

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

FORM 10-Q

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

For the quarterly period ended September 30, 2011

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: 001-32979

Threshold Pharmaceuticals, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

94-3409596
(I.R.S. Employer
Identification No.)

1300 Seaport Boulevard, Suite 500
Redwood City, CA 94063
(Address of principal executive offices, including zip code)

(650) 474-8200
(Registrant's telephone number, including area code)

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

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

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

On October 31, 2011, there were 49,128,475 shares of common stock, par value \$0.001 per share, of Threshold Pharmaceuticals, Inc. outstanding.

[Table of Contents](#)

Threshold Pharmaceuticals, Inc.
FORM 10-Q
THREE MONTHS ENDED SEPTEMBER 30, 2011
TABLE OF CONTENTS

	<u>Page</u>
PART I.	
	FINANCIAL INFORMATION
Item 1.	Unaudited Condensed Consolidated Financial Statements
	Unaudited Condensed Consolidated Balance Sheets
	Unaudited Condensed Consolidated Statements of Operations
	Unaudited Condensed Consolidated Statements of Cash Flows
	Notes to Unaudited Condensed Consolidated Financial Statements
Item 2.	Management's Discussion and Analysis of Financial Condition and Results of Operations
Item 3.	Quantitative and Qualitative Disclosures About Market Risk
Item 4.	Controls and Procedures
PART II.	
	OTHER INFORMATION
Item 1	Legal Proceedings
Item 1A.	Risk Factors
Item 2.	Unregistered Sales of Equity Securities and Use of Proceeds
Item 3.	Default upon Senior Securities
Item 4.	(Removed and Reserved)
Item 5.	Other Information
Item 6.	Exhibits
	SIGNATURES
	EXHIBITS

The terms "Threshold," "we," "us," "the Company" and "our" as used in this report refer to Threshold Pharmaceuticals, Inc. Trademarks, tradenames and service marks used in this report are the property of their respective owners.

[Table of Contents](#)

PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

Threshold Pharmaceuticals, Inc.
(A DEVELOPMENT STAGE ENTERPRISE)
CONDENSED CONSOLIDATED BALANCE SHEETS
(in thousands, except share and per share data)
(unaudited)

	September 30, 2011	December 31, 2010 (Note 1)
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 6,076	\$ 8,691
Marketable securities	19,211	6,008
Prepaid expenses and other current assets	830	944
Total current assets	26,117	15,643
Property and equipment, net	409	271
Restricted cash and other assets	349	290
Total assets	<u>\$ 26,875</u>	<u>\$ 16,204</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	\$ 305	\$ 252
Accrued clinical and development expenses	3,461	2,439
Accrued liabilities	1,621	823
Total current liabilities	5,387	3,514
Warrant liability	12,030	7,499
Deferred rent	4	248
Total liabilities	17,421	11,261
Commitments and contingencies (Note 6)		
Stockholders' equity:		
Preferred stock, \$0.001 par value, 2,000,000 shares authorized; no shares issued and outstanding	—	—
Common stock, \$0.001 par value, shares authorized: 150,000,000 shares; issued and outstanding: 49,128,475 shares at September 30, 2011 and 33,702,242 shares at December 31, 2010	49	34
Additional paid-in capital	256,267	231,383
Accumulated other comprehensive gain (loss)	(9)	1
Deficit accumulated during the development stage	(246,853)	(226,475)
Total stockholders' equity	9,454	4,943
Total liabilities and stockholders' equity	<u>\$ 26,875</u>	<u>\$ 16,204</u>

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

[Table of Contents](#)

Threshold Pharmaceuticals, Inc.
(A DEVELOPMENT STAGE ENTERPRISE)
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(in thousands, except per share data)
(unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,		Cumulative Period from October 17, 2001 (date of inception) to September 30, 2011
	2011	2010	2011	2010	
Revenue	\$ —	\$ —	\$ —	\$ —	\$ 5,027
Operating expenses:					
Research and development	6,481	4,773	17,646	14,194	196,293
General and administrative	1,308	1,297	4,290	3,591	67,787
Total operating expenses	<u>7,789</u>	<u>6,070</u>	<u>21,936</u>	<u>17,785</u>	<u>264,080</u>
Loss from operations	(7,789)	(6,070)	(21,936)	(17,785)	(259,053)
Interest income (expense), net	5	14	20	53	8,339
Other income (expense)	<u>3,659</u>	<u>148</u>	<u>1,538</u>	<u>5,604</u>	<u>4,393</u>
Net loss	(4,125)	(5,908)	(20,378)	(12,128)	(246,321)
Dividend related to beneficial conversion feature of redeemable convertible preferred stock	—	—	—	—	(40,862)
Net loss attributable to common stockholders	<u>\$ (4,125)</u>	<u>\$ (5,908)</u>	<u>\$ (20,378)</u>	<u>\$ (12,128)</u>	<u>\$ (287,183)</u>
Net loss per common share, basic and diluted	<u>\$ (0.08)</u>	<u>\$ (0.18)</u>	<u>\$ (0.45)</u>	<u>\$ (0.36)</u>	
Weighted average number of shares used in per common share calculations: basic and diluted	49,052	33,672	44,812	33,638	

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

[Table of Contents](#)

Threshold Pharmaceuticals, Inc.
(A DEVELOPMENT STAGE ENTERPRISE)
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)
(unaudited)

