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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of  
The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported)  
**April 30, 2019**

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**VIVUS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation)

**001-33389**  
(Commission File Number)

**94-3136179**  
(IRS Employer  
Identification No.)

**900 E. HAMILTON AVENUE, SUITE 550  
CAMPBELL, CA 95008**  
(Address of principal executive offices, including zip code)

**(650) 934-5200**  
(Registrant's telephone number, including area code)

**N/A**  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

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## Item 2.02. Results of Operations and Financial Condition

On April 30, 2019, VIVUS, Inc. (the “Company”) issued a press release regarding its financial results for the first quarter ended March 31, 2019, a business update and certain other information. The full text of the press release concerning the foregoing is furnished herewith as Exhibit 99.1.

The information in this Form 8-K and the exhibit attached hereto shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or incorporated by reference into any of the Company’s filings under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in any such filing.

## Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#"><u>Press Release issued by VIVUS, Inc. dated April 30, 2019.</u></a>

## SIGNATURES

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

**VIVUS, INC.**

/s/ John L. Slebir

John L. Slebir

Senior Vice President, Business Development and General Counsel

Date: April 30, 2019



## VIVUS Reports First Quarter 2019 Financial Results

Company to host conference call today at 4:30pm ET

CAMPBELL, CA., April 30, 2019 - VIVUS, Inc. (NASDAQ: VVUS) (the “Company”), a specialty pharmaceutical company committed to the development and commercialization of innovative therapies focusing on treatments for patients with serious unmet medical needs, today reported financial results for the quarter ended March 31, 2019 and provided a business update.

“The first quarter of 2019 represents the completion of the third quarter of our ten-quarter turnaround,” said John Amos, Chief Executive Officer at VIVUS. “After successfully stabilizing the business in the third and fourth quarters of 2018, we made important progress in the first quarter of 2019 toward establishing a solid base for future growth. This included the re-launch of Qsymia and PANCREAZE and, while early in the re-launch process, leading indicators suggest that we will see improved financial performance for both products in the third quarter of 2019. We are pleased with our progress to date on our ten-quarter turnaround and look forward to building on this momentum over the coming quarters.”

Mr. Amos continued, “Over the past three quarters, VIVUS has made multiple strategic investments into the business, including one-time expenses of approximately \$6 million. The investments include product enhancements for PANCREAZE, implementation of a PANCREAZE sampling program, preparation of the Phase 4 adolescent Qsymia safety and efficacy study, development of VIVUS Health Platform, which includes the PANCREAZE Advantage and Qsymia Advantage programs, and other one-time investments that are expected to drive long-term performance and stockholder value.”

### Recent Business Highlights

- ***Launching PANCREAZE Under the VIVUS Brand***

In February 2019, VIVUS completed the transition of the supply chain for PANCREAZE Delayed-Release Capsules in the United States from Janssen Pharmaceuticals, Inc. to VIVUS. Concurrent with this transition, the Company successfully re-launched PANCREAZE under the VIVUS brand.

- ***Announcing Marketing Approval of Avanafil in the Russian Federation***

In March 2019, the Ministry of Health of the Russian Federation approved 50 mg, 100 mg and 200 mg tablets of avanafil for the treatment of erectile dysfunction (ED). The product will be marketed in the Russian Federation under the brand name RAZATUS.



· **Receiving Marketing Approval of Avanafil in the United Arab Emirates**

In February 2019, the Ministry of Health & Prevention of the United Arab Emirates approved 100 mg and 200 mg tablets of avanafil. The product will be marketed in the United Arab Emirates under the brand name SPEDRA.

· **Publishing of Data Supporting the Cardiovascular Safety of Qsymia**

In February 2019, results from a new retrospective study evaluating the cardiovascular safety of Qsymia® (phentermine and topiramate extended-release) capsules CIV were published in *The Journal of Clinical Endocrinology & Metabolism* and are currently available online. The new findings indicate that the combined risk of major adverse cardiovascular events (MACE) was not elevated in patients currently taking Qsymia, or concurrently taking both phentermine and topiramate, compared with former users of these medications. The number of MACE events (3 events during 3,245 person-years of follow-up) was too few to draw a definitive conclusion from the data.

