which we have issued more than \$1 billion in non-convertible debt during the prior three-year period.

Under the JOBS Act, emerging growth companies can also delay adopting new or revised accounting standards until such time as those standards apply to private companies. We have irrevocably elected not to avail ourselves of this exemption from new or revised accounting standards and, therefore, are subject to the same new or revised accounting standards as other public companies that are not emerging growth companies. As a result, changes in rules of U.S. generally accepted accounting principles or their interpretation, the adoption of new guidance or the application of existing guidance to changes in our business could significantly affect our financial position and results of operations.

We incur significantly increased costs and devote substantial management time as a result of operating as a public company.

As a public company, we incur significant legal, accounting and other expenses that we did not incur as a private company. The Sarbanes-Oxley Act, the Dodd-Frank Wall Street Reform and Consumer Protection Act, the listing requirements of the stock exchange upon which our common stock is listed and other applicable securities rules and regulations impose various requirements on public companies, including establishment and maintenance of effective disclosure and financial controls and corporate governance practices. Our management and other personnel devote a substantial amount of time to these compliance initiatives. Moreover, these rules and regulations increase our legal and financial compliance costs and make some activities more time-consuming and costly. However, these rules and regulations are often subject to varying interpretations, in many cases due to their lack of specificity, and, as a result, their application in practice may evolve over time as new guidance is provided by regulatory and governing bodies. This could result in continuing uncertainty regarding compliance matters and higher costs necessitated by ongoing revisions to disclosure and governance practices.

Pursuant to Section 404, we are required to furnish a report by our management on our internal control over financial reporting. However, while we remain an emerging growth company, we will not be required to include an attestation report on internal control over financial reporting issued by our independent registered public accounting firm. To achieve compliance with Section 404 within the prescribed period, we are engaged in a process to document and evaluate our internal control over financial reporting, which is both costly and challenging. In this regard, we will need to continue to dedicate internal resources, potentially engage outside consultants and adopt a detailed work plan to assess and document the adequacy of internal control over financial reporting, continue steps to improve control processes as appropriate, validate through testing that controls are functioning as documented and implement a continuous reporting and improvement process for internal control over financial reporting. Despite our efforts, there is a risk that we will not be able to conclude, within the prescribed timeframe or at all, that our internal control over financial reporting is effective as required by Section 404.

Additionally, we have in the past and may in the future identify material weaknesses or significant deficiencies in internal control over financial reporting. Under standards established by the Public Company Accounting Oversight Board, a deficiency in internal control over financial reporting exists when the design or operation of a control does not allow management or personnel, in the normal course of performing their assigned functions, to prevent or detect misstatements on a timely basis. A material weakness is a deficiency or combination of deficiencies in internal control over financial reporting, such that there is a reasonable possibility that a material

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misstatement of our annual or interim financial statements will not be prevented or detected and corrected on a timely basis. We cannot assure you that there will not be additional material weaknesses or significant deficiencies that our independent registered public accounting firm or we will identify. If we identify such issues or if we are unable to produce accurate and timely financial statements, our stock price may be adversely affected and we may be unable to maintain compliance with the Nasdaq Stock Market listing requirements.

Provisions in our restated certificate of incorporation and restated bylaws and Delaware law might discourage, delay or prevent a change in control of our company or changes in our management and, therefore, depress the market price of our common stock.

Our restated certificate of incorporation and restated bylaws contain provisions that could depress the market price of our common stock by acting to discourage, delay or prevent a change in control of our company or changes in our management that the stockholders of our company may deem advantageous. These provisions, among other things:

- establish a classified board of directors so that not all members of our board are elected at one time;
- permit only the board of directors to establish the number of directors and fill vacancies on the board;
- provide that directors may only be removed “for cause” and only with the approval of two-thirds of our stockholders;
- require super-majority voting to amend some provisions in our restated certificate of incorporation and restated bylaws;
- authorize the issuance of “blank check” preferred stock that our board could use to implement a stockholder rights plan (also known as a “poison pill”);
- eliminate the ability of our stockholders to call special meetings of stockholders;
- prohibit stockholder action by written consent, which requires all stockholder actions to be taken at a meeting of our stockholders;
- prohibit cumulative voting; and
- establish advance notice requirements for nominations for election to our board or for proposing matters that can be acted upon by stockholders at annual stockholder meetings.

In addition, Section 203 of the Delaware General Corporation Law may discourage, delay or prevent a change in control of our company. Section 203 imposes certain restrictions on mergers, business combinations and other transactions between us and holders of 15% or more of our common stock.

If securities or industry analysts do not publish research, or publish inaccurate or unfavorable research, about our business, our stock price and trading volume could decline.

The trading market for our common stock depends in part on the research and reports that securities or industry analysts publish about us or our business. If one or more of the securities or industry analysts who publish research about us downgrade our stock or publish inaccurate or unfavorable evaluations of our company or our stock, the price of our stock could decline. If one or more of these analysts cease coverage of our company, our stock may lose visibility in the market, which in turn could cause our stock price to decline.

Item 1B. Unresolved Staff Comments.

None.

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Item 2. Properties.

Our corporate headquarters is located in Vancouver, British Columbia, Canada, where we occupy approximately 8,300 square feet of office space under a lease that expires in February 2018. We believe that this facility is sufficient to meet our current needs.

Item 3. Legal Proceedings.

On November 9, 2016, a purported securities class action lawsuit was filed in the United States District Court for the Southern District of New York against us and certain of our executive officers. The lawsuit was brought by purported stockholders of our company seeking to represent a class consisting of stockholders who purchased stock between July 15, 2015 and June 6, 2016. The lawsuit asserts claims under Sections 10(b) and 20(a) of the Securities Exchange Act of 1934 and seeks unspecified damages and other relief. We believe that the claims are without merit and intend to defend the lawsuit vigorously. It is possible that additional similar lawsuits could be filed. Due to the early stage of the litigation, we are unable to predict the outcome of this matter and are unable to make a meaningful estimate of the amount or range of loss, if any, that could result from an unfavorable outcome.

On November 18, 2016, a purported securities class action lawsuit was filed in the Superior Court of the State of California for the County of San Mateo against us, certain of our executive officers and directors, and the underwriters for our initial public offering of our common stock. On February 9, 2017, a substantially identical putative class action suit was filed in the Superior Court of the State of California for the County of San Mateo asserting the same claims on behalf of the same putative class. The lawsuits were brought by purported stockholders of our company seeking to represent a class consisting of stockholders who purchased stock pursuant to and/or traceable to our Registration Statement on Form S-1. The lawsuits assert claims under Sections 11 and 15 of the Securities Exchange Act of 1934 and seek unspecified damages and other relief. We believe that the claims are without merit and intend to defend the lawsuits vigorously. It is possible that additional similar lawsuits could be filed. Due to the early stage of the litigation, we are unable to predict the outcome of these cases and are unable to make a meaningful estimate of the amount or range of loss, if any, that could result from an unfavorable outcome.

From time to time, we may become involved in various other claims and legal proceedings relating to claims arising out of our operations. We are not currently a party to any other legal proceedings that, in the opinion of our management, are likely to have a material adverse effect on our business. Regardless of outcome, litigation can have an adverse impact on us because of defense and settlement costs, diversion of management resources and other factors.

Item 4. Mine Safety Disclosures.

Not applicable.

PART II

Item 5. Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.

Price Range of Common Stock

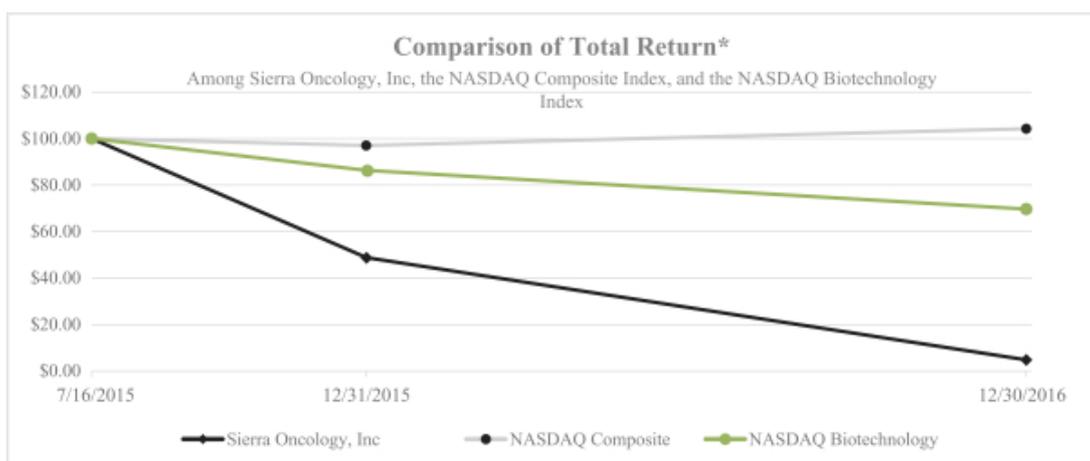
Our common stock has been listed on the NASDAQ Global market since July 16, 2015. Our stock trades under the symbol “SRRA”. Prior to July 16, 2015, there was no public trading market for our common stock. The following table sets forth for the periods indicated the high and low sale prices per share of our common stock as reported on the NASDAQ Global Market:

	<u>High</u>	<u>Low</u>
Fiscal Year 2015		
Third Quarter	\$33.75	\$19.04
Fourth Quarter	\$20.85	\$13.18
Fiscal Year ending December 31, 2016		
First Quarter	\$14.71	\$ 5.70
Second Quarter	\$ 7.22	\$ 1.85
Third Quarter	\$ 2.25	\$ 1.77
Fourth Quarter	\$ 1.93	\$ 1.32

On February 28, 2017, the last reported sale price of our common stock on the NASDAQ Global Market was \$1.51 per share. As of February 28, 2017, there were 94 holders of record of our common stock. The actual number of stockholders is greater than this number of record holders and includes stockholders who are beneficial owners but whose shares are held in street name by brokers and other nominees.

Stock Price Performance Graph

The graph below shows a comparison from July 16, 2015, the date on which our common stock first began trading on the NASDAQ Global Market, of the cumulative total return on an assumed investment of \$100.00 in cash in our common stock as compared to the same investment in the NASDAQ Composite Index and the NASDAQ Biotechnology Index, all through to December 31, 2016. Such returns are based on historical results and are not intended to suggest future performance.



* \$100 invested on July 16, 2015 in stock or index. Fiscal year ending December 31.

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Cumulative Total Return Comparison

	7/16/15	12/31/15	12/30/16
Sierra Oncology, Inc.	\$100.00	\$48.83	\$ 4.84
NASDAQ Composite	\$100.00	\$96.98	\$104.26
NASDAQ Biotechnology	\$100.00	\$86.42	\$ 69.67

This performance graph is not deemed to be “soliciting material” or to be “filed” with the SEC for purposes of Section 18 of the Exchange Act, or incorporated by reference into any of our filings under the Securities Act or the Exchange Act, except as shall be expressly set forth by specific reference to such filing.

Dividend Policy

We have never declared or paid cash or stock dividends on our common stock. We currently intend to retain all available funds and any future earnings for use in the operation of our business and do not anticipate paying any dividends on our common stock in the foreseeable future. Any future determination to declare dividends on common stock will be made at the discretion of our board of directors and will depend on our financial condition, operating results, capital requirements, general business conditions and other factors that our board of directors may deem relevant.

Use of Proceeds from Registered Securities

On July 15, 2015, our Registration Statement on Form S-1 (File No. 333-204921) relating to the IPO of our common stock was declared effective by the SEC. Pursuant to such Registration Statement, we sold an aggregate of 9,315,000 shares of our common stock at a price of \$17.00 per share for aggregate cash proceeds of approximately \$143.6 million, net of underwriting discounts and commissions and offering costs.

In June 2016, we halted investment in PNT2258, our former lead product candidate, based on our review of the interim results from a Phase 2 trial of PNT2258. Accordingly, we now intend to use the remaining net proceeds from our IPO to advance the development of product candidates SRA737 and SRA141, acquire or in-license additional product candidates and technologies, and for other general corporate purposes.

Recent Sales of Unregistered Securities

None.

Issuer Purchases of Equity Securities by the Issuer and Affiliated Purchasers

None.

Securities Authorized for Issuance under Equity Compensation Plans

The information called for by this item is incorporated by reference to our Proxy Statement for the 2017 Annual Meeting of Stockholders. See Part III, Item 12 “Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.”

Item 6. Selected Consolidated Financial Data.

We have derived the following selected consolidated statement of operations data for the years ended December 31, 2016, 2015 and 2014 and the selected consolidated balance sheet data as of December 31, 2016 and 2015 from our audited consolidated financial statements included elsewhere in this report.

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Our historical results are not necessarily indicative of the results that may be expected in the future. You should read the selected consolidated financial data below in conjunction with Part II, Item 7 “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and our consolidated financial statements and the related notes included in this Annual Report on Form 10-K.

	Year Ended December 31,		
	2016	2015	2014
(in thousands except share and per share data)			
Consolidated Statements of Operations Data:			
Operating expenses ⁽¹⁾ :			
Research and development	\$ 33,895	\$ 26,356	\$ 19,078
General and administrative	14,180	9,472	3,500
Total operating expenses	<u>48,075</u>	<u>35,828</u>	<u>22,578</u>
Loss from operations	(48,075)	(35,828)	(22,578)
Other income (expense), net:			
Change in fair value of preferred stock warrants	—	(17,443)	(1,380)
Other income	351	66	87
Total other income (expense), net	<u>351</u>	<u>(17,377)</u>	<u>(1,293)</u>
Loss before provision for income taxes	(47,724)	(53,205)	(23,871)
Provision for income taxes	143	55	2
Net loss	<u>(47,867)</u>	<u>(53,260)</u>	<u>(23,873)</u>
Adjustment to redemption value on redeemable convertible preferred stock	—	(374,015)	(49,849)
Series B and B-1 redeemable convertible preferred stock dividend	—	(5,543)	—
Series C and D redeemable convertible preferred stock dividend	—	(20,366)	—
Net loss attributable to common stockholders	<u>\$ (47,867)</u>	<u>\$ (453,184)</u>	<u>\$ (73,722)</u>
Net loss per share attributable to common stockholders, basic and diluted ⁽²⁾	<u>\$ (1.58)</u>	<u>\$ (31.47)</u>	<u>\$ (69.08)</u>
Weighted-average shares used in computing net loss per share attributable to common stockholders, basic and diluted ⁽²⁾	<u>30,240,258</u>	<u>14,399,506</u>	<u>1,067,259</u>

(1) Includes the following stock-based compensation:

	Year Ended December 31,		
	2016	2015	2014
(in thousands)			
Stock-based compensation:			
Research and development	\$3,635	\$1,846	\$ 65
General and administrative	1,875	1,340	237
Total stock-based compensation	<u>\$5,510</u>	<u>\$3,186</u>	<u>\$302</u>

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- (2) Basic and diluted net loss per share attributable to common stockholders is computed based on the weighted-average number of shares of common stock outstanding during each period. On June 29, 2015, our board of directors approved a 7.45-to-1 reverse stock split of our common stock, convertible preferred stock and redeemable convertible preferred stock, which became effective on July 2, 2015. All share and per share data in this table has been adjusted to reflect the reverse stock split. For additional information, see Notes 1 and 3 to our consolidated financial statements included elsewhere in this Annual Report on Form 10-K.