	Nine Months Ended September 30,		Cumulative Period from October 17, 2001 (date of inception) to September 30, 2011
	2011	2010	
Cash flows from operating activities:			
Net loss	\$(20,378)	\$(12,128)	\$ (246,321)
Adjustments to reconcile net loss to net cash used in operating activities:			
Depreciation and amortization	395	399	5,231
Stock-based compensation expense	743	509	39,551
Change in common stock warrant value	(1,538)	(5,604)	(4,393)
Amortization of debt issuance costs	—	—	44
(Gain) loss on sale of investments, property and equipment	(15)	—	(42)
Changes in operating assets and liabilities:			
Prepaid expenses and other assets	55	9,326	(574)
Accounts payable	53	187	305
Accrued clinical and development expenses	1,022	611	3,461
Accrued liabilities	798	(10,336)	1,621
Deferred rent	(244)	(171)	4
Net cash used in operating activities	<u>(19,109)</u>	<u>(17,207)</u>	<u>(201,113)</u>
Cash flows from investing activities:			
Acquisition of property and equipment	(317)	(108)	(5,413)
Acquisition of marketable securities	(26,406)	(12,562)	(222,199)
Proceeds from sales and maturities of marketable securities	12,993	24,729	202,795
Restricted cash	—	12	(471)
Net cash provided by (used in) investing activities	<u>(13,730)</u>	<u>12,071</u>	<u>(25,288)</u>
Cash flows from financing activities:			
Proceeds from redeemable convertible preferred stock, net	—	—	49,839
Proceeds from issuance of common stock and warrants, net of offering expenses	30,224	141	182,772
Deferred offering costs	—	—	(134)
Proceeds from issuance of notes payable	—	—	3,616
Repayment of notes payable	—	—	(3,616)
Net cash provided by financing activities	<u>30,224</u>	<u>141</u>	<u>232,477</u>
Net increase (decrease) in cash and cash equivalents	(2,615)	(4,995)	6,076
Cash and cash equivalents, beginning of period	8,691	8,934	—
Cash and cash equivalents, end of period	<u>\$ 6,076</u>	<u>\$ 3,939</u>	<u>\$ 6,076</u>
Supplemental schedule of non-cash investing and financing activities			
Deferred stock-based compensation	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 19,511</u>
Cumulative effect of change in accounting principle — Reclassification of common stock warrants to liability upon adoption of ASC 815	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 532</u>
Change in unrealized gain (loss) on marketable securities	<u>\$ (10)</u>	<u>\$ 28</u>	<u>\$ (9)</u>
Conversion of redeemable preferred stock	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 49,839</u>
Dividend related to beneficial conversion feature of redeemable convertible preferred stock.	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 40,862</u>

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

Threshold Pharmaceuticals, Inc.
(A DEVELOPMENT STAGE ENTERPRISE)
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1 — ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The Company

Threshold Pharmaceuticals, Inc. (the “Company”) is a biotechnology company focused on the discovery and development of drugs targeting the microenvironment of solid tumors. The Company was incorporated in the State of Delaware on October 17, 2001.

In June 2005, the Company formed a wholly-owned subsidiary, THLD Enterprises (UK), Limited in the United Kingdom for purposes of conducting clinical trials in Europe. There is currently no financial activity related to this entity.

Basis of Presentation

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and with the instructions to Form 10-Q and Rule 10-01 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States of America for complete financial statements. The unaudited interim condensed consolidated financial statements have been prepared on the same basis as the annual consolidated financial statements. In the opinion of management, all adjustments, consisting of normal recurring adjustments necessary for the fair statement of results for the periods presented, have been included. The results of operations of any interim period are not necessarily indicative of the results of operations for the full year or any other interim period.

The preparation of condensed consolidated financial statements requires management to make estimates and assumptions that affect the recorded amounts reported therein. A change in facts or circumstances surrounding the estimate could result in a change to estimates and impact future operating results.

The unaudited condensed consolidated financial statements and related disclosures have been prepared with the presumption that users of the interim unaudited condensed consolidated financial statements have read or have access to the audited consolidated financial statements for the preceding fiscal year. The condensed consolidated balance sheet at December 31, 2010 has been derived from the audited financial statements at that date but does not include all the information and footnotes required by accounting principles generally accepted in the United States of America. Accordingly, these unaudited condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and notes thereto for the year ended December 31, 2010 included in the Company’s Annual Report on Form 10-K filed with the Securities and Exchange Commission (“SEC”) on March 24, 2011.

The unaudited condensed consolidated financial statements include the accounts of the Company and its wholly-owned subsidiary, and reflect the elimination of intercompany accounts and transactions.

Liquidity

The Company is focused on the development of TH-302, which is in Phase 1, Phase 2 and Phase 3 clinical trials, as well as discovery and, since inception, has devoted substantially all of its time and efforts to performing research and development, raising capital and recruiting personnel. The accompanying consolidated financial statements of the Company were prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. The Company has incurred significant losses since its inception. At September 30, 2011, the Company had an accumulated deficit of \$246.8 million. The Company continues to incur substantial losses and cash outflows from operations since September 30, 2011 and management believes that it will continue to do so for the foreseeable future. On March 16, 2011, the Company sold to certain investors an aggregate of 14,313,081 shares of its common stock for a purchase price equal to \$2.05 per share and, for a purchase price equal \$0.05 per share, warrants exercisable for a total of 5,725,227 shares of its common stock for aggregate gross proceeds equal to \$30.1 million. Net proceeds generated from the offering were approximately \$27.8 million, which includes underwriter discounts and offering costs. For the nine months ended September 30, 2011, the Company sold an aggregate of 971,037 shares of common stock at an average price of \$2.66 pursuant to the Company’s At Market Issuance Sales Agreement for net proceeds of \$2.3 million.

Table of Contents

The Company expects to need to raise additional capital or incur indebtedness to continue to fund its future operations. The Company may seek to raise capital through a variety of sources, including:

- the public equity market;
- private equity financing;
- collaborative arrangements; and/or
- public or private debt.