**First Quarter Financial Results**

Revenue consisted of the following:

	(In thousands) Three Months Ended March 31,			
	2019		2018	
Qsymia net product revenue	\$	8,423	\$	9,632
PANCREAZE net product revenue		5,074		—
Supply revenue		1,604		1,683
Royalty revenue		1,045		585
Total revenue	\$	16,146	\$	11,900

Total revenue for the first quarter of 2019 was \$16.1 million, an increase of 36% compared to \$11.9 million during the same period in 2018.

Qsymia net product revenue was \$8.4 million and \$9.6 million in the first quarters of 2019 and 2018, respectively. Shipments were approximately 75,000 and 83,000 units in the first quarters of 2019 and 2018, respectively. The decrease in shipments was primarily due to lower script volumes and supply chain management by wholesalers. Approximately 82,000 and 92,000 Qsymia prescriptions were dispensed in the first quarters of 2019 and 2018, respectively. The Company made a number of changes to the Qsymia business in an effort to improve commercial performance, primarily allowing patients to migrate from a traditional retail pharmacy model to the Qsymia Advantage model that is expected to improve access to Qsymia through, among other things, direct-to-patient distribution and improved pricing. The Company anticipates that this transfer, which started in February of 2019 with the re-launch, will be one of the key drivers of brand performance in the second half of 2019 and full year 2020. During the first quarter, Qsymia generated a modest increase in prescription numbers under the Direct-to-Patient model despite the limited rollout of the program.



PANCREAZE net product revenue was \$5.1 million in the first quarter of 2019. While VIVUS acquired PANCREAZE in June 2018, VIVUS started shipping VIVUS branded product in the first quarter of 2019. During this period, the Company shipped approximately 26,000 units of PANCREAZE. As expected, the first quarter PANCREAZE revenue was negatively impacted by the marketing under a new label, fully burdened expenses, and market change. The Company views first quarter 2019 PANCREAZE revenues as the true first quarter of brand performance. VIVUS now has a dedicated 10-person sales force, sampling program, full patient support program, plan for investigator sponsored trials in oncology, digital marketing campaign strategy, and a number of other enhancements. PANCREAZE new patient starts in the first quarter of 2019, the most important key performance indicator for a re-launched brand, were up by approximately 10% from four weeks prior to the re-launch.

Total cost of goods sold excluding amortization was \$4.3 million and \$2.6 million in the first quarters of 2019 and 2018, respectively. The growth was primarily due to the addition of PANCREAZE revenue in 2018.

Amortization of intangible assets was \$3.6 million and \$91,000 in the first quarters of 2019 and 2018, respectively. The increase was due to the amortization of costs capitalized with the acquisition of PANCREAZE.

General and administrative expense was \$5.3 million and \$5.8 million for the first quarters of 2019 and 2018, respectively. The decrease was primarily due to lower business development efforts in 2019 compared to 2018. VIVUS expects general and administrative expenses to fluctuate with business development activities.

Selling and marketing expense totaled \$4.5 million and \$4.3 million in the first quarters of 2019 and 2018, respectively. The increase was primarily due to commercialization efforts for PANCREAZE, including additions to its field force that supported the re-launch in the first quarter of 2019, and promotional activities.

Research and development expense was \$2.5 million and \$1.4 million in the first quarters of 2019 and 2018, respectively. Research and development expenses were impacted by the activities related to the Qsymia adolescent safety and efficacy study (OB-0403), PANCREAZE post-marketing requirements assumed from Janssen and ongoing PANCREAZE product improvement initiatives.

Total interest and other expense was \$3.9 million and \$8.3 million for the first quarters of 2019 and 2018, respectively. The decrease is due to the pay down of debt in 2018, partially offset by the additional debt issued in June 2018. On an annual basis, VIVUS will make cash interest payments of approximately \$19.6 million on its convertible and senior secured notes.

Net loss for the first quarter of 2019 was \$7.9 million, as compared to \$10.7 million in the first quarter of 2018. Cash, cash equivalents and available-for-sale securities were \$104.7 million at March 31, 2019.