	December 31,		
	2016	2015	2014
Consolidated Balance Sheets Data:			
Cash and cash equivalents	\$ 109,007	\$ 150,180	\$ 29,154
Short-term investments	—	—	10,010
Working capital	102,625	144,456	37,630
Total assets	110,973	152,768	40,565
Preferred stock warrant liabilities	—	—	1,810
Total liabilities	7,725	7,397	4,005
Convertible preferred stock	—	—	2,543
Redeemable convertible preferred stock	—	—	141,832
Accumulated deficit	(582,054)	(534,187)	(107,807)
Total stockholders' equity (deficit)	103,248	145,371	(107,815)

Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations.

The following discussion contains management’s discussion and analysis of our financial condition and results of operations and should be read together with the historical consolidated financial statements and the notes thereto included in Part II, Item 8 “Consolidated Financial Statements and Supplementary Data.” This discussion contains forward-looking statements that reflect our plans, estimates and beliefs and involve numerous risks and uncertainties, including but not limited to those described in the “Risk Factors” section of this Annual Report. Actual results may differ materially from those contained in any forward-looking statements. You should carefully read “Special Note Regarding Forward-Looking Statements” and Part I, Item 1A, “Risk Factors.”

We are a clinical stage drug development company advancing targeted therapeutics for the treatment of patients with cancer. We are an ambitious oncology-focused company, oriented towards achieving the successful registration and commercialization of our product candidates. We have a world-class management team with a proven track record of success in oncology drug development and we are advancing an emerging pipeline of next generation therapies that target the DNA Damage Response (DDR) network.

Our lead product candidate, SRA737, is a highly selective, orally bioavailable small molecule inhibitor of Checkpoint kinase 1 (Chk1). Chk1 is a key cell cycle checkpoint and central regulator of the DDR network, a system of cellular pathways that monitor, detect and repair DNA damage. In cancer cells, replication stress induced by oncogenic drivers (e.g., MYC and RAS) combined with loss of function in tumor suppressors (e.g., TP53 and ATM) results in persistent DNA damage and genomic instability. Targeted inhibition of the remaining components of the DDR network, such as by SRA737, may be synthetically lethal to cancer cells and have utility as a monotherapy in a range of tumor indications.

Chk1 is also believed to facilitate tumor cell resistance to chemotherapy or radiation-induced DNA damage and, as such, the combination of SRA737 with these standards-of-care may provide synergistic anti-tumor activity, consistent with findings in preclinical oncology models. Importantly, the oral bioavailability of SRA737 may afford greater dosing flexibility for both monotherapy and combination therapy settings than is possible with intravenously administered agents.

We are pursuing an innovative development plan for SRA737, which is currently being evaluated in two Phase 1 clinical trials in patients with advanced cancer. The first trial is intended to evaluate SRA737’s potential to induce synthetic lethality as monotherapy, while the second trial is intended to explore SRA737’s potentiating effects in combination with DNA-damaging chemotherapy. We successfully transferred sponsorship of these two trials in January 2017 and subsequently submitted protocol amendments intended to enhance both of these studies. In particular, we plan to focus enrollment on pre-selected patients predicted to most likely derive benefit from SRA737 treatment based on the genetics of their tumors. A preliminary update of the SRA737 clinical trials is anticipated to be available approximately by the end of 2017.

Concurrently, we are conducting preclinical research evaluating SRA737 in combination with other DDR-targeted agents, including poly ADP ribose polymerase (PARP) inhibitors, as well as with immuno-oncology therapeutics, that may guide a potential next wave of clinical development for our asset, possibly further broadening its therapeutic utility.

We are also advancing SRA141, a potent, selective and orally bioavailable small molecule inhibitor of cell division cycle 7 kinase (Cdc7) undergoing preclinical development. Cdc7 is a key regulator of both DNA replication and the DDR network, making it a compelling emerging target for the potential treatment of a broad range of tumor types.

Sierra Oncology retains the global commercialization rights to both SRA737 and SRA141.

In June 2016, we suspended the development of PNT2258, our former lead product candidate, based on our review of the interim results from a Phase 2 trial of PNT2258. Although we observed modest efficacy from

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PNT2258 in this interim analysis, we did not view these data as robust enough to justify continued development of the drug. No further investment in PNT2258 or the underlying DNAi platform is contemplated and we subsequently have closed our research facility based in Plymouth, Michigan, which supported these programs.

Since inception, we have devoted substantially all of our resources to research and development activities, including the clinical development of our former lead product candidate PNT2258 and our current product candidates SRA141 and SRA737, and providing general and administrative support for these operations. We have never generated revenue and have incurred significant net losses since inception. Our net losses were \$47.9 million, \$53.3 and \$23.9 million for the years ended December 31, 2016, 2015 and 2014, respectively. As of December 31, 2016, we had an accumulated deficit of \$582.1 million. We expect to incur significant expenses and increasing operating losses for the foreseeable future. We anticipate that our expenses will increase substantially as we:

- invest to further develop our product candidates, SRA737, a small molecule inhibitor targeting Chk1 and SRA141, a small molecule inhibitor targeting Cdc7;
- acquire or in-license additional product candidates and technologies;
- develop additional product candidates;
- hire additional clinical, scientific and management personnel;
- invest in scaling our manufacturing capacity to support development and our global commercialization strategy;
- seek regulatory and marketing approvals for any product candidates that we may develop;
- ultimately establish a sales, marketing and distribution infrastructure to commercialize any drugs for which we may obtain marketing approval;
- defend against lawsuits alleging that we violated securities laws;
- maintain, expand and protect our intellectual property portfolio; and
- add operational, financial and management information systems and personnel, including personnel to support our drug development, any future commercialization efforts and to operate as a public company.

On July 21, 2015, we completed the initial public offering (IPO) of our common stock pursuant to a registration statement on Form S-1. In the IPO, we sold an aggregate of 9,315,000 shares of our common stock, which included 1,215,000 shares of common stock purchased by the underwriters upon the full exercise of their options to purchase additional common stock, at a price of \$17.00 per share. We received aggregate cash proceeds of approximately \$143.6 million from the IPO, net of underwriting discounts and commissions and offering expenses.

On February 14, 2017, we completed an underwritten public offering of 19,500,000 shares of common stock. As part of the underwritten public offering, on February 21, 2017 we issued an additional 2,347,636 shares of common stock representing the underwriters' majority exercise of their over-allotment option. All shares were offered by us at a price to the public of \$1.35 per share. The aggregate net proceeds received by us from the offering were \$27.3 million, net of underwriting discounts and commissions and estimated offering expenses.

We have funded our operations to date primarily from the issuance and sale of our common stock through public offerings, and our convertible and redeemable convertible preferred stock in private financings and, to a lesser extent, through debt financings and exercises of our preferred stock warrants. As of December 31, 2016, we had cash and cash equivalents of \$109.0 million. After giving effect to our February 2017 public offering, our cash and cash equivalents as of December 31, 2016 would have been \$136.3 million. Subsequent to the end of the year, in January 2017, we paid the \$2.0 million milestone payment due to CRT Pioneer Fund LP (CPF) upon the successful transfer of the two ongoing Phase I clinical trials for SRA737 in patients with advance cancer to us.

Components of Statements of Operations

Operating Expenses

Research and Development

Research and development expenses consist primarily of the following:

- fees or milestone payments incurred in connection with license agreements;
- personnel-related costs, which include salaries, benefits, stock-based compensation, recruitment fees and travel costs;
- costs associated with preclinical studies and clinical trials, regulatory activities and manufacturing activities to support clinical activities;
- fees paid to external service providers that conduct certain research and development, clinical and manufacturing activities on our behalf; and
- facility-related costs, which include direct and allocated expenses for rent and maintenance of facilities, depreciation and amortization expenses and other supplies.

The largest recurring component of our total operating expenses has historically been our investment in research and development activities, including the clinical development of our former lead product candidate PNT2258 and our current product candidates SRA737 and SRA141. We expect our research and development expenses will increase over the next few years as we advance our development programs, pursue regulatory approval of our product candidates in the United States and other jurisdictions, expand our portfolio of product candidates and prepare for potential commercialization, which will require a significant investment in areas related to contract manufacturing and inventory buildup.

The process of conducting clinical trials necessary to obtain regulatory approval is costly and time consuming. We may never succeed in achieving marketing approval for SRA737, SRA141 or any future product candidates. The probability of success of our product candidates may be affected by numerous factors, including clinical data, regulatory developments, competition, manufacturing capability and commercial viability. As a result, we are unable to determine the duration and completion costs of our research and development projects or when and to what extent we will generate revenue from the commercialization of SRA737, SRA141 or any future product candidates.

General and Administrative

General and administrative expenses consist of personnel-related costs, facility-related costs, allocated expenses and professional fees for services, including legal, human resources, audit and accounting services. Personnel-related costs consist of salaries, benefits, stock-based compensation, recruitment fees, severance costs and travel costs.

We expect to incur additional expenses associated with supporting our growing research and development activities, operating as a public company and other administration and professional services.

Restructuring Costs included in Research and Development and General and Administrative

In June 2016, we halted investment in PNT2258 and the DNAi platform and closed the related Phase 2 clinical trials to further enrollment. As a result, we closed our research facility in Plymouth, Michigan, renegotiated and terminated certain contracts, and implemented staff reductions in the United States and Canada.

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The following table summarizes restructuring activities for the year ended December 31, 2016:

	Contract Termination	Employee Termination	Asset Impairment	Total
	(in thousands)			
Accrual balance at December 31, 2015	\$ —	\$ —	\$ —	\$ —
Restructuring costs charged to research and development expense	2,249	—	—	2,249
Restructuring costs charged to general and administrative expense	5	332	130	467
Non-cash charges	(681)	—	(130)	(811)
Cash payments	(909)	(233)	—	(1,142)
Accrual balance at December 31, 2016	<u>\$ 664</u>	<u>\$ 99</u>	<u>\$ —</u>	<u>\$ 763</u>

Other Income (Expense), net

Change in Fair Value of Preferred Stock Warrants

Our preferred stock warrants were classified as a liability on our consolidated balance sheets and, as such, were re-measured to fair value at each balance sheet date, with the corresponding gain or loss from the adjustment recorded in the consolidated statement of operations. Upon the completion of the IPO, the liability on the outstanding preferred stock warrants was reclassified to additional paid-in capital in stockholders' equity.

Other Income

Other income primarily consists of interest and dividends earned on our cash and cash equivalents and short-term investments, as well as foreign currency exchange gains and losses. Foreign currency exchange gains and losses relate to transactions and monetary asset and liability balances denominated in currencies other than the U.S. dollar. Foreign currency gains and losses may continue to fluctuate in the future due to changes in foreign currency exchange rates.

Provision for Income Taxes

Provision for income taxes consists of federal and state income taxes in the United States and income taxes in Canada and Australia, as well as deferred income taxes and changes in related valuation allowance, reflecting the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes.

We did not record a provision for U.S. federal income taxes for the year ended December 31, 2016. Our tax expense relates to income taxes in Canada and Australia. Our net U.S. deferred tax assets continue to be offset by a full valuation allowance.

Results of Operations*Year Ended December 31, 2016 Compared to Year Ended December 31, 2015*

	Year Ended December 31,		Change	
	2016	2015	\$	%
(in thousands, except percentages)				
Operating expenses:				
Research and development	\$ 33,895	\$ 26,356	\$ 7,539	29%
General and administrative	14,180	9,472	4,708	50%
Total operating expenses	48,075	35,828	12,247	34%
Loss from operations	(48,075)	(35,828)	(12,247)	34%
Other income (expense), net:				
Change in fair value of preferred stock warrants	—	(17,443)	17,443	(100%)
Other income	351	66	285	432%
Total other income (expense), net	351	(17,377)	17,728	(102%)
Loss before provision for income taxes	(47,724)	(53,205)	5,481	(10%)
Provision for income taxes	143	55	88	160%
Net loss	<u>\$(47,867)</u>	<u>\$(53,260)</u>	<u>\$ 5,393</u>	(10%)

Research and Development

Research and development expenses increased \$7.5 million, from \$26.4 million in 2015 to \$33.9 million in 2016. The increase was primarily due to a \$7.0 million upfront fee paid to CPF for the exclusive license of SRA737, a \$2.0 million fee due upon the successful transfer of the two ongoing clinical trials in accordance with the license agreement, and a \$0.9 million upfront fee paid to Carma Biosciences, Inc. (Carma) for the exclusive license of SRA141. The remaining increase was attributable to a \$4.5 million increase in personnel-related costs due mainly to increased headcount, of which \$1.8 million was attributable to an increase in stock-based compensation, a \$2.2 million restructuring charge related to the halt in investment in PNT2258 and the DNAi platform, and a \$0.7 million increase in other research costs and allocated overhead expenses primarily related to increased headcount. These increased costs were partially offset by a \$6.7 million decrease in third-party manufacturing costs and a \$3.1 million decrease in clinical costs primarily due to halting our investment in PNT2258.

General and Administrative

General and administrative expenses increased \$4.7 million, from \$9.5 million in 2015 to \$14.2 million in 2016. The increase was primarily due to a \$2.3 million increase in personnel-related costs associated mainly with increased headcount, of which \$0.5 million was attributable to an increase in stock-based compensation. The remaining increase was attributable to a \$1.1 million increase related to business development activities, a \$0.8 million increase in allocated overhead expenses primarily related to increased headcount in support of corporate growth, and a \$0.5 million restructuring charge related to employee termination and asset impairment.

Change in Fair Value of Preferred Stock Warrants

The change in the fair value of our preferred stock warrants decreased \$17.4 million, from \$17.4 million in 2015 to nil in 2016. The preferred stock warrants were exercised immediately prior to the closing of the IPO, which closed on July 21, 2015.

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	Year Ended December 31,		Change	
	2015	2014	\$	%
(in thousands, except percentages)				
Operating expenses:				
Research and development	\$ 26,356	\$ 19,078	\$ 7,278	38%
General and administrative	9,472	3,500	5,972	171%
Total operating expenses	<u>35,828</u>	<u>22,578</u>	<u>13,250</u>	59%
Loss from operations	(35,828)	(22,578)	(13,250)	(59%)
Other income (expense), net:				
Change in fair value of preferred stock warrants	(17,443)	(1,380)	(16,063)	(1164%)
Other income	66	87	(21)	(24%)
Total other income (expense), net	<u>(17,377)</u>	<u>(1,293)</u>	<u>(16,084)</u>	(1244%)
Loss before provision for income taxes	(53,205)	(23,871)	(29,334)	(123%)
Provision for income taxes	55	2	53	2650%
Net loss	<u><u>\$ (53,260)</u></u>	<u><u>\$ (23,873)</u></u>	<u><u>\$ (29,387)</u></u>	(123%)

Research and Development

Research and development expenses increased \$7.3 million, from \$19.1 million in 2014 to \$26.4 million in 2015. The increase was primarily due to a \$7.4 million increase in costs related to the continuation of our PNT2258 clinical trials, a \$5.7 million increase in personnel-related costs, of which \$1.8 million was attributable to an increase in stock-based compensation, a \$4.8 million increase due to the third-party manufacturing costs for the manufacture of PNT2258 and a \$0.4 million increase in overhead. These increased costs were partially offset by a one-time \$11.0 million milestone payment that was made to Novosom during the year ended December 31, 2014.