The Company's ability to raise additional funds will depend on its clinical and regulatory events and factors related to financial, economic, and market conditions, many of which are beyond its control. The Company cannot be certain that sufficient funds will be available when required or on satisfactory terms. If adequate funds are not available, the Company may be required to significantly reduce or refocus its operations or to obtain funds through arrangements that may require the Company to relinquish rights to certain of its products, technologies or potential markets, any of which could delay or require that the Company curtail its development programs or otherwise have a material adverse effect on its business, financial condition and results of operations. In addition, the Company may have to delay, reduce the scope or eliminate some of its research and development, which could delay the time to market for any of its product candidates, if such adequate funds are not available. To the extent that additional capital is raised through the sale of equity or convertible debt securities, the issuance of such securities would result in ownership dilution to existing stockholders. There are no assurances that the Company will be able to raise additional financing for the amounts required to execute the Company's business plans and on terms acceptable to the Company.

Recent Accounting Pronouncements

In June 2011, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2011-05, "Comprehensive Income (Topic 220): Presentation of Comprehensive Income." ASU No. 2011-05 requires that all nonowner changes in stockholders' equity be presented either in a single continuous statement of comprehensive income or in two separate but consecutive statements, eliminating the option to present other comprehensive income in the statement of changes in equity. Under either choice, items that are reclassified from other comprehensive income to net income are required to be presented on the face of the financial statements where the components of net income and the components of other comprehensive income are presented. This guidance is effective for fiscal years, and interim periods within those years, beginning after December 15, 2011 with early adoption permitted. The Company does not anticipate the adoption of this guidance will have a material impact on our consolidated financial statements.

In April 2010, the FASB issued Accounting Standards Update ("ASU") No. 2010-17, *Revenue Recognition — Milestone Method*. This ASU provides guidance on the criteria that should be met for determining whether the milestone method of revenue recognition is appropriate. Under the milestone method of revenue recognition, consideration that is contingent upon achievement of a milestone in its entirety can be recognized as revenue in the period in which the milestone is achieved only if the milestone meets all criteria to be considered substantive. This standard provides the criteria to be met for a milestone to be considered substantive which includes that: a) performance consideration earned by achieving the milestone be commensurate with either performance to achieve the milestone or the enhancement of the value of the item delivered as a result of a specific outcome resulting from performance to achieve the milestone; and b) relate to past performance and be reasonable relative to all deliverables and payment terms in the arrangement. This standard is effective on a prospective basis for milestones in fiscal years and interim periods within those years beginning on or after June 15, 2010, with early adoption permitted, and applies to milestones achieved on or after that time. Adoption of this standard did not have a material impact on the Company's condensed consolidated financial statements.

In January 2010, the FASB issued ASU No. 2010-6, *Fair Value Measurements and Disclosures*, to amend the disclosure requirements related to recurring and nonrecurring fair value measurements. ASU 2010-6 requires new disclosures on the transfers of assets and liabilities between Level 1 (quoted prices in active market for identical assets or liabilities) and Level 2 (significant other observable inputs) of the fair value measurement hierarchy, including the reasons and the timing of the transfers. Additionally, this guidance requires a roll forward of activities on purchases, sales, issuance, and settlements of the assets and liabilities measured using significant unobservable inputs (Level 3 fair value measurements). ASU 2010-6 became effective for the Company on January 1, 2010, except for the disclosure on the roll forward activities for Level 3 fair value measurements, which became effective for the Company on January 1, 2011. Other than requiring additional disclosures, adoption of this new guidance did not have a material impact on the Company's condensed consolidated financial statements.

Table of Contents

In October 2009, the FASB issued ASU No. 2009-13, Revenue Recognition (Topic 605): *Multiple Deliverable Revenue Arrangements – A Consensus of the FASB Emerging Issues Task Force*. This update provides application guidance on whether multiple deliverables exist, how the deliverables should be separated and how the consideration should be allocated to one or more units of accounting. This update establishes a selling price hierarchy for determining the selling price of a deliverable. The selling price used for each deliverable will be based on vendor-specific objective evidence, if available, third-party evidence if vendor-specific objective evidence is not available, or estimated selling price if neither vendor-specific nor third-party evidence is available. The Company will be required to apply this guidance prospectively for revenue arrangements entered into or materially modified after January 1, 2011; however, earlier application is permitted. Adoption of this new guidance did not have a material impact on the Company's condensed consolidated financial statements.

NOTE 2 — NET LOSS PER COMMON SHARE

Basic net loss per common share is computed by dividing net loss per share by the weighted-average number of vested common shares outstanding during the period. Diluted net loss per common share is computed by giving effect to all potential dilutive common shares, including outstanding options and warrants. A reconciliation of the numerator and denominator used in the calculation is as follows (in thousands, except per share amounts):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2011	2010	2011	2010
Numerator:				
Net loss	<u>\$ (4,125)</u>	<u>\$ (5,908)</u>	<u>\$ (20,378)</u>	<u>\$ (12,128)</u>
Denominator:				
Weighted average common shares outstanding	<u>49,052</u>	<u>33,672</u>	<u>44,812</u>	<u>33,638</u>
Basic and diluted net loss per share	<u>\$ (0.08)</u>	<u>\$ (0.18)</u>	<u>\$ (0.45)</u>	<u>\$ (0.36)</u>

The following outstanding warrants, options and purchase rights under the Company's 2004 Employee Stock Purchase Plan were excluded from the computation of diluted net loss per share for the periods presented because including them would have had an antidilutive effect (in thousands):

	As of September 30,	
	2011	2010
Shares issuable upon exercise of warrants	16,643	10,918
Shares issuable upon exercise of stock options	3,531	2,710
Shares issuable related to the ESPP	40	40

NOTE 3 — STOCKHOLDERS' EQUITY

Common Stock

On March 16, 2011, the Company sold to certain investors an aggregate of 14,313,081 shares of its common stock for a purchase price equal to \$2.05 per share and, for a purchase price of \$0.05 per share, warrants exercisable for a total of 5,725,227 shares of its common stock for aggregate gross proceeds equal to \$30.1 million in connection with the offering. Net proceeds generated from the offering were approximately \$27.8 million. The warrants have a five-year term and an exercise price equal to \$2.46 per share of common stock. The number of shares issuable upon exercise of the warrants and the exercise price are subject to adjustment for subdivisions and stock splits, stock dividends, combinations, reorganizations, reclassifications, consolidations, mergers or sales of properties and assets and upon the issuance of certain assets or securities to holders of our common stock, as applicable.