Non-GAAP EBITDA for the first quarter of 2019 was \$0.1 million, as compared to EBITDA of negative \$1.2 million in the first quarter of 2018.



### **Conference Call Details**

VIVUS will hold a conference call and an audio webcast to provide a business update and to discuss first quarter 2019 financial results today, April 30, 2019, beginning at 4:30 PM Eastern Time. Investors may listen to this call by dialing toll-free 1-877-359-2916 in the U.S. and 1-224-357-2386 from outside the U.S. The audience passcode is 4079554. A webcast replay will be available for 30 days and may be accessed at <http://ir.vivus.com/events-and-presentations>.

### **About Qsymia**

Qsymia is approved in the U.S. and is indicated as an adjunct to a reduced-calorie diet and increased physical activity for chronic weight management in adults with an initial body mass index (BMI) of 30 kg/m<sup>2</sup> or greater (obese) or 27 kg/m<sup>2</sup> or greater (overweight) in the presence of at least one weight-related medical condition such as high blood pressure, type 2 diabetes, or high cholesterol.

The effect of Qsymia on cardiovascular morbidity and mortality has not been established. The safety and effectiveness of Qsymia in combination with other products intended for weight loss, including prescription and over-the-counter drugs, and herbal preparations, have not been established.

For more information about Qsymia, please visit [www.Qsymia.com](http://www.Qsymia.com).

### **Important Safety Information for Qsymia**

Qsymia® (phentermine and topiramate extended-release) capsules CIV is contraindicated in pregnancy; in patients with glaucoma; in hyperthyroidism; in patients receiving treatment or within 14 days following treatment with monoamine oxidase inhibitors; or in patients with hypersensitivity to sympathomimetic amines, topiramate, or any of the inactive ingredients in Qsymia.

Qsymia can cause fetal harm. Females of reproductive potential should have a negative pregnancy test before treatment and monthly thereafter and use effective contraception consistently during Qsymia therapy. If a patient becomes pregnant while taking Qsymia, treatment should be discontinued immediately, and the patient should be informed of the potential hazard to the fetus.

The most commonly observed side effects in controlled clinical studies, 5% or greater and at least 1.5 times placebo, include paraesthesia, dizziness, dysgeusia, insomnia, constipation, and dry mouth.



### **About PANCREAZE**

PANCREAZE is a prescription medicine used to treat people who cannot digest food normally because their pancreas does not make enough enzymes due to cystic fibrosis or other conditions. PANCREAZE may help your body use fats, proteins, and sugars from food. PANCREAZE contains a mixture of digestive enzymes including lipases, proteases, and amylases from pig pancreas. PANCREAZE is safe and effective in children when taken as prescribed by your doctor.

### **Important Safety Information for PANCREAZE**

#### **What is the most important information I should know about PANCREAZE?**

- PANCREAZE may increase your chance of having a serious, rare bowel disorder called fibrosing colonopathy that may require surgery.
- The risk of having this condition may be reduced by following the dosing instructions that your healthcare provider gave you.

**Call your doctor right away if you have any unusual or severe stomach area (abdominal) pain, bloating, trouble passing stool (having bowel movements), nausea, vomiting, or diarrhea.**

Take PANCREAZE exactly as prescribed by your doctor. Do not take more or less PANCREAZE than directed by your doctor.

#### **What are the possible side effects of PANCREAZE?**

##### **PANCREAZE may cause serious side effects, including:**

- **A rare bowel disorder** called fibrosing colonopathy.
- **Irritation of the inside of your mouth.** This can happen if PANCREAZE is not swallowed completely.
- **Increase in blood uric acid levels.** This may cause worsening of swollen, painful joints (gout) caused by an increase in your blood uric acid levels.
- **Allergic reactions** including trouble with breathing, skin rashes, or swollen lips.

##### **Call your doctor right away if you have any of these symptoms.**

The most common side effects include pain in your stomach (abdominal pain) and gas.

Other possible side effects: PANCREAZE and other pancreatic enzyme products are made from the pancreas of pigs, the same pigs people eat as pork. These pigs may carry viruses. Although it has never been reported, it may be possible for a person to get a viral infection from taking pancreatic enzyme products that come from pigs.