General and Administrative

General and administrative expenses increased \$6.0 million, from \$3.5 million in 2014 to \$9.5 million in 2015. The increase was primarily due to a \$2.8 million increase in personnel-related costs, of which \$1.1 million was attributable to an increase in stock-based compensation. The remaining increase was attributable to a \$1.7 million increase in accounting, consulting, legal and other professional fees primarily incurred in connection with activities related to being a public company and a \$1.5 million increase in overhead expenses primarily related to increased headcount in support of corporate growth.

Change in Fair Value of Preferred Stock Warrants

The change in the fair value of our preferred stock warrants increased \$16.0 million, from \$1.4 million in 2014 to \$17.4 million in 2015. The increase in the fair value of our preferred stock warrants was directly attributable to the increase in the fair value of the underlying stock as a result of our progress towards our IPO, which closed on July 21, 2015.

Liquidity and Capital Resources**Capital Resources**

Since our inception, we have never generated revenue and have incurred significant net losses. We have funded our operations to date primarily from the issuance and sale of our common stock through public offerings, and our convertible and redeemable convertible preferred stock in private financings and, to a lesser extent, through debt financings and exercises of our preferred stock warrants. Our net losses were \$47.9 million, \$53.3 million

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and \$23.9 million for the years ended December 31, 2016, 2015 and 2014, respectively. As of December 31, 2016, we had an accumulated deficit of \$582.1 million. Our principal sources of liquidity as of December 31, 2016 were cash and cash equivalents of \$109.0 million.

On February 14, 2017, we completed an underwritten public offering of 19,500,000 shares of common stock. As part of the underwritten public offering, on February 21, 2017 we issued an additional 2,347,636 shares of common stock representing the underwriters' majority exercise of their over-allotment option. All shares were offered by us at a price to the public of \$1.35 per share. The aggregate net proceeds received by us from the offering were \$27.3 million, net of underwriting discounts and commissions and estimated offering expenses.

In July 2015, we closed our IPO and sold an aggregate of 9,315,000 shares of our common stock (inclusive of 1,215,000 shares of common stock pursuant to the full exercise of the underwriters' option to purchase additional shares) at a price of \$17.00 per share. We received aggregate cash proceeds of approximately \$143.6 million from the IPO, net of underwriting discounts and commissions and offering expenses. As of December 31, 2016, we did not have any outstanding borrowings or any debt arrangements.

We expect to incur significant expenses and increasing operating losses for the foreseeable future. We anticipate that our expenses will increase substantially as we:

- invest to further develop our product candidates, SRA737, a small molecule inhibitor of Chk1 and SRA141, a small molecule inhibitor targeting Cdc7;
- acquire or in-license additional product candidates and technologies;
- develop additional product candidates;
- hire additional clinical, scientific and management personnel;
- invest in scaling our manufacturing capacity to support development and our global commercialization strategy;
- seek regulatory and marketing approvals for any product candidates that we may develop;
- ultimately establish a sales, marketing and distribution infrastructure to commercialize any drugs for which we may obtain marketing approval;
- defend against lawsuits alleging that we violated securities laws;
- maintain, expand and protect our intellectual property portfolio; and
- add operational, financial and management information systems and personnel, including personnel to support our drug development, any future commercialization efforts and to operate as a public company.

To fund our current operating plans, we will need to raise additional capital. Our existing cash and cash equivalents will not be sufficient for us to complete development of our product candidates and, if applicable, to prepare for commercializing any product candidate that may receive approval. Accordingly, we will continue to require substantial additional capital to continue our clinical development and potential commercialization activities; however, we believe that our existing cash and cash equivalents and proceeds from our February 2017 public offering will be sufficient to fund our current operating plans through approximately mid-2019. We cannot assure that we will ever be profitable or generate positive cash flow from operating activities. However, our forecast of the period of time through which our financial resources will be adequate to support our operations is a forward-looking statement that involves risks and uncertainties, and actual results could vary materially. The amount and timing of our future funding requirements will depend on many factors, including the pace and results of our clinical development efforts.

We plan to continue to fund our current operating plans' needs through equity financings or other arrangements. To the extent that we raise additional capital through future equity financings, the ownership interest of our

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stockholders will be diluted, and the terms of these securities may include liquidation or other preferences that adversely affect the rights of our existing common stockholders. If we raise additional funds through the issuance of debt securities, these securities could contain covenants that would restrict our operations. There can be no assurance that such additional financing, if available, can be obtained on terms acceptable to us. If we are unable to obtain such additional financing, we would need to reevaluate our future operating plans.

Cash Flows

The following table summarizes our cash flows for the periods indicated:

	Year Ended December 31,		
	2016	2015	2014
		(in thousands)	
Cash used in operating activities	\$(41,163)	\$ (28,265)	\$(21,786)
Cash (used in) provided by investing activities	(146)	9,446	(10,282)
Cash provided by financing activities	196	139,876	58,793
Effect of foreign exchange rate changes on cash and cash equivalents	(60)	(31)	—
Net (decrease) increase in cash and cash equivalents	<u>\$(41,173)</u>	<u>\$121,026</u>	<u>\$ 26,725</u>

Cash Flows from Operating Activities

In 2016, cash used in operating activities of \$41.2 million was attributable to a net loss of \$47.9 million, partially offset by \$6.5 million in non-cash charges and a net change of \$0.2 million in our net operating assets and liabilities. The non-cash charges consisted primarily of \$5.5 million in stock-based compensation and a \$0.8 million in non-cash restructuring charges.

In 2015, cash used in operating activities of \$28.3 million was attributable to a net loss of \$53.3 million, partially offset by \$20.8 million in non-cash charges and a net change of \$4.2 million in our net operating assets and liabilities. The non-cash charges consisted primarily of \$17.4 million for the change in fair value of our preferred stock warrants and \$3.2 million in stock-based compensation. The change in operating assets and liabilities was primarily attributable to an increase in accrued liabilities of \$5.3 million due to an increase in accrued research and development activities and headcount, partially offset by an increase in prepaid expenses of \$1.1 million, driven by an increase in prepaid insurance and third-party manufacturing costs.

In 2014, cash used in operating activities of \$21.8 million was attributable to a net loss of \$23.9 million, of which \$11.0 million pertained to a milestone payment to Novosom, partially offset by \$1.7 million in non-cash charges and a net change of \$0.4 million in our net operating assets and liabilities. The non-cash charges consisted primarily of \$1.4 million for the change in fair value of our preferred stock warrants and \$0.3 million in stock-based compensation. The change in operating assets and liabilities was primarily attributable to a \$0.5 million increase in prepaid expenses and other current assets related to our prepayment of manufacturing costs for clinical supply, offset by a \$0.9 million increase in accounts payable and accrued liabilities due to an increase in headcount and accrued research and development costs driven by growth in our research and development activities.

Cash Flows from Investing Activities

In 2016, cash used in investing activities of \$0.1 million was primarily attributable to the purchase of property and equipment, partially offset by proceeds received from the sale of property and equipment.

In 2015, cash provided by investing activities was \$9.4 million consisting of \$10.0 million in proceeds from the sale of short-term investments, partially offset by \$0.4 million in capital expenditures related to purchases of property and equipment and \$0.2 million of cash transferred to a restricted cash account.

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In 2014, cash used in investing activities was \$10.3 million consisting of \$10.0 million in cash paid to purchase short-term investments, \$0.2 million in capital expenditures related to purchases of property and equipment and \$0.1 million of cash transferred to a restricted cash account.

Cash Flows from Financing Activities

In 2016, cash provided by financing activities was \$0.2 million, consisting of proceeds received from the exercise of options to purchase common stock.

In 2015, cash provided by financing activities was \$139.9 million consisting primarily of \$143.9 million in net proceeds (including the payment of \$3.4 million of deferred offering costs) received from the issuance of common stock upon our IPO and \$1.5 million in proceeds received from the cash exercise of redeemable convertible preferred stock warrants. This change is partially offset by the payment of \$5.5 million to the holders of the Series B and Series B-1 redeemable convertible preferred stock in settlement of the cumulative dividend provisions on IPO.

In 2014, cash provided by financing activities was \$58.8 million consisting of \$57.5 million in net proceeds received from the issuance of our Series C and Series D redeemable convertible preferred stock, \$1.2 million on the repayment of the stock subscription receivable relating to our December 2013 closing of our Series C redeemable convertible preferred stock and \$0.4 million in proceeds received from the exercise of stock options, partially offset by the payment of \$0.3 million in deferred offering costs.

Contractual Obligations and Other Commitments

The following table summarizes our contractual obligations as of December 31, 2016, which represent material expected or contractually committed future obligations.

	Payments Due By Period				
	Total	Less Than 1 Year	1 to 3 Years (in thousands)	3 to 5 Years	More Than 5 Years
Purchase commitments ⁽¹⁾	\$3,509	\$ 2,153	\$ 1,356	\$ —	\$ —
License obligations ⁽²⁾	2,000	2,000	—	—	—
Operating lease obligations ⁽³⁾	609	351	258	—	—
Total contractual obligations	<u>\$6,118</u>	<u>\$ 4,504</u>	<u>\$ 1,614</u>	<u>\$ —</u>	<u>\$ —</u>

(1) Reflects payments we are required to make pursuant to clinical trial and manufacturing agreements.

(2) Reflects a milestone payment we are required to make pursuant to an exclusive license agreement for SRA737. Amount was paid subsequent to year-end.

(3) Reflects payments we are required to make under operating lease agreements. Costs such as taxes and other operating costs are not included in the amounts disclosed.

Under the terms of the license agreements with CPF and Carna, we will be required to pay future milestones if certain developmental, regulatory and commercial milestones are achieved. Future milestone payments for which we cannot reliably estimate the timing have been excluded from the table above.

Critical Accounting Policies and Estimates

Our management's discussion and analysis of our financial condition and results of operations is based on our consolidated financial statements, which have been prepared in accordance with U.S. generally accepted accounting principles (U.S. GAAP). The preparation of these consolidated financial statements requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the consolidated financial statements, as well as the reported

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expenses incurred during the reporting periods. Our estimates are based on our historical experience and on various other factors that we believe are reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions. We believe that the accounting policies discussed below are critical to understanding our historical and future performance, as these policies relate to the more significant areas involving management's judgments and estimates.

Research and Development Expenses

As part of the process of preparing financial statements, we are required to estimate and accrue expenses, a significant portion of which are research and development expenses. Costs for certain research and development activities are recognized based on an evaluation of the progress to completion of specific tasks using information and data provided to us by our vendors and our clinical sites. This process involves the following:

- reviewing quotations and contracts, identifying services that have been performed on our behalf and estimating the level of service performed and the associated cost incurred for the service when we have not yet been invoiced or otherwise notified of actual cost;
- estimating and accruing expenses in our financial statements as of each balance sheet date based on facts and circumstances known to us at the time; and
- periodically confirming the accuracy of our estimates with selected service providers and making adjustments, if necessary.

Estimated research and development expenses that we accrue include clinical trial costs under arrangements with third parties, such as contract research organizations (CROs), manufacturing costs under agreements with contract manufacturing organizations (CMOs), external research and development expenses incurred under arrangement with third parties and consultants, and license fees for technology that has not reached technological feasibility and does not have an alternative future use.

We base our expense accruals related to clinical trials on patient enrollment and our estimates of the services received and efforts expended pursuant to contracts with multiple research institutions that conduct and manage clinical trials on our behalf. The financial terms of these agreements vary for each contract and may result in uneven payment flows. Payments under some of these contracts depend on several factors, such as the successful enrollment of patients and the completion of clinical trial milestones. In accruing service fees, we estimate the time period over which services will be performed and the level of effort to be expended in each period. If we do not identify costs that we have begun to incur or if we underestimate or overestimate the level of services performed or the costs of these services, our actual expenses could differ from our estimates. For service contracts entered into that include a nonrefundable prepayment for service, the upfront payment is deferred and recognized in the statement of operations as the services are rendered.

Contingent milestone payment obligations due to third parties under license agreements are accrued when the milestones are considered probable of occurring.

To date, we have not experienced significant changes in our estimates of accrued research and development expenses after a reporting period. However, due to the nature of estimates, we cannot assure you that we will not make changes to our estimates in the future as we become aware of additional information about the status or conduct of our clinical trials and other research activities.

Stock-Based Compensation

Stock-based compensation costs related to stock options granted to employees are measured at the date of grant based on the estimated fair value of the award, net of estimated forfeitures. We estimate the grant date fair value, and the resulting stock-based compensation expense, using the Black-Scholes option-pricing model. The grant date fair value of the stock-based awards is recognized on a straight-line basis over the requisite service period,

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which is generally the vesting period of the respective awards. The fair value of any options issued to non-employees is recorded as expense over the vesting period. Proceeds from options exercised by employees prior to vesting pursuant to an early exercise provision, the related shares of which we have the option to repurchase prior to the vesting date should employment of the early exercised option holder be terminated, are recognized as a liability until the shares vest.

We expect to continue to grant stock options in the future, and to the extent that we do, our actual stock-based compensation will likely increase. The Black-Scholes option-pricing model requires the use of highly subjective assumptions which determine the estimated fair value of stock-based awards. These assumptions include:

Expected Term—The expected term represents the period that stock-based awards are expected to be outstanding. As our historical share option exercise is limited due to a lack of sufficient data points, and does not provide a reasonable basis upon which to estimate an expected term, we estimate the expected term by using the midpoint between the vesting commencement date and the contractual expiration period of the stock-based award. The expected term for options issued to non-employees is the contractual term.

Expected Volatility—Since we have limited information on the volatility of common stock due to its short trading history, the expected volatility is derived from the historical stock volatilities of comparable peer public companies within its industry that are considered to be comparable to our business over a period equivalent to the expected term of the stock-based awards.

Risk-Free Interest Rate—The risk-free interest rate is based on the U.S. Treasury yield curve in effect at the date of grant for zero-coupon U.S. Treasury notes with maturities approximately equal to the stock-based awards' expected term.

Expected Dividend Rate—The expected dividend is zero as we have not paid nor anticipate paying any dividends on our common stock in the foreseeable future.

Forfeiture Rate—The forfeiture rate is estimated based on an analysis of actual forfeitures experience, analysis of employee turnover behavior and other factors. Effective January 1, 2017, we made an accounting policy election to account for forfeitures when they occur. See Recent Accounting Pronouncements herein.

We will continue to use judgment in evaluating the expected volatility and expected terms utilized for our stock-based compensation calculations on a prospective basis.

Preferred Stock Warrant Liabilities

Warrants for the purchase of shares of our preferred stock were classified as derivative liabilities on our consolidated balance sheets at their fair value on the date of issuance. At the end of each reporting period, changes in estimated fair value during the period were recognized as a component of other income (expense), net in our statements of operations. We continued to adjust the carrying value of the preferred stock warrants until the completion of our IPO, at which time the liabilities were reclassified to additional paid-in-capital.