As a result of the offering on March 16, 2011, the exercise price of the warrants exercisable for a total of 7,329,819 shares of common stock sold to investors in October 2009 that had an original exercise price of \$2.23 per share, was subsequently reduced to \$2.05 per share pursuant to the terms of such warrants.

Table of Contents

On October 29, 2010, the Company entered into an at market issuance sales agreement, or sales agreement, with McNicoll, Lewis & Vlak LLC, or MLV, pursuant to which the Company may issue and sell shares of its common stock having an aggregate offering price of up to \$15.0 million from time to time through MLV as sales agent. Subject to the terms and conditions of the sales agreement, MLV will use commercially reasonable efforts to sell the Company's common stock from time to time, based upon the Company's instructions (including any price, time or size limits or other customary parameters or conditions the Company may impose). The Company will pay MLV an aggregate commission rate of 3.0% of the gross proceeds of the sales price per share of any common stock sold under the sales agreement. Under certain circumstances, sales of the stock under the at market issuances sales agreement could result in an adjustment to the exercise price of certain of our outstanding warrants. On March 11, 2011, the Company filed a prospectus supplement reducing the amount of securities for sale under its shelf registration statement pursuant to the sales agreement. The maximum aggregate gross proceeds from potential future sales of common stock under the existing shelf registration statement are \$3.3 million. For the nine months ended September 30, 2011 the Company sold an aggregate of 971,037 shares of common stock at an average price of \$2.66 pursuant to the sales agreement. Net proceeds from the sale of stock were \$2.3 million. The sales of stock did not result in an adjustment to the exercise price of certain of our outstanding warrants.

Common Stock Warrants

The Company accounts for its common stock warrants under guidance now codified in ASC 815 that clarifies the determination of whether an instrument (or an embedded feature) is indexed to an entity's own stock, which would qualify for classification as liabilities. The guidance required the Company's outstanding warrants to be classified as liabilities and to be fair valued at each reporting period, with the changes in fair value recognized as other income (expense) in the Company's consolidated statement of operations.

At September 30, 2011 and December 31, 2010, the Company had warrants outstanding to purchase 3,588,221 shares of common stock from the August 2008 offering. The fair value of these warrants on September 30, 2011 and December 31, 2010 was determined using a Black Scholes valuation model with the following level 3 inputs:

	September 30, 2011	December 31, 2010
Risk-free interest rate	0.25%	1.02%
Expected life (in years)	1.92	2.66
Dividend yield	—	—
Volatility	75%	94%
Stock price	\$ 01.44	\$ 1.35

During the nine months ended September 30, 2011, the change in fair value of \$0.7 million related to the August 2008 warrants was recorded as other income in the Company's consolidated statement of operations.

At September 30, 2011 and December 31 2010, the Company had warrants outstanding to purchase 7,329,819 shares of common stock from the October 2009 offering. The fair value of these warrants on September 30, 2011 and December 31 2010 was determined using a Black Scholes valuation model with the following level 3 inputs:

	September 30, 2011	December 31, 2010
Risk-free interest rate	0.42%	1.40%
Expected life (in years)	3.02	3.76
Dividend yield	—	—
Volatility	96%	88%
Stock price	\$ 1.44	\$ 1.35

During the nine months ended September 30, 2011 the change in fair value of \$0.4 million related to the October 2009 warrants was recorded as other expense in the Company's consolidated statement of operations.

At September 30, 2011 and March 16, 2011, the Company had warrants outstanding to purchase 5,725,227 shares of common stock from the March 2011 offering. The fair value of these warrants on September 30, 2011 and March 16, 2011 was determined using a Black Scholes valuation model with the following level 3 inputs:

	September 30, 2011	March 16, 2011
Risk-free interest rate	0.96%	1.87%
Expected life (in years)	4.46	5.0
Dividend yield	—	0
Volatility	92%	89%
Stock price	\$ 1.44	\$ 1.67

Table of Contents

On March 16, 2011, the Company determined the fair value of the March 2011 warrants to be \$6.1 million and classified that amount of the net proceeds from the March 2011 offering to warrant liability. As of September 30, 2011, the change in fair value of \$1.2 million related to March 2011 warrants was recorded as other income in the Company's consolidated statement of operations.

The following table sets forth the Company's financial liabilities, related to warrants issued in the August 2008, October 2009 and March 2011 offerings, subject to fair value measurements as of September 30, 2011:

(in thousands)	Fair Value as of September 30, 2011	Basis of Fair Value Measurements		
		Level 1	Level 2	Level 3
Common stock warrants	\$ 12,030	\$ 0	\$ 0	\$ 12,030

The following table is a reconciliation of the warrant liability measured at fair value using level 3 inputs (in thousands):

	Warrant Liability
Balance at December 31, 2010	\$ 7,499
Issuance of common stock warrants related to March 2011 offering	6,069
Change in fair value of common stock warrants during nine months ended September 30, 2011	(1,538)
Balance at September 30, 2011	<u>\$ 12,030</u>

NOTE 4 — STOCK BASED COMPENSATION

The Company recognizes stock-based compensation in accordance with ASC 718, "Compensation—Stock Compensation." Stock-based compensation cost recognized for the three and nine months ended September 30, 2011 and 2010 includes compensation cost for all stock-based awards granted or modified after January 1, 2006, that were earned during the three and nine months ended September 30, 2011 and 2010, based on the recognition of the grant date fair value estimated in accordance with ASC 718 over the service period, which is generally the vesting period. In addition, ASC 718 requires forfeitures to be estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates.