These are not all the side effects of PANCREAZE. Talk to your doctor about any side effect that bothers you or does not go away.





You may report side effects to FDA at 1-800-FDA-1088 or [www.fda.gov/medwatch](http://www.fda.gov/medwatch).

### **What should I tell my doctor before taking PANCREAZE?**

Tell your doctor if you:

- are allergic to pork (pig) products.
- have a history of blockage of your intestines, or scarring or thickening of your bowel wall (fibrosing colonopathy).
- have gout, kidney disease, or high blood uric acid (hyperuricemia).
- have trouble swallowing capsules.
- have any other medical condition.
- are pregnant or plan to become pregnant.
- are breast-feeding or plan to breast-feed.

**Tell your doctor about all the medicines you take**, including prescription and nonprescription medicines, vitamins, and herbal supplements.

The Product Information and Medication Guide for PANCREAZE is available at [www.pancreaze.com](http://www.pancreaze.com).

### **About STENDRA/SPEDRA (Avanafil)**

STENDRA® (avanafil) is approved in the U.S. by the FDA for the treatment of erectile dysfunction. Metuchen Pharmaceuticals LLC has exclusive marketing rights to STENDRA in the U.S., Canada, South America and India.

STENDRA is available through retail and mail order pharmacies.

SPEDRA™, the trade name for avanafil in the EU, is approved by the EMA for the treatment of erectile dysfunction in the EU. VIVUS has granted an exclusive license to the Menarini Group through its subsidiary Berlin-Chemie AG to commercialize and promote SPEDRA for the treatment of erectile dysfunction in over 40 European countries plus Australia and New Zealand.

Avanafil is licensed from Mitsubishi Tanabe Pharma Corporation (MTPC). VIVUS owns worldwide development and commercial rights to avanafil for the treatment of sexual dysfunction, with the exception of certain Asian-Pacific Rim countries. VIVUS is in discussions with other parties for the commercialization rights to its remaining territories.

For more information about STENDRA, please visit [www.STENDRA.com](http://www.STENDRA.com).

### **Important Safety Information for STENDRA**

STENDRA® (avanafil) is prescribed to treat erectile dysfunction (ED).



Do not take STENDRA if you take nitrates, often prescribed for chest pain, as this may cause a sudden, unsafe drop in blood pressure.

Discuss your general health status with your healthcare provider to ensure that you are healthy enough to engage in sexual activity. If you experience chest pain, nausea, or any other discomforts during sex, seek immediate medical help.

STENDRA may affect the way other medicines work. Tell your healthcare provider if you take any of the following; medicines called HIV protease inhibitors, such as ritonavir (Norvir®), indinavir (Crixivan®), saquinavir (Fortavase® or Invirase®) or atazanavir (Reyataz®); some types of oral antifungal medicines, such as ketoconazole (Nizoral®), and itraconazole (Sporanox®); or some types of antibiotics, such as clarithromycin (Biaxin®), telithromycin (Ketek®), or erythromycin.

In the rare event of an erection lasting more than 4 hours, seek immediate medical help to avoid long-term injury.

In rare instances, men taking PDE5 inhibitors (oral erectile dysfunction medicines, including STENDRA) reported a sudden decrease or loss of vision. It is not possible to determine whether these events are related directly to these medicines or to other factors. If you experience sudden decrease or loss of vision, stop taking PDE5 inhibitors, including STENDRA, and call a doctor right away.

Sudden decrease or loss of hearing has been rarely reported in people taking PDE5 inhibitors, including STENDRA. It is not possible to determine whether these events are related directly to the PDE5 inhibitors or to other factors. If you experience sudden decrease or loss of hearing, stop taking STENDRA and contact a doctor right away. If you have prostate problems or high blood pressure for which you take medicines called alpha blockers or other anti-hypertensives, your doctor may start you on a lower dose of STENDRA.

Drinking too much alcohol when taking STENDRA may lead to headache, dizziness, and lower blood pressure.

STENDRA in combination with other treatments for ED is not recommended.

STENDRA does not protect against sexually transmitted diseases, including HIV.

The most common side effects of STENDRA are headache, flushing, runny nose and congestion.