We estimated the fair value of these liabilities using assumptions that were based on the individual characteristics of the warrants or instruments on the valuation date. We used a combination of the OPM and/or PWERM models, or the fair value of the underlying stock to determine the fair value of these liabilities. The valuation models were based on inputs as of the valuation dates, including our estimated equity value at the valuation measurement dates, the estimated volatility of our stock, the remaining contractual term of the warrants, and the risk-free interest rates. Cumulative dividends associated with the redeemable convertible preferred stock were calculated as of the accrual start date of each security to the OPM maturity date.

Off-Balance Sheet Arrangements

As of December 31, 2016, we did not have any off-balance sheet financing arrangements or any interest in entities referred to as variable interest entities, which includes special purpose entities and other structured finance entities.

Inflation Risk

Inflation did not have a material effect on our business, financial condition or results of operations during the year ended December 31, 2016.

Recent Accounting Pronouncements

In February 2016, the Financial Accounting Standards Board (FASB) issued FASB Accounting Standards Update (ASU) No. 2016-02, *Leases (Topic 842)*. The amendments in this update require that organizations recognize lease assets and lease liabilities on the balance sheet and disclose key information about leasing arrangements. This ASU is effective for financial statements issued for fiscal years beginning after December 15, 2018, and interim periods within those fiscal years, with early adoption permitted. We are currently assessing the impact of ASU 2016-02 on our consolidated financial statements.

In March 2016, the FASB issued FASB ASU No. 2016-09, *Compensation—Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting*. The amendments in this update involve the simplification of several aspects of the accounting for share-based payment transactions, including the income tax consequences, classification of awards as either equity or liabilities, and classification on the statement of cash flows. This ASU is effective for financial statements issued for annual periods beginning after December 15, 2016, and interim periods within those annual periods, with early adoption permitted. We will adopt this standard on January 1, 2017, including making an accounting policy election to account for forfeitures when they occur, and have determined that the adoption of this new accounting guidance will not have a material impact on our consolidated financial statements.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk.

We are exposed to market risks in the ordinary course of our business. These risks primarily include interest rate sensitivities and foreign currency risk.

Interest Rate Sensitivity

We had cash and cash equivalents of \$109.0 million as of December 31, 2016, which consisted primarily of bank deposits and money market funds. Our primary exposure to market risk is interest income sensitivity, which is affected by changes in the general level of U.S. interest rates. However, because of the short-term nature of the instruments in our portfolio, a sudden change in market interest rates would not be expected to have a material impact on our consolidated financial condition or results of operations. We do not believe that our cash or cash equivalents have significant risk of default or illiquidity.

Inflation Risk

Inflation generally may affect us by increasing our cost of labor and clinical trial costs. Inflation has not had a material effect on our business, financial condition or results of operations during the years ended December 31, 2016, 2015 or 2014.

Foreign Currency Risk

Our consolidated results of operations and cash flows are subject to fluctuations due to changes in foreign currency exchange rates. A substantial majority of our expenses are denominated in U.S. Dollars, with the remainder in Canadian and Australian Dollars. Our consolidated results of operations and cash flow are, therefore, subject to fluctuations due to changes in foreign currency exchange rates and may be adversely affected in the future due to changes in foreign exchange rates. To date, we have not entered into any hedging arrangements with respect to foreign currency risk or other derivative instruments. The effect of a hypothetical 10% change in foreign currency exchanges rates applicable to our business would not have a material impact on our operating loss.

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Item 8. Consolidated Financial Statements and Supplementary Data.

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of
Sierra Oncology, Inc.:

We have audited the accompanying consolidated balance sheets of Sierra Oncology, Inc. (formerly known as ProNAi Therapeutics, Inc.) and subsidiaries (the “Company”) as of December 31, 2016 and 2015, and the related consolidated statements of operations, comprehensive loss, convertible and redeemable convertible preferred stock and stockholders’ equity (deficit), and cash flows for each of the three years in the period ended December 31, 2016. These financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company’s internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such consolidated financial statements present fairly, in all material respects, the financial position of Sierra Oncology, Inc. and subsidiaries as of December 31, 2016 and 2015, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2016, in conformity with accounting principles generally accepted in the United States of America.

/s/ Deloitte & Touche LLP

Grand Rapids, Michigan
March 2, 2017

SIERRA ONCOLOGY, INC.
Consolidated Balance Sheets
(in thousands, except share and per share data)

	<u>December 31,</u>	
	<u>2016</u>	<u>2015</u>
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	\$ 109,007	\$ 150,180
Prepaid expenses and other current assets	1,343	1,673
Total current assets	<u>110,350</u>	<u>151,853</u>
Property and equipment, net	400	566
Other assets	223	349
TOTAL ASSETS	<u>\$ 110,973</u>	<u>\$ 152,768</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Accrued liabilities	\$ 5,121	\$ 7,016
Accounts payable	2,604	358
Other current liabilities	—	23
Total current liabilities	<u>7,725</u>	<u>7,397</u>
TOTAL LIABILITIES	<u>7,725</u>	<u>7,397</u>
Commitments and Contingencies (Note 6)		
STOCKHOLDERS' EQUITY:		
Preferred stock, \$0.001 par value; 10,000,000 shares authorized as of December 31, 2016 and December 31, 2015; nil shares issued and outstanding as of December 31, 2016 and December 31, 2015	—	—
Common stock, \$0.001 par value; 500,000,000 shares authorized as of December 31, 2016 and 2015; 30,370,946 and 30,058,105 shares issued and outstanding as of December 31, 2016 and 2015	30	30
Additional paid-in capital	685,272	679,528
Accumulated deficit	<u>(582,054)</u>	<u>(534,187)</u>
TOTAL STOCKHOLDERS' EQUITY	<u>103,248</u>	<u>145,371</u>
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	<u>\$ 110,973</u>	<u>\$ 152,768</u>

The accompanying notes are an integral part of these consolidated financial statements.

SIERRA ONCOLOGY, INC.
Consolidated Statements of Operations
(in thousands, except share and per share data)

	Year Ended December 31,		
	2016	2015	2014
Operating expenses:			
Research and development	\$ 33,895	\$ 26,356	\$ 19,078
General and administrative	14,180	9,472	3,500
Total operating expenses	<u>48,075</u>	<u>35,828</u>	<u>22,578</u>
Loss from operations	(48,075)	(35,828)	(22,578)
Other income (expense), net:			
Change in fair value of preferred stock warrants	—	(17,443)	(1,380)
Other income	351	66	87
Total other income (expense), net	<u>351</u>	<u>(17,377)</u>	<u>(1,293)</u>
Loss before provision for income taxes	(47,724)	(53,205)	(23,871)
Provision for income taxes	143	55	2
Net loss	(47,867)	(53,260)	(23,873)
Adjustment to redemption value on redeemable convertible preferred stock	—	(374,015)	(49,849)
Series B and B-1 redeemable convertible preferred stock dividend	—	(5,543)	—
Series C and D redeemable convertible preferred stock dividend	—	(20,366)	—
Net loss attributable to common stockholders	<u>\$ (47,867)</u>	<u>\$ (453,184)</u>	<u>\$ (73,722)</u>
Net loss per share attributable to common stockholders, basic and diluted	<u>\$ (1.58)</u>	<u>\$ (31.47)</u>	<u>\$ (69.08)</u>
Weighted-average shares used in computing net loss per share attributable to common stockholders, basic and diluted	<u>30,240,258</u>	<u>14,399,506</u>	<u>1,067,259</u>

The accompanying notes are an integral part of these consolidated financial statements.

SIERRA ONCOLOGY, INC.
Consolidated Statements of Comprehensive Loss
(in thousands)

	<u>Year Ended December 31,</u>		
	<u>2016</u>	<u>2015</u>	<u>2014</u>
Net loss	\$(47,867)	\$(53,260)	\$(23,873)
Other comprehensive loss:			
Unrealized loss on investments	—	—	(10)
Comprehensive loss	<u>\$(47,867)</u>	<u>\$(53,260)</u>	<u>\$(23,883)</u>

The accompanying notes are an integral part of these consolidated financial statements.

SIERRA ONCOLOGY, INC.
Consolidated Statements of Convertible and Redeemable Convertible Preferred Stock and Stockholders' Equity (Deficit)
(in thousands, except share data)

	Convertible Preferred Stock		Redeemable Convertible Preferred Stock		Subscription Receivable	Common Stock		Additional Paid-In Capital	Accumulated Other Comprehensive Loss	Accumulated Deficit	Total Stockholders' Equity (Deficit)
	Shares	Amount	Shares	Amount		Shares	Amount				
Balance—December 31, 2013	224,564	\$ 2,543	5,288,040	\$ 34,005	\$ (1,159)	836,003	\$ 1	\$ —	\$ —	\$ (34,691)	\$ (34,690)
Issuance of common stock for exercise of stock options	—	—	—	—	—	752,698	1	304	—	—	305
Repayment of stock subscription receivable	—	—	—	—	1,159	—	—	—	—	—	—
Issuance of Series C redeemable convertible preferred stock on redemption of long-term note payable	—	—	82,927	433	—	—	—	—	—	—	—
Issuance of Series C redeemable convertible preferred stock	—	—	261,737	1,365	—	—	—	—	—	—	—
Issuance of Series D redeemable convertible preferred stock, net of issuance costs of \$3.3 million	—	—	11,409,360	56,180	—	—	—	—	—	—	—
Stock-based compensation	—	—	—	—	—	—	—	302	—	—	302
Adjustment to redemption value on redeemable convertible preferred stock	—	—	—	49,849	—	—	—	(606)	—	(49,243)	(49,849)
Other comprehensive loss	—	—	—	—	—	—	—	—	(10)	—	(10)
Net loss	—	—	—	—	—	—	—	—	—	(23,873)	(23,873)
Balance—December 31, 2014	224,564	2,543	17,042,064	141,832	—	1,588,701	2	—	(10)	(107,807)	(107,815)
Issuance of common stock for exercise of stock options	—	—	—	—	—	41,505	—	18	—	—	18
Stock-based compensation	—	—	—	—	—	—	—	3,186	—	—	3,186
Vesting of early exercised stock options	—	—	—	—	—	—	—	90	—	—	90
Issuance of redeemable convertible preferred stock upon exercise of redeemable convertible preferred stock warrants	—	—	481,671	8,976	—	—	—	—	—	—	—
Issuance of redeemable convertible preferred stock upon net exercise of redeemable convertible preferred stock warrants upon initial public offering	—	—	390,032	11,785	—	—	—	—	—	—	—
Adjustment to redemption value on redeemable convertible preferred stock	—	—	—	374,015	—	—	—	(895)	—	(373,120)	(374,015)
Conversion of convertible preferred stock to common stock upon initial public offering	(224,564)	(2,543)	—	—	—	252,817	—	2,543	—	—	2,543

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	Convertible Preferred Stock		Redeemable Convertible Preferred Stock		Subscription Receivable	Common Stock		Additional Paid-In Capital	Accumulated Other Comprehensive Loss	Accumulated Deficit	Total Stockholders' Equity (Deficit)
	Shares	Amount	Shares	Amount		Shares	Amount				
Conversion of redeemable convertible preferred stock to common stock upon initial public offering	—	—	(17,913,767)	(536,608)	—	18,109,136	18	536,590	—	—	536,608
Issuance of common stock in connection with initial public offering, net of issuance costs of \$14.8 million	—	—	—	—	—	9,315,000	9	143,540	—	—	143,549
Series B and B-1 redeemable convertible preferred stock dividend	—	—	—	—	—	—	—	(5,543)	—	—	(5,543)
Series C and D redeemable convertible preferred stock dividend	—	—	—	—	—	750,946	1	(1)	—	—	—
Reclassification of other-than-temporary losses on short-term investments to net loss	—	—	—	—	—	—	—	—	10	—	10
Net loss	—	—	—	—	—	—	—	—	—	(53,260)	(53,260)
Balance—December 31, 2015	—	—	—	—	—	30,058,105	30	679,528	—	(534,187)	145,371
Issuance of common stock for exercise of stock options	—	—	—	—	—	312,841	—	211	—	—	211
Stock-based compensation	—	—	—	—	—	—	—	5,510	—	—	5,510
Vesting of early exercised stock options	—	—	—	—	—	—	—	23	—	—	23
Net loss	—	—	—	—	—	—	—	—	—	(47,867)	(47,867)
Balance—December 31, 2016	—	\$ —	—	\$ —	\$ —	30,370,946	\$ 30	\$ 685,272	\$ —	\$ (582,054)	\$ 103,248

The accompanying notes are an integral part of these consolidated financial statements.

SIERRA ONCOLOGY, INC.
Consolidated Statements of Cash Flows
(in thousands)

	Year Ended December 31,		
	2016	2015	2014
CASH FLOWS FROM OPERATING ACTIVITIES:			
Net loss	\$ (47,867)	\$ (53,260)	\$ (23,873)
Adjustments to reconcile net loss to net cash used in operating activities:			
Change in fair value of preferred stock warrant liabilities	—	17,443	1,380
Stock-based compensation	5,510	3,186	302
Depreciation and amortization	197	111	12
Non-cash restructuring charges	811	—	—
Other	15	34	(2)
Changes in operating assets and liabilities:			
Prepaid expenses and other current assets	(362)	(1,087)	(531)
Accrued liabilities	(1,713)	5,302	740
Accounts payable	2,246	6	186
Net cash used in operating activities	<u>(41,163)</u>	<u>(28,265)</u>	<u>(21,786)</u>
CASH FLOWS FROM INVESTING ACTIVITIES:			
Purchase of property and equipment	(214)	(414)	(187)
Change in restricted cash	25	(150)	(75)
Proceeds from sale of property and equipment	43	—	—
Proceeds from sale of short-term investments	—	10,031	—
Purchase of short-term investments	—	(21)	(10,020)
Net cash (used in) provided by investing activities	<u>(146)</u>	<u>9,446</u>	<u>(10,282)</u>
CASH FLOWS FROM FINANCING ACTIVITIES:			
Proceeds from exercise of common stock options	211	18	305
Payment of deferred offering costs	(15)	(3,389)	(316)
Proceeds from issuance of common stock upon initial public offering, net of issuance costs	—	147,270	—
Payment of Series B and B-1 redeemable convertible preferred stock cumulative dividend	—	(5,543)	—
Proceeds from exercise of redeemable convertible preferred stock warrants	—	1,507	—
Proceeds from early exercise of stock options	—	13	100
Proceeds from issuance of redeemable convertible preferred stock, net of issuance costs	—	—	57,545
Repayment of stock subscription receivable	—	—	1,159
Net cash provided by financing activities	<u>196</u>	<u>139,876</u>	<u>58,793</u>
Effect of exchange rate changes on cash and cash equivalents	(60)	(31)	—
NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS	(41,173)	121,026	26,725
CASH AND CASH EQUIVALENTS—Beginning of period	150,180	29,154	2,429
CASH AND CASH EQUIVALENTS—End of period	<u>\$ 109,007</u>	<u>\$ 150,180</u>	<u>\$ 29,154</u>
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:			
Cash paid for income taxes	\$ 107	\$ 8	\$ —
SUPPLEMENTAL DISCLOSURES OF NON-CASH INVESTING AND FINANCING INFORMATION:			
Change in redemption value of redeemable convertible preferred stock	\$ —	\$ (374,015)	\$ (49,849)
Fair value of common stock issued in settlement of Series C and Series D redeemable convertible preferred stock cumulative dividends	\$ —	\$ 20,366	\$ —
Conversion of preferred stock to common stock	\$ —	\$ 539,151	\$ —
Issuance of redeemable convertible preferred stock on exercise of warrants	\$ —	\$ 19,253	\$ —
Conversion of long-term note payable and accrued interest into Series C redeemable convertible preferred stock	\$ —	\$ —	\$ 433
Deferred offering/financing costs included in accounts payable and accrued liabilities	\$ —	\$ 154	\$ 233
Property and equipment purchases included in accounts payable and accrued liabilities	\$ 85	\$ 90	\$ 39

The accompanying notes are an integral part of these consolidated financial statements.