Valuation Assumptions

The Company estimated the fair value of stock options granted using the Black-Scholes option-pricing formula and a single option award approach. This fair value is being amortized on a straight-line basis over the requisite service periods of the awards, which is generally the vesting period. The fair value of employee stock options and employee purchase rights under the Company's ESPP was estimated using the following weighted-average assumptions for the three and nine months ended September 30, 2011 and 2010:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2011	2010	2011	2010
Employee Stock Options				
Risk-free interest rate	—	2.11%	1.93%	2.35%
Expected term (in years)	—	6.08	5.97	5.99
Dividend yield	—	—	—	—
Volatility	—	86%	91%	85%
Weighted-average fair value of stock options granted	\$ —	\$ 0.72	\$ 1.23	\$ 1.05
Employee Stock Purchase Plan (ESPP):				
Risk-free interest rate	0.13%	0.35%	0.15%	0.40%
Expected term (in years)	1.25	1.25	1.25	1.25
Dividend yield	—	—	—	—
Volatility	80%	86%	80%	88%
Weighted-average fair value of ESPP purchase rights	\$ 0.66	\$ 0.69	\$ 0.66	\$ 0.80

Table of Contents

To determine the expected term of the Company's employee stock options granted, the Company utilized the simplified approach as defined by SEC Staff Accounting Bulletin No. 107, "Share-Based Payment" ("SAB 107"). To determine the risk-free interest rate, the Company utilized an average interest rate based on U.S. Treasury instruments with a term consistent with the expected term of the Company's stock based awards. To determine the expected stock price volatility for the Company's stock based awards, the Company examined historical volatilities for industry peers as well as the Company and utilized a blend of the historical volatilities of the Company and its industry peers. The fair value of all the Company's stock based awards assumes no dividends as the Company does not anticipate paying cash dividends on its common stock.

Employee Stock-based Compensation Expense

As required by ASC 718, the Company recognized \$0.3 million and \$0.7 million of stock-based compensation expense related to stock options and purchase rights granted subsequent to the Company's initial public offering in February 2005, under the Company's stock option plans and ESPP, for the three and nine months ended September 30, 2011, respectively, and \$0.3 million and \$0.5 million of stock based compensation for the three and nine months ended September 30, 2010, respectively. As of September 30, 2011, the total unrecognized compensation cost related to unvested stock-based awards granted to employees under the Company's stock option plans was approximately \$2.3 million before forfeitures. This cost will be recorded as compensation expense on a straight-line basis over the remaining weighted average requisite service period of approximately 2.9 years.

Non-employee Stock-based Compensation Expense

The Company accounts for equity instruments issued to non-employees in accordance with ASC 505, "Equity." The equity instruments consisting of stock options are valued using the Black-Scholes option pricing model. The values attributable to these options are amortized over the service period and the unvested portion of these options is remeasured at each vesting date. In connection with the grant of stock options to non-employees, the Company recorded stock-based compensation of approximately \$20,000 and \$51,000 for the three and nine months ended September 30, 2011, respectively, and \$4,000 and \$13,000 for the three and nine months ended September 30, 2010, respectively.

Stock-based compensation expense, which consists of the compensation cost for employee stock options, and the value of options issued to non-employees for services rendered, was allocated to research and development and general and administrative as follows (in thousands):

	Three Months Ended September 30,		Nine months Ended September 30,	
	2011	2010	2011	2010
Amortization of stock-based compensation:				
Research and development	\$ 141	\$ 98	\$ 328	\$ 248
General and administrative	151	155	415	261
	<u>\$ 292</u>	<u>\$ 253</u>	<u>\$ 743</u>	<u>\$ 509</u>

Equity Incentive Plans

2004 Equity Incentive Plan On January 27, 2011 the Board of Directors approved an addition of 1,250,000 shares for issuance under the 2004 Equity Incentive Plan effective January 1, 2011. At September 30, 2011, 1,219,284 shares were authorized and available for issuance under the 2004 Equity Incentive Plan.

Table of Contents

The following table summarizes stock option activity under the Company's 2004 Equity Incentive Plan:

Options	Number of Shares	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Term	Aggregate Intrinsic Value
Outstanding at December 31, 2010	2,745,718	\$ 1.36	—	—
Granted	1,051,500	\$ 1.65	—	—
Exercised	(11,603)	\$ 1.24	—	—
Forfeitures	(254,936)	\$ 1.38	—	—
Outstanding at September 30, 2011	3,530,679	\$ 1.44	8.15	\$267,640
Vested and expected to vest September 30, 2011	3,488,732	\$ 1.44	8.13	\$267,408
Exercisable at September 30, 2011	1,476,764	\$ 1.34	6.90	\$217,115

The total intrinsic value of stock options exercised during the nine months ended September 30, 2011 and 2010 were \$6,000 and \$15,000, respectively, as determined at the date of the option exercise. Cash received from stock option exercises was \$14,000 and \$21,000 for each of the nine months ended September 30, 2011 and 2010, respectively. The Company issues new shares of common stock upon exercise of options. In connection with these exercises, there was no tax benefit realized by the Company due to the Company's current loss position.

2004 Employee Stock Purchase Plan On January 27, 2011 the Board of Directors approved an addition of 100,000 shares for issuance under the 2004 Employee Stock Purchase Plan effective January 1, 2011. For the nine months ended September 30, 2011, plan participants had purchased 130,512 shares at an average purchase price of \$1.03. At September 30, 2011, plan participants had \$44,000 withheld to purchase stock on February 14, 2012, which is included in accrued liabilities on the accompanying unaudited condensed consolidated balance sheet. At September 30, 2011, 353,818 shares were authorized and available for issuance under the ESPP.