Please see full patient prescribing information for STENDRA (50 mg, 100 mg, 200 mg) tablets.

### **About VIVUS**

VIVUS is a specialty pharmaceutical company committed to the development and commercialization of innovative therapies that focus on advancing treatments for patients with serious unmet medical needs. For more information about the Company, please visit [www.vivus.com](http://www.vivus.com).



## **Forward-Looking Statements**

*Certain statements in this press release are forward-looking within the meaning of the Private Securities Litigation Reform Act of 1995 and are subject to risks, uncertainties and other factors, including risks and uncertainties related to our ability to execute on our business strategy to enhance long-term stockholder value; risks and uncertainties related to our ability to address or potentially reduce our outstanding balance of the convertible notes due in 2020; risks and uncertainties related to our expected future revenues, operations and expenditures; risks and uncertainties related to our ability to identify and acquire cash flow generating assets and opportunities; risks and uncertainties related to the timing, strategy, tactics and success of the marketing and sales of PANCREAZE; risks and uncertainties related to our commercialization of PANCREAZE as a new product and our recently changed management team initiating the commercialization of PANCREAZE; risks and uncertainties related to our, or our current or potential partner's, ability to successfully commercialize Qsymia; risks and uncertainties related to our ability to successfully develop or acquire a proprietary formulation of tacrolimus; risks and uncertainties related to our ability to identify, acquire and develop new product pipeline candidates; risks and uncertainties related to our ability to develop a proprietary formulation and to demonstrate through clinical testing the quality, safety, and efficacy of our current or future investigational drug candidates; risks and uncertainties related to the timing, strategy, tactics and success of the launches and commercialization of STENDRA/SPEDRA (avanafil) by our current or potential collaborators; risks and uncertainties related to our ability to successfully complete on acceptable terms, and on a timely basis, avanafil partnering discussions for territories under our license with MTPC in which we do not have a commercial collaboration; risks and uncertainties related to our ability to work with FDA to significantly reduce or remove the requirements of the clinical post-approval cardiovascular outcomes trial ("CVOT"); risks and uncertainties related to our dialog with the European Medicines Agency ("EMA") relating to the U.S.-based CVOT for Qsymia, and the resubmission of an application for the grant of a marketing authorization to EMA, the timing and scope of such resubmission, if any, the results of any required CVOT, the assessment by EMA of the application for marketing authorization, and their agreement with the data from any required CVOT and ultimately the decision of the European Commission whether to grant marketing authorization for Qsymia in the EU; risks and uncertainties related to the failure to obtain FDA or foreign authority clearances or approvals and noncompliance with FDA or foreign authority regulations; and risks and uncertainties related to our ability to successfully integrate changes to our Board of Directors and senior management team. These risks and uncertainties could cause actual results to differ materially from those referred to in these forward-looking statements. The reader is cautioned not to rely on these forward-looking statements. Investors should read the risk factors set forth in VIVUS' Form 10-K for the year ended December 31, 2018 as filed on February 26, 2019, and periodic reports filed with the Securities and Exchange Commission. VIVUS does not undertake an obligation to update or revise any forward-looking statements.*