SIERRA ONCOLOGY, INC.
Notes to Consolidated Financial Statements

1. The Company and Basis of Presentation

Organization and Description of Business

Sierra Oncology, Inc. (together with its subsidiaries, collectively referred to as the “Company”), a Delaware corporation, is a clinical stage drug development company advancing next generation DNA Damage Response (DDR) therapeutics for the treatment of patients with cancer. Sierra Oncology’s lead drug candidate is SRA737, a highly selective, orally bioavailable small molecule inhibitor of Checkpoint kinase 1 (Chk1), a key cell checkpoint and central regulator of the DDR network. Sierra Oncology is also advancing SRA141, a potent, selective and orally bioavailable small molecule inhibitor of cell division cycle 7 kinase (Cdc7).

The Company’s primary activities since inception have been conducting research and development activities, conducting preclinical and clinical testing, recruiting personnel, performing business and financial planning, identifying and evaluating additional drug candidates for potential in-licensing or acquisition, and raising capital to support development activities.

The Company has not generated any product revenue related to its primary business purpose to date, nor has it generated any income, and is subject to a number of risks and uncertainties, which include dependence on key individuals, the need to identify and successfully develop commercially viable products, the need to obtain regulatory approval for its products and commercialize them, and the need to obtain adequate additional financing to fund the development of its product candidates.

Initial Public Offering

On July 15, 2015, the Company’s Registration Statement on Form S-1 (File No. 333-204921) relating to the initial public offering (IPO) of its common stock was declared effective by the Securities and Exchange Commission (SEC). Pursuant to such Registration Statement, the Company sold an aggregate of 9,315,000 shares of its common stock at a price of \$17.00 per share for aggregate cash proceeds of approximately \$143.6 million, net of underwriting discounts and commissions and offering costs.

On July 21, 2015, immediately prior to the closing of the IPO, all outstanding shares of convertible and redeemable convertible preferred stock converted into 18,361,953 shares of common stock, including an aggregate of 390,680 shares of common stock that were issued pursuant to the net exercise of 493,648 preferred stock warrants at the IPO price of \$17.00 per share and an aggregate of 481,671 shares of common stock that were issued pursuant to the cash exercise of 481,671 preferred stock warrants. The IPO closed on July 21, 2015.

As discussed further in Note 8, on the closing of the IPO, the Company paid \$5.5 million to the holders of its Series B and B-1 redeemable convertible preferred stock in settlement of the cumulative dividends. In addition, the Company issued 750,946 shares of common stock to the holders of its Series C and D redeemable convertible preferred stock in settlement of the cumulative dividends.

Following the filing of the Restated Certificate of Incorporation of the Company on July 21, 2015, the number of shares of capital stock the Company is authorized to issue is 510,000,000 shares, of which 500,000,000 shares may be common stock and 10,000,000 shares may be preferred stock. Both the common stock and the preferred stock have a par value of \$0.001 per share.

Follow On Offering

On February 14, 2017, the Company completed an underwritten public offering of 19,500,000 shares of common stock. As part of the underwritten public offering, on February 21, 2017 the Company issued an

SIERRA ONCOLOGY, INC.
Notes to Consolidated Financial Statements

additional 2,347,636 shares of common stock representing the underwriters' majority exercise of their over-allotment option. All shares were offered by the Company at a price to the public of \$1.35 per share. The aggregate net proceeds received by the Company from the offering were \$27.3 million, net of underwriting discounts and commissions and estimated offering expenses.

Reverse Stock Split

On June 29, 2015, the Company's board of directors approved an amendment to the Company's Amended and Restated Certificate of Incorporation to effect a reverse split of the Company's common stock, convertible preferred stock and redeemable convertible preferred stock at a 7.45-to-1 ratio (Reverse Stock Split). The Reverse Stock Split became effective on July 2, 2015, upon the filing of the amendment to the Company's Amended and Restated Certificate of Incorporation. The authorized shares and par value of the common, convertible preferred and redeemable convertible preferred stock were not adjusted as a result of the Reverse Stock Split. All issued and outstanding common stock, convertible preferred stock, redeemable convertible preferred stock, warrants to purchase preferred stock, options to purchase common stock and per share amounts contained in the consolidated financial statements have been retroactively adjusted to reflect this Reverse Stock Split for all periods presented.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying consolidated financial statements have been prepared in accordance with generally accepted accounting principles in the United States of America (U.S. GAAP). The accompanying consolidated financial statements include the accounts of Sierra Oncology, Inc. and its wholly-owned subsidiaries. All intercompany accounts and transactions have been eliminated in consolidation.

Use of Estimates

The preparation of the consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of consolidated financial statements and the reported amounts of expense during the reporting period. Significant estimates and assumptions made in the accompanying consolidated financial statements include, but are not limited to the fair value of stock options, accruals such as research and development costs, the fair value of common stock, the fair value of preferred stock, the fair value of preferred stock warrant liabilities, and recoverability of the Company's net deferred tax assets, and related valuation allowance. The Company evaluates its estimates and assumptions on an ongoing basis using historical experience and other factors and adjusts those estimates and assumptions when facts and circumstances dictate. Actual results could materially differ from those estimates.

Foreign Currency

The functional currency of the Company's foreign subsidiaries is the U.S. Dollar. Transactions denominated in currencies other than the functional currency are remeasured to the functional currency at the average exchange rate in effect during the period. At the end of each reporting period, monetary assets and liabilities are remeasured to the functional currency using exchange rates in effect at the balance sheet date. Non-monetary assets and liabilities are recorded at historical exchange rates. Gains and losses related to remeasurement are recorded in other income (expense) in the consolidated statements of operations. The net

SIERRA ONCOLOGY, INC.
Notes to Consolidated Financial Statements

foreign exchange transaction gains (losses) included in other income (expense) in the accompanying consolidated statements of operations were a loss of \$0.1 million for the year ended December 31, 2016 and insignificant for the years ended December 31, 2015 and 2014.

Cash and Cash Equivalents

The Company considers all highly liquid investments with an original maturity of three months or less from the date of purchase to be cash equivalents. Cash and cash equivalents consist primarily of funds invested in readily available checking and savings accounts and highly liquid investments in money market funds.

Restricted Cash

Restricted cash represents collateral for a corporate credit card facility and security deposit required for a facility lease. Restricted cash consists of funds invested in a money market fund. As of December 31, 2016, restricted cash of \$0.2 million was included in other assets in the accompanying consolidated balance sheets. As of December 31, 2015, the current portion of restricted cash included in prepaid expenses and other current assets and the long-term portion of restricted cash included in other assets were \$25,000 and \$0.2 million, respectively.

Concentrations of Credit Risk

Financial instruments that subject the Company to significant concentrations of credit risk consist of cash, cash equivalents and restricted cash. All of the Company's cash, cash equivalents and restricted cash are held at financial institutions in the United States and Canada that management believes to be of high credit quality. Deposits held in the United States and Canada with these financial institutions exceed federally insured limits. The Company's cash, cash equivalents and restricted cash exceeded federally insured limits by \$108.7 million and \$149.9 million at December 31, 2016 and 2015, respectively.

The primary focus of the Company's investment strategy is to preserve capital and meet liquidity requirements. The Company's investment policy addresses the level of credit exposure by limiting the concentration in any one corporate issuer and establishing a minimum allowable credit rating.

Fair Value of Financial Instruments

The Company's cash and cash equivalents, restricted cash, other current assets, accounts payable, and accrued liabilities approximate their fair value at December 31, 2016 and 2015, due to their short duration. The Company's preferred stock warrant liabilities contained unobservable inputs that reflected the Company's own assumptions in which there was little, if any, market activity at the measurement date; thus, the Company's warrant liabilities were measured at fair value on a recurring basis using unobservable inputs until they were exercised in 2015.

The Company utilizes valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs to the extent possible. The Company determines the fair value of its financial instruments based on assumptions that market participants would use in pricing an asset or liability in the principal or most advantageous market. When considering market participant assumptions in fair value measurements, the following fair value hierarchy distinguishes between observable and unobservable inputs, which are categorized in one of the following levels:

Level 1—Inputs are unadjusted, quoted prices in active markets for identical assets or liabilities at the measurement date;

SIERRA ONCOLOGY, INC.
Notes to Consolidated Financial Statements

Level 2—Inputs are observable, unadjusted quoted prices in active markets for similar assets or liabilities, unadjusted quoted prices for identical or similar assets or liabilities in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the related assets or liabilities; and

Level 3—Unobservable inputs that are significant to the measurement of the fair value of the assets or liabilities that are supported by little or no market data.

Property and Equipment, Net

Property and equipment, net are stated at cost, less accumulated depreciation. Depreciation on property and equipment, excluding leasehold improvements, is computed using the straight-line method over the estimated useful lives of the respective assets, generally three to five years. Depreciation begins at the time the asset is placed in service. Maintenance and repairs are charged to operations as incurred. Upon sale or retirement of assets, the cost and related accumulated depreciation are removed from the consolidated balance sheet and the resulting gain or loss is reflected in the consolidated statement of operations. Leasehold improvements are amortized on a straight-line basis over the shorter of the estimated useful lives of the assets or the remaining lease term.

Other Assets

Other assets consist primarily of restricted cash pledged as collateral for a corporate credit card facility and the long-term portion of security deposits required for facility leases.

Preferred Stock Warrant Liabilities

The Company accounted for its warrants issued in connection with its various financing transactions based upon the characteristics and provisions of the instrument. Warrants classified as derivative liabilities were recorded on the Company's consolidated balance sheets at their fair value on the date of issuance and remeasured to fair value on each subsequent reporting period, with the changes in fair value recognized as a component of other income (expense), net in the accompanying consolidated statements of operations. On the closing of the IPO on July 21, 2015 (discussed in Note 1), all outstanding warrants were exercised and the liability on the preferred stock warrants was reclassified to additional paid-in capital in stockholders' equity and was no longer subject to remeasurement.

Research and Development Costs

Research and development costs are expensed as incurred. The Company accounts for non-refundable advance payments for goods and services that will be used in future research and development activities as expenses when the goods have been received or when the service has been performed rather than when the payment is made. Depending on the timing of payments to service providers of research and development costs, the Company recognizes prepaid expenses or accrued expenses related to these costs. These prepaid or accrued expenses are based on management's estimates of the work performed under service agreements and milestones achieved. In the event that a clinical trial is terminated early, the Company records an accrual for the estimated remaining costs to complete the trial in the period of termination.

Upfront payments made in connection with license agreements are expensed as research and development costs, as the assets acquired do not have alternative future use. Contingent milestone payment obligations due to third parties under license agreements are expensed when the milestones are considered probable of occurring.

SIERRA ONCOLOGY, INC.
Notes to Consolidated Financial Statements

Research and development costs include fees incurred in connection with license agreements, compensation and other related costs for employees engaged in research and development, costs associated with preclinical studies and trials, regulatory activities, manufacturing activities to support clinical activities, license fees, fees paid to external service providers that conduct certain research and development, clinical, and manufacturing activities on behalf of the Company and an allocation of overhead expenses.

Stock-Based Compensation

The Company accounts for share-based payments at fair value, which is measured using the Black-Scholes option-pricing model. For share-based awards that vest subject to the satisfaction of a service requirement, the fair value measurement date for employee stock-based compensation awards is the date of grant and the expense is recognized on a straight line basis, over the vesting period.

For share-based awards that vest subject to the satisfaction of a service requirement and a performance component, the fair value measurement date is the date of grant and is recognized over the requisite service period as achievement of the performance objective becomes probable.

Stock-based compensation arrangements with non-employees are recognized at the grant date and remeasured to fair value at each reporting period. The expense is recognized over the vesting period which is generally the service period.

Income Taxes

The Company uses the asset and liability method of accounting for income taxes. Under this method, deferred tax assets and liabilities are determined based on the differences between the financial reporting and the tax bases of assets and liabilities and are measured using the enacted tax rates and laws that will be in effect when the differences are expected to reverse. Management makes an assessment of the likelihood that the resulting deferred tax assets will be realized. A valuation allowance is provided when it is more likely than not that some portion or all of a deferred tax asset will not be realized. Due to the Company's historical operating performance and the recorded cumulative net losses in prior fiscal periods, the net U.S. deferred tax assets have been offset by a full valuation allowance.

The Company recognizes uncertain income tax positions at the largest amount that is more likely than not to be sustained upon audit by the relevant taxing authority. An uncertain income tax position will not be recognized if it has less than a 50% likelihood of being sustained. Changes in recognition or measurement are reflected in the period in which judgment occurs. The Company's policy is to recognize interest and penalties related to the underpayment of income taxes as a component of provision for income taxes.

Segment Information

Operating segments are components of an enterprise for which separate financial information is available and is evaluated regularly by the Company's chief operating decision maker in deciding how to allocate resources and assessing performance. The Company's chief operating decision maker is its Chief Executive Officer.

The Company's Chief Executive Officer views the Company's operations and manages its business in one operating segment, which is the business of researching, developing, and commercializing therapies for the treatment of patients with cancer. Accordingly, the Company has a single reporting segment.

Recent Accounting Pronouncements

In February 2016, the Financial Accounting Standards Board (FASB) issued FASB Accounting Standards Update (ASU) No. 2016-02, *Leases (Topic 842)*. The amendments in this update require that organizations

SIERRA ONCOLOGY, INC.
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recognize lease assets and lease liabilities on the balance sheet and disclose key information about leasing arrangements. This ASU is effective for financial statements issued for fiscal years beginning after December 15, 2018, and interim periods within those fiscal years, with early adoption permitted. The Company is currently assessing the impact of ASU 2016-02 on the Company's consolidated financial statements.

In March 2016, the FASB issued FASB ASU No. 2016-09, *Compensation—Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting*. The amendments in this update involve the simplification of several aspects of the accounting for share-based payment transactions, including the income tax consequences, classification of awards as either equity or liabilities, and classification on the statement of cash flows. This ASU is effective for financial statements issued for annual periods beginning after December 15, 2016, and interim periods within those annual periods, with early adoption permitted. The Company will adopt this standard on January 1, 2017, including making an accounting policy election to account for forfeitures when they occur, and has determined that the adoption of this new accounting guidance will not have a material impact on its consolidated financial statements.