NOTE 5 — FAIR VALUE MEASUREMENTS AND MARKETABLE SECURITIES

The Company accounts for its marketable securities in accordance with ASC 820 *Fair Value Measurements and Disclosures*. ASC 820 defines fair value, establishes a framework for measuring fair value in GAAP, and expands disclosures about fair value measurements. ASC 820 defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. ASC 820 also establishes a fair value hierarchy which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The standard describes three levels of inputs that may be used to measure fair value:

Level 1—Quoted prices in active markets for identical assets or liabilities.

Level 2—Observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities, quoted prices 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 assets or liabilities. The Company's short-term investments primarily utilize broker quotes in a non-active market for valuation of these securities.

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

Table of Contents

The Company utilizes the market approach to measure fair value for its financial assets and liabilities. The market approach uses prices and other relevant information generated by market transactions involving identical or comparable assets or liabilities. The following table sets forth the Company's financial assets (cash equivalents and marketable securities) at fair value on a recurring basis as of September 30, 2011 and December 31, 2010:

(in thousands)	Fair Value as of September 30, 2011	Basis of Fair Value Measurements		
		Level 1	Level 2	Level 3
Money market funds	\$ 3,502	\$ 3,502	\$ —	\$ —
Certificates of deposit	—	—	—	—
Corporate bonds	6,793	—	6,793	—
U.S. Government securities	8,690	—	8,690	—
Commercial paper	6,177	—	6,177	—
Total cash equivalents and marketable securities	<u>\$ 25,162</u>	<u>\$ 3,502</u>	<u>\$ 21,660</u>	<u>\$ —</u>

(in thousands)	Fair Value as of December 31, 2010	Basis of Fair Value Measurements		
		Level 1	Level 2	Level 3
Money market funds	\$ 4,627	\$ 4,627	\$ —	\$ —
Certificates of deposit	245	—	245	—
Corporate bonds	1,663	—	1,663	—
U.S. Government securities	3,202	—	3,202	—
Commercial paper	4,865	—	4,865	—
Total cash equivalents and marketable securities	<u>\$ 14,602</u>	<u>\$ 4,627</u>	<u>\$ 9,975</u>	<u>\$ —</u>

The Company invests in highly-liquid, investment-grade securities. The following is a summary of the Company's available-for-sale securities at September 30, 2011 and December 31, 2010:

As of September 30, 2011 (in thousands):	Cost Basis	Unrealized Gain	Unrealized Loss	Fair Value
Money market funds	\$ 3,502	\$ —	\$ —	\$ 3,502
Certificates of deposit	—	—	—	—
Corporate bonds	6,803	—	(10)	6,793
U.S. Government securities	8,689	2	(1)	8,690
Commercial paper	6,177	—	—	6,177
	25,171	2	(11)	25,162
Less cash equivalents	(5,951)	—	—	(5,951)
Total marketable securities	<u>\$ 19,220</u>	<u>\$ 2</u>	<u>\$ (11)</u>	<u>\$ 19,211</u>

As of December 31, 2010 (in thousands):	Cost Basis	Unrealized Gain	Unrealized Loss	Fair Value
Money market funds	\$ 4,627	\$ —	\$ —	\$ 4,627
Certificates of deposit	245	—	—	245
Corporate bonds	1,662	1	—	1,663
U.S. Government securities	3,202	—	—	3,202
Commercial paper	4,865	—	—	4,865
	14,601	1	—	14,602
Less cash equivalents	(8,594)	—	—	(8,594)
Total marketable securities	<u>\$ 6,007</u>	<u>\$ 1</u>	<u>\$ —</u>	<u>\$ 6,008</u>

There were no realized gains or losses in the nine months ended September 30, 2011 and 2010.

As of September 30, 2011, weighted average days to maturity for the Company's available for sale securities was 110 days, with the longest maturity being June 2012.

Table of Contents

The following table provides the breakdown of the marketable securities with unrealized losses at September 30, 2011 (in thousands):

As of September 30, 2011 (in thousands):	In loss position for less than twelve months	
	Fair Value	Unrealized Loss
Corporate bonds	\$ 6,793	\$ (10)
U.S. Government securities	2,218	(1)
Total marketable securities	<u>\$ 9,011</u>	<u>\$ (11)</u>

The Company determined the fair value of the liability associated with its warrants to purchase 16.6 million shares of outstanding common stock using a Black-Scholes Model. See detailed discussion in Note 3— Stockholders' Equity.

NOTE 6 — COMMITMENTS AND CONTINGENCIES

The Company leases certain of its facilities under noncancelable leases, which qualify for operating lease accounting treatment under ASC 840, "Leases," and, as such, these facilities are not included on its unaudited condensed consolidated balance sheets. In July 2011, the Company entered into a noncancelable facility sublease agreement for 28,180 square feet of laboratory space and office space located in South San Francisco, California, which will serve as the Company's new corporate headquarters. The lease began on October 1, 2011 and will expire on April 30, 2017. The aggregate rent for the term of the lease is approximately \$3.4 million. In addition, the lease requires the Company to pay certain taxes, assessments, fees and other costs associated with the premises, in amounts yet to be determined. The Company will also be responsible for the costs of certain tenant improvements associated with the leased space. In connection with the execution of the lease the Company paid a security deposit of approximately \$60,000.

As of September 30, 2011 the future rental payments required by the Company for all of its facilities under noncancelable operating leases are as follows (in thousands):

Years Ending December 31,	
2011	\$ 39
2012	585
2013	624
2014	641
2015	663
2016	691
2017	234
Total	<u>\$3,477</u>

The Company's purchase commitments at September 30, 2011 were \$2.1 million, which are primarily for the manufacture and testing of active pharmaceutical ingredient (API) or drug product for clinical testing.