### **VIVUS, Inc.**

Mark Oki  
Chief Financial Officer  
oki@vivus.com  
650-934-5200

### **Investor Relations: Lazar Partners**

David Carey  
dcarey@lazarpartners.com  
212-867-1768



**VIVUS, INC.**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**  
(In thousands, except par value)

	March 31, 2019 Unaudited	December 31, 2018
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 23,021	\$ 30,411
Available-for-sale securities	81,632	80,838
Accounts receivable, net	24,554	25,608
Inventories	21,946	23,132
Prepaid expenses and other current assets	6,568	7,538
Total current assets	157,721	167,527
Property and equipment, net	325	341
Right-of-use assets	1,496	—
Intangible and other non-current assets	130,641	134,279
Total assets	<u>\$ 290,183</u>	<u>\$ 302,147</u>
<b>LIABILITIES AND STOCKHOLDERS' DEFICIT</b>		
Current liabilities:		
Accounts payable	\$ 3,615	\$ 8,921
Accrued and other liabilities	33,391	33,044
Deferred revenue	1,255	1,235
Current portion of lease liability	705	—
Total current liabilities	38,966	43,200
Long-term debt, net of current portion	293,396	294,446
Deferred revenue, net of current portion	3,975	4,290
Lease liability, net of current portion	1,091	—
Non-current accrued and other liabilities	—	234
Total liabilities	337,428	342,170
Commitments and contingencies		
Stockholders' deficit:		
Preferred stock; \$.001 par value; 5,000 shares authorized; no shares issued and outstanding at March 31, 2019 and December 31, 2018	—	—
Common stock; \$.001 par value; 200,000 shares authorized; 10,637 and 10,636 shares issued and outstanding at March 31, 2019 and December 31, 2018, respectively	11	11
Additional paid-in capital	841,219	840,751
Accumulated other comprehensive loss	(21)	(270)
Accumulated deficit	(888,454)	(880,515)
Total stockholders' deficit	(47,245)	(40,023)
Total liabilities and stockholders' deficit	<u>\$ 290,183</u>	<u>\$ 302,147</u>



**VIVUS, INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**  
(In thousands, except per share data)  
(Unaudited)

	<b>Three Months Ended March 31,</b>	
	<b>2019</b>	<b>2018</b>
<b>Revenue:</b>		
Net product revenue	\$ 13,497	\$ 9,632
Supply revenue	1,604	1,683
Royalty revenue	1,045	585
Total revenue	<u>16,146</u>	<u>11,900</u>
<b>Operating expenses:</b>		
Cost of goods sold (excluding amortization)	4,308	2,630
Amortization of intangible assets	3,638	91
Selling, general and administrative	9,818	10,068
Research and development	2,469	1,403
Total operating expenses	<u>20,233</u>	<u>14,192</u>
Loss from operations	(4,087)	(2,292)
Interest expense and other expense, net	3,870	8,349
Loss before income taxes	(7,957)	(10,641)
(Benefit) provision for income taxes	(8)	12
Net loss	<u>\$ (7,949)</u>	<u>\$ (10,653)</u>
Basic and diluted net loss per share:	<u>\$ (0.75)</u>	<u>\$ (1.00)</u>
Shares used in per share computation:		
Basic and diluted	<u>10,637</u>	<u>10,601</u>



**VIVUS, INC.**  
**GAAP to NON-GAAP RECONCILIATION**  
**NET LOSS to EBITDA**  
**(In thousands)**  
**(Unaudited)**

A reconciliation between net loss on a GAAP basis and non-GAAP EBITDA is as follows:

	Three Months Ended	
	2019	2018
Net loss	\$ (7,949)	\$ (10,653)
Adjustments:		
Interest expense and other expense, net	3,870	8,349
Depreciation of fixed assets	37	66
Amortization of intangible assets	3,638	91
Share-based compensation expense	468	925
Provision for (benefit from) income taxes	(8)	12
Non-GAAP EBITDA and Non-GAAP recurring EBITDA	<u>\$ 56</u>	<u>\$ (1,210)</u>

**Use of Non-GAAP Financial Measures**

We supplement our condensed consolidated financial statements presented on a GAAP basis by providing an additional measure which is considered non-GAAP under applicable SEC rules. We believe that the disclosure of this non-GAAP measure provides investors with additional information that reflects the basis upon which our management assesses and operates our business. This non-GAAP financial measure is not in accordance with GAAP and should not be viewed in isolation or as a substitute for GAAP net loss and is not a substitute for, or superior to, measures of financial performance performed in conformity with GAAP.

We define non-GAAP EBITDA as net loss before interest and other expense, depreciation of fixed assets, amortization of intangible assets, share-based compensation expense and provision for or benefit from income taxes. We define non-GAAP Recurring EBITDA as non-GAAP EBITDA adjusted for certain non-recurring revenues and expenses, such as non-recurring milestone revenues, non-recurring restructuring and transaction costs and the one-time impact of changes in accounting estimates or the impact of new accounting standards. Management believes that non-GAAP EBITDA is a meaningful indicator of our performance and provides useful information to investors regarding our results of operations and financial condition.