3. Net Loss Per Share

Basic net loss per share is calculated by dividing net loss attributable to common stockholders by the weighted-average number of common shares outstanding during the period, less common stock issued that is subject to repurchase, without consideration for common stock equivalents. Diluted net loss per share is computed by dividing net loss by the weighted-average number of common share equivalents outstanding for the period determined using the treasury-stock method. For purposes of this calculation, preferred stock and warrants for preferred stock, stock options and common stock subject to repurchase are considered to be common stock equivalents and are only included in the calculation of diluted net loss per share when their effect is dilutive.

The following outstanding shares of common stock equivalents were excluded from the calculation of diluted net loss per share attributable to common stockholders for the periods presented because including them would have been antidilutive:

	<u>As of December 31,</u>		
	<u>2016</u>	<u>2015</u>	<u>2014</u>
Options to purchase common stock	6,543,654	3,522,813	2,138,096
Common stock subject to repurchase	—	23,554	103,252
Convertible preferred stock	—	—	252,817
Redeemable convertible preferred stock	—	—	17,236,784
Warrants for preferred stock	—	—	976,492
Total potential dilutive shares	<u>6,543,654</u>	<u>3,546,367</u>	<u>20,707,441</u>

SIERRA ONCOLOGY, INC.
Notes to Consolidated Financial Statements

4. Fair Value Measurements

The Company measures and reports its cash equivalents and restricted cash at fair value. The following table sets forth the fair value of the Company's financial assets and liabilities measured on a recurring basis by level within the fair value hierarchy:

	December 31, 2016			Total
	Level 1	Level 2	Level 3	
(in thousands)				
Financial Assets				
Money market funds	\$ 107,043	\$ —	\$ —	\$ 107,043
Restricted money market funds	200	—	—	200
Total financial assets	<u>\$ 107,243</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 107,243</u>
	December 31, 2015			Total
	Level 1	Level 2	Level 3	
(in thousands)				
Financial Assets				
Money market funds	\$ 148,604	\$ —	\$ —	\$ 148,604
Restricted money market funds	225	—	—	225
Total financial assets	<u>\$ 148,829</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 148,829</u>

Money market funds and restricted money market funds are measured at fair value on a recurring basis using quoted prices and are classified as a Level 1 input.

During the years ended December 31, 2015 and 2014, the Company's preferred stock warrant liabilities contained unobservable inputs that reflected the Company's own assumptions in which there was little, if any, market activity for at the measurement date. Accordingly, the Company's warrant liabilities were measured at fair value on a recurring basis using unobservable inputs until the warrants were exercised in 2015. The warrant liabilities were classified as Level 3 inputs.

There were no transfers between Levels 1, 2 or 3 during the year ended December 31, 2016. During the year ended December 31, 2015, \$10.0 million of short-term investments transferred from being a Level 2 financial asset to a Level 1 financial asset when the short-term investments were sold in July 2015. The proceeds from the sale of the short-term investments were invested in money market funds, which is a Level 1 financial asset. The Company realized a \$10,000 other-than-temporary impairment loss on its short-term investments through other income (expense) in the accompanying consolidated statements of operations.

The following table provides a summary of the changes in the estimated fair value of the Company's preferred stock warrant liabilities, which were measured at fair value on a recurring basis using unobservable inputs (Level 3) until their exercise in 2015 (in thousands):

	December 31, 2015 (in thousands)
Fair value, beginning balance	\$ 1,810
Fair value of preferred stock warrants exercised	(19,253)
Change in fair value of preferred stock warrants	17,443
Fair value, ending balance	<u>\$ —</u>

SIERRA ONCOLOGY, INC.
Notes to Consolidated Financial Statements

The change in fair value of the preferred stock warrant liabilities was attributable to the increase of the fair value of the underlying stock. The change in the fair value of preferred stock warrants for each presented period is recognized as a component of other income (expense), net in the consolidated statements of operations.

5. Balance Sheet Components

Cash and Cash Equivalents

Cash and cash equivalents consist of the following:

	December 31,	
	2016	2015
	(in thousands)	
Cash	\$ 1,964	\$ 1,576
Cash equivalents:		
Money market accounts	107,043	148,604
Total cash and cash equivalents	<u>\$ 109,007</u>	<u>\$ 150,180</u>

Prepaid Expenses and Other Current Assets

Prepaid expenses and other current assets consist of the following:

	December 31,	
	2016	2015
	(in thousands)	
Prepaid research and development project costs	\$ 515	\$ 878
Prepaid insurance	511	480
Other receivables	70	44
Other	247	271
Total prepaid expenses and other current assets	<u>\$1,343</u>	<u>\$1,673</u>

Property and Equipment, net

Property and equipment, net consists of the following:

	December 31,	
	2016	2015
	(in thousands)	
Computer equipment	\$ 255	\$ 242
Software	242	126
Lab equipment	—	236
Leasehold improvements	110	79
Furniture and fixtures	45	5
Property and equipment, gross	652	688
Less: accumulated depreciation	(252)	(122)
Total property and equipment, net	<u>\$ 400</u>	<u>\$ 566</u>

SIERRA ONCOLOGY, INC.
Notes to Consolidated Financial Statements

Depreciation related to the Company's property and equipment for the years ended December 31, 2016, 2015 and 2014 was \$0.2 million, \$0.1 million and \$12,000, respectively.

During the year ended December 31, 2016, as a result of the decision to halt investment in PNT2258 and the DNAi platform, the Company recorded impairment charges of \$0.1 million on its lab equipment (see Note 12).

Accrued Liabilities

Accrued liabilities consist of the following:

	December 31,	
	2016	2015
	(in thousands)	
Accrued employee related costs	\$2,084	\$1,529
Accrued research and development costs	1,600	4,318
Accrued restructuring costs (Note 12)	763	—
Accrued professional fees	381	933
Other	293	236
Total accrued liabilities	<u>\$5,121</u>	<u>\$7,016</u>

6. Commitments and Contingencies

License Agreements

In September 2016, the Company entered into an exclusive license agreement with CRT Pioneer Fund LP (CPF) for worldwide rights, know-how and materials to develop SRA737, a small molecule inhibitor targeting Chk1, a promising therapeutic target to treat cancer. Pursuant to the agreement, the Company made a one-time upfront payment of \$7.0 million to CPF in October 2016 and paid \$2.0 million to CPF in January 2017 for the successful transfer of two ongoing Phase I clinical trials. The expense related to these payments is included in research and development for the year ended December 31, 2016 in the accompanying consolidated statements of operations. Additional milestone payments of up to an aggregate of \$319.5 million may become payable to CPF upon the achievement of certain developmental, regulatory and commercial milestones and will be accrued once they are considered probable of occurring. In addition, the Company is required to pay CPF, on a product-by-product and country-by-country basis, tiered high single-digit to low double-digit royalties on the net sales of any product successfully developed.

In May 2016, the Company entered into an exclusive license agreement (Carna License Agreement) with Carna Biosciences, Inc. (Carna) for worldwide rights to develop and commercialize SRA141, a small molecule kinase inhibitor targeting Cdc7. In exchange for this exclusive right, the Company paid Carna an upfront payment of \$0.9 million in June 2016. The Company will be required to pay Carna milestone payments of up to an aggregate of \$270.0 million upon achievement of certain developmental, regulatory and commercial milestone events. In addition, for product candidates defined under the Carna License Agreement, the Company is required to pay Carna tiered single-digit royalties on net sales. As of December 31, 2016, the Company had not accrued any milestone payments to Carna. Milestone payments will be accrued once they are considered probable of occurring.

Lease Agreements

In February 2015, the Company entered into an operating lease agreement to sublease office space in Vancouver, Canada. The operating lease agreement expires on February 27, 2018. Under the terms of the

SIERRA ONCOLOGY, INC.
Notes to Consolidated Financial Statements

agreement, the Company issued a letter of credit to the sublessor on closing, which was collateralized by a restricted deposit of \$25,000 at December 31, 2016.

In January 2016, the Company entered into an operating lease agreement to lease office space near San Francisco, California. The operating lease agreement expires on April 30, 2019.

In addition to base rent, these leases require payment of taxes and other operating costs. These operating costs are not included in the table below.

As of December 31, 2016, the aggregate future non-cancelable minimum lease payments associated with these operating leases are as follows:

<u>Years Ending December 31:</u>	<u>Operating Leases (in thousands)</u>
2017	\$ 351
2018	208
2019	50
Total	<u>\$ 609</u>

The total rent expense for the years ended December 31, 2016, 2015 and 2014 was \$0.5 million, \$0.3 million and \$0.1 million, respectively.

Legal

On November 9, 2016, a purported securities class action lawsuit was filed in the United States District Court for the Southern District of New York against the Company and certain of its executive officers. The lawsuit was brought by purported stockholders of the Company seeking to represent a class consisting of stockholders who purchased stock between July 15, 2015 and June 6, 2016. The lawsuit asserts claims under Sections 10(b) and 20(a) of the Securities Exchange Act of 1934 and seeks unspecified damages and other relief. The Company believes that the claims are without merit and intends to defend the lawsuit vigorously. It is possible that additional similar lawsuits could be filed. Due to the early stage of the litigation, the Company is unable to predict the outcome of this matter and is unable to make a meaningful estimate of the amount or range of loss, if any, that could result from an unfavorable outcome.

On November 18, 2016, a purported securities class action lawsuit was filed in the Superior Court of the State of California for the County of San Mateo against the Company, certain of its executive officers and directors, and the underwriters for the Company's IPO of its common stock. On February 9, 2017, a substantially identical putative class action suit was filed in the Superior Court of the State of California for the County of San Mateo asserting the same claims on behalf of the same putative class. The lawsuits were brought by purported stockholders of the Company seeking to represent a class consisting of stockholders who purchased stock pursuant to and/or traceable to the Company's Registration Statement on Form S-1. The lawsuits assert claims under Sections 11 and 15 of the Securities Exchange Act of 1934 and seek unspecified damages and other relief. The Company believes that the claims are without merit and intends to defend the lawsuits vigorously. It is possible that additional similar lawsuits could be filed. Due to the early stage of the litigation, the Company is unable to predict the outcome of these cases and is unable to make a meaningful estimate of the amount or range of loss, if any, that could result from an unfavorable outcome.

From time to time, the Company may become subject to other legal proceedings, claims and litigation arising in the ordinary course of business. In addition, the Company may receive letters alleging

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infringement of patent or other intellectual property rights. The Company is not currently a party to any other material legal proceedings, nor is it aware of any pending or threatened litigation that, in the Company's opinion, would have a material adverse effect on the business, operating results, cash flows or financial condition should such litigation be resolved unfavorably.

7. Common Stock Reserved for Issuance

The Company is required to reserve and keep available out of its authorized but unissued shares of common stock a number of shares sufficient to effect the conversion of all outstanding options granted and available for grant under the incentive plans and shares reserved for issuance under the employee stock purchase plan.

	December 31,	
	2016	2015
Outstanding stock options	6,543,654	3,522,813
Shares reserved for future option grants	1,392,521	3,523,879
Shares reserved under the 2015 employee stock purchase plan	700,000	700,000
Total common stock reserved for issuance	<u>8,636,175</u>	<u>7,746,692</u>

8. Preferred Stock

Preferred Stock

As of December 31, 2016 and December 31, 2015, the Company had 10,000,000 shares of preferred stock authorized with a par value of \$0.001. No shares of preferred stock were outstanding as of December 31, 2016 and December 31, 2015.

Convertible and Redeemable Convertible Preferred Stock

During the year ended December 31, 2015, the Company issued an aggregate of 481,671 shares of redeemable convertible preferred stock upon the cash exercise of the Company's Series B-1 and Series C redeemable convertible preferred stock warrants, consisting of 444,286 shares of Series B-1 redeemable convertible preferred stock and 37,385 shares of Series C redeemable convertible preferred stock.

In addition, during the year ended December 31, 2015, the Company issued an aggregate of 390,032 shares of redeemable convertible preferred stock upon the net exercise of the Company's Series B, Series B-1 and Series C redeemable convertible preferred stock warrants, consisting of 5,850 shares of Series B redeemable convertible preferred stock, 291,165 shares of Series B-1 redeemable convertible preferred stock and 93,017 shares of Series C redeemable convertible preferred stock.

On July 21, 2015 (closing date of the IPO), all outstanding shares of Series A convertible preferred stock converted into 252,817 shares of common stock and all outstanding shares of Series B, Series B-1, Series C and Series D redeemable convertible preferred stock converted into 18,109,136 shares of common stock. On issuance, the Company's convertible and redeemable convertible preferred stock was recorded at fair value of the amount of allocated proceeds, net of issuance costs.

The Company's Series B, B-1, C and D redeemable convertible preferred stock was classified outside of stockholders' equity from issuance through the closing of the IPO, because the stock contained redemption features that commenced at any time on or after December 31, 2018 at the election of the Series B, B-1, C and D redeemable convertible preferred stockholders. The Company adjusted the carrying amount of the redeemable convertible preferred stock to equal the redemption value at the end of each reporting period.

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Due to the absence of retained earnings, adjustments to redemption value were recorded against additional paid-in capital, if any, and then to accumulated deficit. The changes in the redemption value of the redeemable convertible preferred stock for the years ended December 31, 2015 and 2014 were as follows:

	Year Ended December 31,	
	2015	2014
	(in thousands)	
<u>Redeemable Convertible Preferred Stock</u>		
Series B	\$ 46,976	\$ 6,447
Series B-1	36,961	2,836
Series C	52,832	2,449
Series D	237,246	38,117
Total adjustment to redemption value on redeemable convertible preferred stock	<u>\$ 374,015</u>	<u>\$ 49,849</u>

As the redemption value for the redeemable convertible preferred stock was at times based on fair market value, the Company determined the fair value of the redeemable convertible preferred stock using a combination of the OPM and/or the PWERM models, or the fair value of the Company's common stock. At July 21, 2015 (closing date of the IPO), the fair value of redeemable convertible preferred stock was estimated based on the underlying value of the Company's common stock.

Amendment to Dividend Rights

On June 11, 2015, the Company's stockholders approved an amendment to the Company's Certificate of Incorporation to modify the terms of the cumulative accruing dividends on the outstanding shares of the Company's Series C and Series D redeemable convertible preferred stock. Under the terms of the Amended Certificate of Incorporation, upon conversion of the Company's redeemable convertible preferred stock into common stock in connection with an IPO, the Company was required to pay 50% of the then accrued but unpaid accruing dividends on shares of the Series C and Series D redeemable convertible preferred stock in shares of the Company's common stock instead of payment in cash and the remaining 50% of the then accrued but unpaid accruing dividends was to be forfeited. The settlement of the accrued but unpaid accruing dividends in shares of common stock was required to be at the original issue price of the Series C and Series D redeemable convertible preferred stock of \$5.215 per share. The terms of the dividends payable on the Series B and Series B-1 preferred stock were not modified.

Settlement of Cumulative Dividends

On July 21, 2015 (closing date of the IPO), the Company had total cumulative unpaid dividends in arrears of \$18.9 million, which consisted of \$9.4 million for the Series B, \$1.7 million for the Series B-1, \$1.7 million for the Series C and \$6.1 million for the Series D redeemable convertible preferred stock. During the year ended December 31, 2015, the Company paid in cash accruing dividends in the aggregate amount of \$5.5 million to the Series B and B-1 redeemable convertible preferred stockholders, consisting of \$4.7 million for the Series B and \$0.8 million for the Series B-1 redeemable convertible preferred stockholders. In addition, during the year ended December 31, 2015, the Company issued an aggregate of 750,946 shares of common stock to the Series C and D redeemable convertible preferred stockholders with an aggregate fair value of \$20.4 million in settlement of the Series C and Series D redeemable convertible preferred stock cumulative dividends in accordance with the June 11, 2015 amendment discussed above, consisting of 161,536 shares of common stock with a fair value of \$4.4 million to the Series C redeemable convertible preferred stockholders and 589,410 shares of common stock with a fair value of \$16.0 million to the Series D redeemable convertible preferred stockholders.