Indemnification

The Company enters into indemnification provisions under its agreements with other companies in the ordinary course of business, including business partners, contractors and parties performing its clinical trials. Pursuant to these arrangements, the Company indemnifies, holds harmless, and agrees to reimburse the indemnified parties for losses suffered or incurred by the indemnified party as a result of the Company's activities. The duration of these indemnification agreements is generally perpetual. The maximum potential amount of future payments the Company could be required to make under these agreements is not determinable. The Company has never incurred costs to defend lawsuits or settle claims related to these indemnification agreements. As a result, the Company believes the estimated fair value of these agreements is minimal. The Company maintains commercial general liability insurance and products liability insurance to offset certain of its potential liabilities under these indemnification provisions. Accordingly, the Company has not recognized any liabilities relating to these agreements as of September 30, 2011.

Table of Contents

The Company's bylaws provide that it is required to indemnify its directors and officers against liabilities that may arise by reason of their status or service as directors or officers, other than liabilities arising from willful misconduct of a culpable nature, to the fullest extent permissible by applicable law; and to advance their expenses incurred as a result of any proceeding against them as to which they could be indemnified.

NOTE 7 — COMPREHENSIVE LOSS

Comprehensive loss is comprised of net loss and other comprehensive gain (loss), which consists of unrealized gain (losses) on the Company's available-for-sale securities. The components of comprehensive loss are as follows (in thousands):

	Three Months Ended		Nine months Ended	
	September 30,		September 30,	
	2011	2010	2011	2010
Net loss	\$ (4,125)	\$ (5,908)	\$ (20,378)	\$ (12,128)
Other comprehensive gain (loss):				
Unrealized gain (loss) on marketable securities	(7)	2	(10)	28
Total comprehensive loss	<u>\$ (4,132)</u>	<u>\$ (5,906)</u>	<u>\$ (20,388)</u>	<u>\$ (12,100)</u>

Table of Contents

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

This Management's Discussion and Analysis of Financial Condition and Results of Operations should be read in conjunction with the "Risk Factors" section of this Quarterly Report on Form 10-Q. Other than statements of historical fact, statements made in this Quarterly Report on Form 10-Q are forward-looking statements within the meaning of Section 21E of the Exchange Act, and Section 27A of the Act. When used in this report or elsewhere by management from time to time, the words "believe," "anticipate," "intend," "plan," "estimate," "expect," and similar expressions are forward-looking statements. Such forward-looking statements are based on current expectations. Forward-looking statements made in this report include, for example, statements about:

- potential uses and benefits of TH-302;
- the progress of our clinical programs, clinical trial plans, timelines, including estimated milestones and anticipated results;
- estimates of future performance, capital requirements and needs for financing;
- uncertainties associated with obtaining and enforcing patents and other intellectual property rights; and
- the costs and timing of obtaining drug supply for our pre-clinical and clinical activities.

Forward-looking statements are not guarantees of future performance and involve risks and uncertainties. Actual events or results may differ materially from those discussed in the forward-looking statements as a result of various factors. For a more detailed discussion of the potential risks and uncertainties that may impact their accuracy, see the "Overview" section of this Management's Discussion and Analysis of Financial Condition and Results of Operations and the "Risk Factors" section in Part II of this quarterly report on Form 10-Q. Forward-looking statements reflect our view only as of the date of this report. We undertake no obligation to update any forward-looking statements. You should also review carefully the cautionary statements and risk factors listed in our Annual Report on Form 10-K for the year ended December 31, 2010, and in our other filings with the SEC, including our Forms 10-Q and 8-K and our Annual Report to Shareholders.

Overview

We are a biotechnology company focused on the discovery and development of drugs targeting the microenvironment of solid tumors and the bone marrows of some hematologic malignancies (blood cancers) as novel treatments for patients living with cancer. The microenvironment of these tissues is characterized by, among other things, hypoxia or lack of oxygen. This hypoxic environment is known to be resistant to standard chemotherapy and radiation. It is thought to be responsible for the poor prognosis of patients with solid tumors and hematological malignancies and treating the hypoxic environment is currently believed to be a significant unmet medical need. Our hypoxia activated prodrug ("HAP") product candidates, including TH-302, are designed to specifically target the hypoxic microenvironment of tumors by selective activation of the prodrug to release a potent cytotoxin.

Our focus is on product candidates for the treatment of patients with cancer. Our clinical development efforts are currently focused on TH-302, for which we have exclusive worldwide marketing rights. TH-302, which we discovered, is a novel drug candidate that is activated under severe hypoxic conditions and was designed to specifically target the severe hypoxic regions that are believed to be present in all solid tumors. TH-302 is currently in Phase 1, Phase 2 and Phase 3 clinical trials. In June 2010, we reported updated top-line results from the Phase 1 monotherapy trial of TH-302 (401 trial) including updated data in patients with metastatic melanoma and small-cell lung cancer (SCLC). We also reported updated top-line interim results from each of four Phase 1/2 combination therapy investigations of a chemotherapy agent plus TH-302 including updated data in patients with first-line pancreatic cancer treated with gemcitabine plus TH-302 (402 trial) and in patients with soft tissue sarcoma treated with doxorubicin plus TH-302 (403 trial). In October 2010, we reported updated top-line results from our Phase 1/2 combination therapy trial, including updated data in patients with first-line pancreatic cancer treated with gemcitabine plus TH-302. We reported updated top-line results from the Phase 1 monotherapy and Phase 1/2 combination therapy trials in the fourth quarter of 2010, including updated data in patients with soft tissue sarcoma treated with doxorubicin plus TH-302.