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9. Preferred Stock Warrants

The Company classified its preferred stock warrants as liabilities. During the year ended December 31, 2015, \$19.3 million of the fair value of the warrant liability was reclassified to redeemable convertible preferred stock and then into additional paid-in capital in stockholders' equity on conversion of redeemable convertible preferred stock into common stock on the closing of the IPO. The warrants were no longer outstanding at December 31, 2015.

During the year ended December 31, 2015, 31,778 of the Series B-1 warrants were cash exercised at an exercise price of \$7.45 per share, 412,508 of the Series B-1 warrants were cash exercised at an exercise price of \$2.6075 per share and 37,385 of the Series C warrants were cash exercised at an exercise price of \$5.215 per share, resulting in total aggregate cash proceeds to the Company of \$1.5 million.

On the closing of the Company's IPO, all of the remaining outstanding preferred stock warrants were net exercised at the IPO price of \$17.00 per share, which resulted in 6,499 shares of common stock being issued upon the net exercise of outstanding warrants to purchase 10,414 shares of Series B preferred stock, 291,164 shares of common stock being issued upon the net exercise of outstanding warrants to purchase 349,054 shares of Series B-1 preferred stock and 93,017 shares of common stock being issued upon the net exercise of outstanding warrants to purchase 134,180 shares of Series C preferred stock.

During the year ended December 31, 2015, the Company remeasured the preferred stock warrants using the OPM and/or PWERM models, or based on the fair value of the underlying stock. On the closing of the IPO in July 2015, the outstanding preferred stock warrants were exercised and the liability on the preferred stock warrants was reclassified to additional paid-in capital in stockholders' equity, and was no longer subject to remeasurement.

The change in fair value of the preferred stock warrant liabilities was attributable to the increase of the fair value of the underlying stock. The change in the fair value of preferred stock warrants for the year ended December 31, 2015 was recognized as a component of other income (expense), net in the condensed consolidated statements of operations.

10. Stock-Based Compensation

In the accompanying consolidated statement of operations, the Company recognized stock-based compensation expense for its employees and non-employees as follows:

	Year Ended December 31,		
	2016	2015	2014
	(in thousands)		
Research and development	\$3,635	\$1,846	\$ 65
General and administrative	1,875	1,340	237
Total stock-based compensation	<u>\$5,510</u>	<u>\$3,186</u>	<u>\$302</u>

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Determination of Fair Value

The estimated grant-date fair value of all the Company's stock-based awards was calculated using the Black-Scholes option pricing model, based on the following assumptions:

	Year Ended December 31,		
	2016	2015	2014
Expected term (in years)	5.1 – 9.9	5.2 – 10.0	5.0 – 6.0
Expected volatility	77 – 87%	75 – 84%	81 – 83%
Risk-free interest rate	1.1 – 2.4%	1.5 – 2.4%	1.5 – 1.8%
Expected dividend rate	— %	— %	— %

The fair value of each stock option grant was determined by the Company using the methods and assumptions discussed below. Each of these inputs is subjective and generally requires significant judgment and estimation by management.

Expected Term—The expected term represents the period that stock-based awards are expected to be outstanding. As the Company's historical share option exercise is limited due to a lack of sufficient data points, and does not provide a reasonable basis upon which to estimate an expected term, the expected term is derived by using the midpoint between the vesting commencement date and the contractual expiration period of the stock-based award. The expected term for options issued to non-employees is the contractual term.

Expected Volatility—Since the Company has limited information on the volatility of common stock due to its short trading history, the expected volatility is derived from the historical stock volatilities of comparable peer public companies within its industry that are considered to be comparable to the Company's business over a period equivalent to the expected term of the stock-based awards.

Risk-Free Interest Rate—The risk-free interest rate is based on the U.S. Treasury yield curve in effect at the date of grant for zero-coupon U.S. Treasury notes with maturities approximately equal to the stock-based awards' expected term.

Expected Dividend Rate—The expected dividend is zero as the Company has not paid nor does it anticipate paying any dividends on its common stock in the foreseeable future.

Forfeiture Rate—The forfeiture rate is estimated based on an analysis of actual forfeitures experience, analysis of employee turnover behavior and other factors.

Fair Value of Common Stock—Prior to the closing of the Company's IPO, the fair value of the Company's common stock was determined by the Company's board of directors because there was no public market for the Company's common stock as the Company was a private company. The Company's board of directors determined the fair value of the common stock by considering a number of objective and subjective factors, including having contemporaneous and retrospective valuations of its common stock performed by an unrelated valuation specialist, valuations of comparable peer public companies, sales of the Company's redeemable convertible preferred stock to unrelated third parties, operating and financial performance, the lack of liquidity of the Company's capital stock, and general and industry-specific economic outlook. After the closing of the Company's IPO, the fair value of the Company's common stock is used to estimate the fair value of the stock-based awards at grant date.

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Equity Incentive Plans

2015 Plan

The 2015 Equity Incentive Plan (2015 Plan) became effective on July 14, 2015. As of December 31, 2016, 5,163,208 shares were reserved for issuance under the 2015 Plan. The number of shares reserved for issuance under the 2015 Plan will increase automatically on January 1 of each calendar year 2016 through 2025 by the number of shares equal to 4% of the total outstanding shares of the Company's common stock as of the immediately preceding December 31. The Company's Board of Directors or Compensation Committee may reduce the amount of the increase in any particular year. The exercise price of each stock-based award issued under the 2015 Plan is required to be no less than the fair value of the Company's capital stock. The vesting and exercise provisions of options or restricted awards granted are determined individually with each grant. Stock options have a 10-year life and expire if not exercised within that period or if not exercised within three months of cessation of employment with the Company or such longer period of time as specified in the option agreement.

2008 Plan

The Company granted options under the 2008 Stock Plan (2008 Plan) until July 2015 when it was terminated as to future awards, although it continues to govern the terms of options that remain outstanding under the 2008 Plan. The 2008 Plan provided for the granting of Incentive Stock Options (ISO), nonqualified stock options and stock purchase rights. In connection with the Board of Directors approval of the 2015 Plan, all remaining shares available for future award under the 2008 Plan were transferred to the 2015 Plan, and the 2008 Plan was terminated.

A summary of activity under the 2008 Plan and 2015 Plan and related information is as follows:

	Shares Available for Grant	Number of Shares Outstanding	Options Outstanding		
			Weighted-Average Exercise Price Per Share	Weighted-Average Remaining Contractual Term (Years)	Aggregate Intrinsic Value of Outstanding Options (in thousands)
Outstanding—December 31, 2013	637,768	582,152	\$ 0.37	8.63	\$ 48
Awards authorized	3,221,477				
Options granted	(2,309,681)	2,309,681	0.93		
Options exercised	—	(752,698)	0.54		
Options cancelled	537	(1,039)	2.08		
Outstanding—December 31, 2014	1,550,101	2,138,096	0.91	9.29	3,153
Awards authorized	3,400,000				
Options granted	(1,471,664)	1,471,664	8.06		
Options exercised	—	(41,505)	0.76		
Options cancelled	45,442	(45,442)	7.76		
Outstanding—December 31, 2015	3,523,879	3,522,813	3.81	8.78	40,425
Awards authorized	1,202,324				
Options granted	(3,710,980)	3,710,980	3.22		
Options exercised	—	(312,841)	0.67		
Options cancelled	377,298	(377,298)	7.04		
Outstanding—December 31, 2016	<u>1,392,521</u>	<u>6,543,654</u>	\$ 3.44	8.82	\$ 888
Exercisable—December 31, 2016		<u>2,614,587</u>	\$ 2.41	7.99	\$ 888
Vested and expected to vest—December 31, 2016		<u>6,352,640</u>	\$ 3.43	8.81	\$ 877

The weighted-average grant date fair values of options granted during the years ended December 31, 2016, 2015 and 2014 was \$2.19, \$10.51 and \$0.67 per share. The aggregate intrinsic value of options exercised

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was \$1.2 million, \$0.2 million and \$1.4 million for the years ended December 31, 2016, 2015 and 2014. The total grant date fair value of options vested for the years ended December 31, 2016, 2015 and 2014 was \$6.1 million, \$1.4 million and \$0.2 million.

As of December 31, 2016, total unrecognized stock-based compensation related to unvested stock options was \$13.8 million, net of estimated forfeitures, which the Company expects to recognize over a remaining weighted-average period of 2.6 years.

2015 Employee Stock Purchase Plan

The Company adopted the 2015 Employee Stock Purchase Plan (ESPP) and initially reserved 700,000 shares of common stock as of its effective date of July 15, 2015. The number of shares initially reserved for issuance under the ESPP will increase automatically on January 1 for nine years from the first offering date by the number of shares equal to 1% of the total outstanding shares of the Company's common stock as of the immediately preceding December 31. The aggregate number of shares issued over the term of the 2015 Employee Stock Purchase Plan will not exceed 3,400,000 shares of common stock.

Under the ESPP, participants are offered the options to purchase shares of Company's common stock at a 15% discount during a series of discrete offering periods, subject to any plan limitations. The ESPP will not become effective until such time as the Compensation Committee determines in the future, and as of December 31, 2016, the initial offering periods had not commenced. As of December 31, 2016, no shares of common stock have been issued to employees participating in the ESPP and 700,000 shares were available for issuance under the ESPP.

11. Income Taxes

The geographical breakdown of loss before provision for income taxes is as follows:

	Year Ended December 31,		
	2016	2015	2014
	(in thousands)		
United States	\$(48,244)	\$(53,376)	\$(23,872)
International	520	171	1
Loss before provision for income taxes	<u>\$(47,724)</u>	<u>\$(53,205)</u>	<u>\$(23,871)</u>

The components of the provision for income taxes are as follows:

	Year Ended December 31,		
	2016	2015	2014
	(in thousands)		
Current tax provision:			
Federal	\$—	\$—	\$—
State	—	—	—
Foreign	170	59	4
Total current tax provision	<u>170</u>	<u>59</u>	<u>4</u>
Deferred tax provision (benefit):			
Foreign	(27)	(4)	(2)
Total deferred tax provision (benefit)	<u>\$(27)</u>	<u>\$(4)</u>	<u>\$(2)</u>
Total provision for income taxes	<u>\$143</u>	<u>\$ 55</u>	<u>\$ 2</u>

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The reconciliation between income taxes computed at the federal statutory income tax rate and the provision for income taxes is as follows:

	Year Ended December 31,		
	2016	2015	2014
	(in thousands)		
Federal statutory rate	34.0%	34.0%	34.0%
Effect of:			
Change in valuation allowance	(33.5)	(27.8)	(37.3)
Federal tax credit	1.6	2.6	1.8
State income tax benefit, net of federal benefit	0.1	2.9	4.0
Conversion costs	—	—	—
Change in fair value of preferred stock warrants	—	(11.1)	(2.0)
Other permanent items	(2.5)	(0.7)	(0.5)
Total provision for income taxes	<u>(0.3)%</u>	<u>(0.1)%</u>	<u>— %</u>

The components of the deferred tax assets are as follows:

	December 31,	
	2016	2015
	(in thousands)	
Deferred tax assets:		
Net operating loss carryforwards	\$ 35,244	\$ 21,482
Research and development credits	2,597	1,923
License fee	3,339	3,413
Stock Based Compensation	2,291	1,042
Other	1,017	607
Gross deferred tax assets	<u>44,488</u>	<u>28,467</u>
Valuation allowance	(44,440)	(28,448)
Total deferred tax assets	<u>48</u>	<u>19</u>
Deferred tax liabilities:		
Other	12	10
Total deferred tax liabilities	<u>12</u>	<u>10</u>
Total net deferred tax assets	<u>\$ 36</u>	<u>\$ 9</u>

Recognition of deferred tax assets is appropriate when realization of these assets is more likely than not. Based upon the weight of available evidence, which includes historical operating performance and the recorded cumulative net losses in prior fiscal periods, the Company recorded a full valuation allowance of \$44.4 million and \$28.4 million against the net U.S. deferred tax assets as of December 31, 2016 and 2015. The net valuation allowance increased by \$16.0 million for the year ended December 31, 2016 and increased by \$14.8 million for the year ended December 31, 2015.

Management assesses the available positive and negative evidence to estimate if sufficient future taxable income will be generated to use the existing deferred tax assets. Based on the weight of all evidence, including a history of operating losses and the Company's ability to generate future taxable income to realize the assets, management has determined that it is more likely than not that the deferred tax assets will not be realized.

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As a result of certain realization requirements of Accounting Standards Codification (ASC) 718, *Compensation—Stock Compensation*, the table of deferred tax assets and liabilities above does not include certain deferred tax assets as of December 31, 2016, that arose directly from tax deductions related to equity compensation that are greater than the compensation recognized for financial reporting. Equity will be increased by \$0.2 million if and when such deferred tax assets are ultimately realized.

As of December 31, 2016, the Company has federal operating loss carryforwards of \$97.6 million and state operating loss carryforwards of \$53.7 million, expiring in years ranging from 2021 to 2036. The Company also had net tax credit carryforwards of \$2.6 million which begin to expire in 2031.

Utilization of the Company's net operating loss and research and development credit carryforwards to offset taxable income are subject to an annual limitation, pursuant to Internal Revenue Code (IRC) Sections 382 and 383. As a result of stock offerings that occurred prior to 2016, subsequent changes in the stock ownership, and the stock offering in February 2017, an ownership change under Section 382 is deemed to have occurred. As such, a significant portion, or all, of the accumulated U.S. federal and state operating loss carryforwards and the net tax credit carryforwards mentioned above will not be available for future use. The Company does not expect there to be any impact on the financial statements since the net U.S. deferred tax assets are offset by a full valuation allowance.

Uncertain Tax Positions

The activity related to the gross amount of unrecognized tax benefits is as follows:

	<u>Year Ended December 31,</u>		
	<u>2016</u>	<u>2015</u>	<u>2014</u>
	(in thousands)		
Beginning balance	\$232	\$162	\$ 58
Increases based on tax positions related to prior years	—	—	—
Decreases based on tax positions related to prior years	—	(77)	—
Increases based on tax positions in current year	79	147	104
Settlement	—	—	—
Lapse of statute of limitations	—	—	—
Ending balance	<u>\$311</u>	<u>\$232</u>	<u>\$162</u>

If recognized, gross unrecognized tax benefits would not have an impact on the Company's effective tax rate due to the Company's full valuation allowance position. While it is often difficult to predict the final outcome of any particular uncertain tax position, the Company does not believe that the amount of gross unrecognized tax benefits will change significantly in the next twelve months.

The Company recognizes interest and penalties related to unrecognized tax benefits in the provision for income taxes in the accompanying consolidated statement of operations. Accrued interest and penalties, if applicable, are included in accrued liabilities in the consolidated balance sheet. For the years ended December 31, 2016 and 2015, the Company did not recognize any accrued interest and penalties.

The Company is subject to taxation in the United States, various states, Canada and Australia. Tax years 2013 through 2015 remain open to examination by the United States and various state jurisdictions. The 2014 and 2015 tax year remains open to examination in Canada. The Company is not currently under examination by the Internal Revenue Service or any other jurisdiction for any year.

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12. Restructuring Costs

In June 2016, the Company halted investment in PNT2258 and the DNAi platform and closed the related Phase 2 clinical trials to further enrollment. As a result, the Company closed its research facility in Plymouth, Michigan, renegotiated and terminated certain contracts, and implemented staff reductions in the United States and Canada.

The following table summarizes restructuring activities for the year ended December 31, 2016:

	Contract Termination	Employee Termination	Asset Impairment	Total
	(in thousands)			
Accrual balance at December 31, 2015	\$ —	\$ —	\$ —	\$ —
Restructuring costs charged to research and development expense	2,249	—	—	2,249
Restructuring costs charged to general and administrative expense	5	332	130	467
Non-cash charges	(681)	—	(130)	(811)
Cash payments	(909)	(233)	—	(1,142)
Accrual balance at December 31, 2016	<u>\$ 664</u>	<u>\$ 99</u>	<u>\$ —</u>	<u>\$ 763</u>

Total restructuring costs recorded during the year ended December 31, 2016 were \$2.7 million. The accrual balance is currently expected to be paid by the end of 2017.

There were no restructuring activities during the year ended December 31, 2015.

13. Selected Quarterly Financial Data (Unaudited)

The following tables present certain selected unaudited consolidated quarterly financial information for each of the eight quarters ended December 31, 2016. This consolidated quarterly information has been prepared on the same basis as the consolidated financial statements and includes all adjustments necessary to state fairly the information for the periods presented. The selected consolidated quarterly financial results from operations from operations for the years ended December 31, 2016 and 2015 are set forth therein. Net loss per share has been retroactively adjusted to reflect the 7.45-for-1 reverse stock split effected on June 29, 2015.

	Fiscal 2016 Quarter Ended			
	March 31, 2016	June 30, 2016	September 30, 2016	December 31, 2016
	(in thousands, except per share amounts)			
Operating expenses	\$ 10,613	\$ 12,946	\$ 15,283	\$ 9,233
Net loss	\$(10,538)	\$(12,872)	\$ (15,209)	\$ (9,248)
Net loss attributable to common stockholders	\$(10,538)	\$(12,872)	\$ (15,209)	\$ (9,248)
Basic and diluted net loss per share	\$ (0.35)	\$ (0.43)	\$ (0.50)	\$ (0.30)

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	Fiscal 2015 Quarter Ended			
	March 31, 2015	June 30, 2015	September 30, 2015	December 31, 2015
	(in thousands, except per share amounts)			
Operating expenses	\$ 6,737	\$ 6,612	\$ 11,033	\$ 11,446
Net loss ⁽¹⁾	\$ (8,048)	\$ (15,249)	\$ (18,505)	\$ (11,458)
Net loss attributable to common stockholders ⁽¹⁾⁽²⁾	\$(19,053)	\$(156,129)	\$ (266,544)	\$ (11,458)
Basic and diluted net loss per share	\$ (12.83)	\$ (104.10)	\$ (11.03)	\$ (0.38)

- (1) Net loss for the quarters ended March 31, 2015, June 30, 2015 and September 30, 2015 included expenses related to changes in fair value of the preferred stock warrants of \$1.3 million, \$8.6 million and \$7.5 million, respectively.
- (2) Net loss attributable to common stockholders for the quarters ended March 31, 2015, June 30, 2015 and September 30, 2015 included the impact of adjustment to redemption value on redeemable convertible preferred stock of \$11.0 million, \$140.9 million and \$222.1 million, respectively. Net loss attributable to common stockholders for the quarter ended September 30, 2015 also included Series B and B-1 redeemable convertible preferred stock dividend of \$5.5 million and Series C and D redeemable convertible preferred stock dividend of \$20.4 million.

Item 9. Changes in and Disagreements With Accountants on Accounting and Financial Disclosure.

None.

Item 9A. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures

As of December 31, 2016, our management, with the participation of our Chief Executive Officer and Chief Financial Officer, performed an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures as defined in Rules 13a-15(e) and 15d-15(e) of the Exchange Act. Our disclosure controls and procedures are designed to ensure that information required to be disclosed in the reports we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission’s rules and forms, and that such information is accumulated and communicated to our management, including the Chief Executive Officer and the Chief Financial Officer, to allow timely decisions regarding required disclosures. Based on this evaluation, our Chief Executive Officer and Chief Financial Officer concluded that, as of December 31, 2016, the design and operation of our disclosure controls and procedures were effective at a reasonable assurance level.

Any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objective and management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

Management’s Annual Report on Internal Control Over Financial Reporting

This annual report does not include an attestation report of our registered public accounting firm regarding internal control over financial reporting. Management’s report was not subject to attestation by our registered public accounting firm pursuant to exemptions provided to issuers that qualify as an “emerging growth company,” as defined in Section 2(a) of the Securities Act of 1933, or the Securities Act, as modified by the Jumpstart Our Business Startups Act of 2012, or the JOBS Act. However, for as long as we remain an “emerging growth company” as defined in the JOBS Act, we intend to take advantage of the exemption permitting us not to comply with the requirement that our independent registered public accounting firm provide an attestation on the effectiveness of our internal control over financial reporting.

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Rules 13a-15(f) and 15d-15(f) of the Exchange Act. Our internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

As of December 31, 2016, management assessed the effectiveness of our internal control over financial reporting based on the framework established in “Internal Control—Integrated Framework” issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) (2013 Framework). Based on this evaluation, management has determined that our internal control over financial reporting was effective as of December 31, 2016.

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Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting identified in connection with the evaluation required by Rule 13a-15(d) and 15d-15(d) of the Exchange Act that occurred during the quarter ended December 31, 2016 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Item 9B. Other Information.

None.

PART III

Item 10. Directors, Executive Officers and Corporate Governance.

The information required by this item is incorporated herein by reference to our Proxy Statement with respect to our 2017 Annual Meeting of Stockholders to be filed with the SEC within 120 days of the end of the fiscal year covered by this Annual Report on Form 10-K.

Item 11. Executive Compensation.

The information required by this item is incorporated herein by reference to our Proxy Statement with respect to our 2017 Annual Meeting of Stockholders to be filed with the SEC within 120 days of the end of the fiscal year covered by this Annual Report on Form 10-K.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.

The information required by this item is incorporated herein by reference to our Proxy Statement with respect to our 2017 Annual Meeting of Stockholders to be filed with the SEC within 120 days of the end of the fiscal year covered by this Annual Report on Form 10-K.

Item 13. Certain Relationships and Related Transactions, and Director Independence.

The information required by this item is incorporated herein by reference to our Proxy Statement with respect to our 2017 Annual Meeting of Stockholders to be filed with the SEC within 120 days of the end of the fiscal year covered by this Annual Report on Form 10-K.

Item 14. Principal Accounting Fees and Services.

The information required by this item is incorporated herein by reference to our Proxy Statement with respect to our 2017 Annual Meeting of Stockholders to be filed with the SEC within 120 days of the end of the fiscal year covered by this Annual Report on Form 10-K.

PART IV

Item 15. Exhibits, Consolidated Financial Statement Schedules.

(a) The following documents are filed as part of this report:

1. Consolidated Financial Statements

See Index to Consolidated Financial Statements at Item 8 herein.

2. Consolidated Financial Statement Schedules

No consolidated financial statement schedules are provided because the information called for is not required or is shown either in the consolidated financial statements or notes thereto.

3. Exhibits

See the Exhibit Index immediately following the signature page of this Annual Report on Form 10-K.

Item 16. Form 10-K Summary

None.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: March 2, 2017

SIERRA ONCOLOGY, INC.

By: /s/ Nick Glover
Nick Glover
President and Chief Executive Officer

POWER OF ATTORNEY

Each person whose individual signature appears below hereby authorizes and appoints Nick Glover and Sukhi Jagpal, and each of them, with full power of substitution and resubstitution and full power to act without the other, as his or her true and lawful attorney-in-fact and agent to act in his or her name, place and stead and to execute in the name and on behalf of each person, individually and in each capacity stated below, and to file any and all amendments to this annual report on Form 10-K and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing, ratifying and confirming all that said attorneys-in-fact and agents or any of them or their or his substitute or substitutes may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, this Report has been signed below by the following persons on behalf of the Registrant in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Nick Glover</u> Nick Glover	President, Chief Executive Officer and Director (Principal Executive Officer)	March 2, 2017
<u>/s/ Sukhi Jagpal</u> Sukhi Jagpal	Chief Financial Officer (Principal Accounting and Financial Officer)	March 2, 2017
<u>/s/ Donald Parfet</u> Donald Parfet	Chairman of the Board	March 2, 2017
<u>/s/ James Topper</u> James Topper	Director	March 2, 2017
<u>/s/ Nicole Onetto</u> Nicole Onetto	Director	March 2, 2017
<u>/s/ Robert Pelzer</u> Robert Pelzer	Director	March 2, 2017
<u>/s/ Jeffrey H. Cooper</u> Jeffrey H. Cooper	Director	March 2, 2017
<u>/s/ Tran Nguyen</u> Tran Nguyen	Director	March 2, 2017

EXHIBIT INDEX

Exhibit Number	Description of Document	Incorporated by reference				Filed Herewith
		Form	File No.	Exhibit	Filing Date	
3.1	Restated Certificate of Incorporation.	S-1	333-204921	3.2	June 12, 2015	
3.2	Certificate of Amendment to the Restated Certificate of Incorporation.	8-K	001-37490	3.1	January 11, 2017	
3.3	Restated Bylaws.	S-1	333-204921	3.4	June 12, 2015	
4.1	Form of Common Stock Certificate.	S-1	333-204921	4.1	July 6, 2015	
4.2	Third Amended and Restated Investor Rights Agreement, dated April 17, 2014, by and among the Registrant and certain of its stockholders, as amended.	S-1	333-204921	4.2	June 12, 2015	
10.1*	Form of Indemnification Agreement.	S-1	333-204921	10.1	June 12, 2015	
10.2*	2008 Stock Plan, as amended, and forms of award agreements thereunder.	S-1	333-204921	10.2	June 12, 2015	
10.3*	2015 Equity Incentive Plan and forms of award agreements thereunder.	S-1	333-204921	10.3	July 6, 2015	
10.4*	2015 Employee Stock Purchase Plan.	S-1	333-204921	10.4	July 6, 2015	
10.5*	Form of Executive Officer Employment Agreement.	S-1	333-204921	10.5	July 6, 2015	
10.6*	Form of Employment Agreement between the Registrant and Nick Glover.	S-1	333-204921	10.7	July 6, 2015	
10.7	Lease, dated February 4, 2015, by and between the Registrant and Thompson Creek Metals Company Inc.	S-1	333-204921	10.10	June 12, 2015	
10.8+	License Agreement dated May 26, 2016 between the Registrant and Carna Biosciences, Inc.	10-Q	001-37490	10.1	August 12, 2016	
10.9+	License Agreement dated September 27, 2016 by and between the Registrant and CRT Pioneer fund LP.	10-Q	001-37490	10.1	November 10, 2016	
21.1	Subsidiaries of the Registrant.					X
23.1	Consent of independent registered public accounting firm.					X
24.1	Power of Attorney. Reference is made to the signature page hereto.					X
31.1	Certification of Principal Executive Officer, pursuant to Rule 13a-14(a)/15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.					X

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<u>Exhibit Number</u>	<u>Description of Document</u>	<u>Incorporated by reference</u>				<u>Filed Herewith</u>
		<u>Form</u>	<u>File No.</u>	<u>Exhibit</u>	<u>Filing Date</u>	
31.2	Certification of Principal Financial Officer, pursuant to Rule 13a-14(a)/15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.					X
32.1**	Certification of Chief Executive Officer, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.					X
32.2**	Certification of Chief Financial Officer, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.					X
101.INS	XBRL Instance Document.					X
101.SCH	XBRL Schema Linkbase Document.					X
101.CAL	XBRL Calculation Linkbase Document.					X
101.DEF	XBRL Definition Linkbase Document.					X
101.EXT	XBRL Extension label Linkbase Document.					X
101.PRE	XBRL Presentation Linkbase Document.					X

* Executive compensation plan or agreement.

** This certification is deemed not filed for purpose of section 18 of the Exchange Act or otherwise subject to the liability of that section, nor shall it be deemed incorporated by reference into any filing under the Securities Act or the Exchange Act.

+ Confidential treatment has been granted for portions of this exhibit under Rule 24b-2 promulgated under the Exchange Act. The Registrant has omitted and filed separately with the SEC the confidential portions of this exhibit.

LIST OF SUBSIDIARIES OF SIERRA ONCOLOGY, INC.

Subsidiary
Sierra Oncology Canada ULC

Jurisdiction of Incorporation or Organization
Canada, British Columbia

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in Registration Statement No. 333-209897 on Form S-8, and Registration Statement No. 333-212793 on Form S-3 of our report dated March 2, 2017, relating to the consolidated financial statements of Sierra Oncology, Inc. (formerly known as ProNAi Therapeutics, Inc.) and subsidiaries (the “Company”) appearing in this Annual Report on Form 10-K of the Company for the year ended December 31, 2016.

/s/ Deloitte & Touche LLP

Grand Rapids, Michigan

March 2, 2017

**CERTIFICATION OF PERIODIC REPORT UNDER SECTION 302 OF
THE SARBANES-OXLEY ACT OF 2002**

I, Nick Glover, certify that:

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

Date: March 2, 2017

/s/ Nick Glover

Dr. Nick Glover
Chief Executive Officer
(Principal Executive Officer)

**CERTIFICATION OF PERIODIC REPORT UNDER SECTION 302 OF
THE SARBANES-OXLEY ACT OF 2002**

I, Sukhi Jagpal, certify that:

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

Date: March 2, 2017

/s/ Sukhi Jagpal

Sukhi Jagpal
Chief Financial Officer
(Principal Financial Officer)

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO SECTION 906
OF THE SARBANES-OXLEY ACT OF 2002**

I, Nick Glover, Chief Executive Officer of Sierra Oncology, Inc. (Company), do hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

- the Annual Report on Form 10-K of the Company for the year ended December 31, 2016 (Report), as filed with the Securities and Exchange Commission, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company for the periods presented therein.

Date: March 2, 2017

/s/ Nick Glover

Dr. Nick Glover

Chief Executive Officer

(Principal Executive Officer)

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO SECTION 906
OF THE SARBANES-OXLEY ACT OF 2002**

I, Sukhi Jagpal, Chief Financial Officer of Sierra Oncology, Inc. (Company), do hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

- the Annual Report on Form 10-K of the Company for the year ended December 31, 2016 (Report), as filed with the Securities and Exchange Commission, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company for the periods presented therein.

Date: March 2, 2017

/s/ Sukhi Jagpal

Sukhi Jagpal

Chief Financial Officer

(Principal Financial Officer)