Table of Contents

In June 2011, at the American Society for Clinical Oncology 2011 annual meeting, we presented updated top-line results from our 403 trial in patients with previously untreated metastatic or unresectable locally advanced soft tissue sarcoma treated with doxorubicin plus TH-302 at the maximum tolerated dose of 300 mg/m². In October 2011, at the Connective Tissue Oncology Society 2011 annual meeting, we presented updated top-line results from our 403 trial. Ninety-one patients were included in the analyses including 89 patients with at least one evaluable post-treatment tumor assessment. Best responses were: 2 complete responses, 30 partial responses and 43 patients with stable disease for an overall response rate of 36% and a stable disease or better rate of 84%. In addition to the reported response rates, median progression free survival was 6.7 months (95% confidence interval: 6.2 to 8.1 months) and the 6-month progression-free rate was 63%. The median overall survival was 17.5 months (95% confidence interval: 16.1 months to not reached) and the 12-month survival rate was 70%. We have reached agreement with the FDA on the design and planned analysis of a pivotal Phase 3 trial in patients with soft tissue sarcoma (406 trial). As part of the Special Protocol Assessment (SPA) submission, the FDA has agreed that the design and planned analysis of the proposed Phase 3 trial adequately addresses the objectives necessary to support a regulatory submission. We initiated the pivotal Phase 3 trial in the third quarter of 2011 and expect to provide an update on the interim analysis from this trial around the end of 2012.

We also initiated two clinical studies in the second quarter of 2010: a randomized, controlled Phase 2 trial of TH-302 in combination with gemcitabine in patients with first-line pancreatic cancer (404 trial) and a Phase 1 open label clinical trial of TH-302 in patients with advanced leukemias (407 trial). In June 2011, we completed patient enrollment in our randomized Phase 2 trial and expect to report top line efficacy results around the end of 2011. We reported top-line results from the Phase 1 open label clinical trial in advanced leukemias in the fourth quarter of 2010 and expect to report updated top line results by the end of 2011. In June 2011, we initiated a Phase 1/2 dose escalation clinical trial of TH-302 in combination with sunitinib (Sutent®) in patients with advanced renal cell carcinoma, gastrointestinal stromal tumors or pancreatic neuroendocrine tumors. In July 2011 we announced a physician initiated clinical trial of TH-302 administered in combination with bevacizumab (Avastin®) in patients with recurrent high grade astrocytoma including glioblastoma.

We are working to broaden the applicability of TH-302 to other cancers and in combination with other approved anti-cancer drugs as well as to discover additional hypoxia activated prodrugs that will selectively target cancer cells.

We are a development stage company incorporated in October 2001. We have devoted substantially all of our resources to research and development of our product candidates. We have not generated any revenue from the sale of our product candidates, and prior to our initial public offering in February 2005, we funded our operations through the private placement of equity securities. In February 2005, we completed our initial public offering that raised net proceeds of \$38.1 million, and in October 2005, we completed an offering of common stock that raised net proceeds of \$62.4 million. In August 2008, we completed an offering of common stock and warrants that raised net proceeds of \$16.8 million. In October 2009, we completed an offering of common stock and warrants that raised net proceeds of \$33.1 million. During the nine months ended September 30, 2011 we raised net proceeds of \$2.3 million through the sale of common stock pursuant to our at the market stock issuance facility. In March 2011, we completed an offering of common stock and warrants that raised net proceeds of approximately \$27.8 million, which includes underwriter discounts and offering costs. As of September 30, 2011 we had cash, cash equivalents and marketable securities of \$25.3 million. Our net loss for the three months ended September 30, 2011 was \$4.1 million and our cumulative net loss since our inception through September 30, 2011 was \$246.8 million.

We expect to continue to devote substantial resources to research and development in future periods as we complete our current clinical trials, start additional clinical trials and continue our discovery efforts. Research and development expenses are expected to increase in 2011 compared to 2010 due to the continued execution of existing clinical trials and beginning of new clinical trials. We expect that our cash, cash equivalents and marketable securities as of September 30, 2011 will be sufficient to fund our projected operating requirements into the third quarter of 2012, including prosecuting our current ongoing clinical trials and conducting research and discovery efforts toward additional product candidates, working capital and general corporate purposes. We expect that we will need to raise additional capital to complete our ongoing clinical trials, including our Phase 3 trial of TH-302, and any new clinical trials. Research and development expenses may fluctuate significantly from period to period as a result of the progress and results of our clinical trials.

Results of Operations

Revenue. No revenue was recognized for the three months and nine months ended September 30, 2011 and 2010.

Table of Contents

Research and Development. Research and development expenses were \$6.5 million for the three months ended September 30, 2011 compared to \$4.8 million for the three months ended September 30, 2010. The \$1.7 million increase in expenses is due primarily to a \$1.4 million increase in clinical development expenses and \$0.2 million in consulting expenses. Research and development expenses were \$17.6 million for the nine months ended September 30, 2011 compared to \$14.2 million for the nine months ended September 30, 2010. The \$3.4 million increase in expenses is due primarily to a \$3.2 million increase in clinical and development expenses and \$0.1 million in consulting expenses.

Research and development expenses by project (in thousands)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2011	2010	2011	2010
TH-302	\$ 5,501	\$ 4,369	\$14,815	\$11,730
Discovery research	980	404	2,831	2,464
Total research and development expenses	<u>\$ 6,481</u>	<u>\$ 4,773</u>	<u>\$17,646</u>	<u>\$14,194</u>

Research and development expenses associated with TH-302 were \$5.5 million for the three months ended September 30, 2011 and \$4.4 million for the three months ended September 30, 2010. Research and development expenses associated with TH-302 were \$14.8 million for the nine months ended September 30, 2011 and \$11.7 million for the nine months ended September 30, 2010. TH-302 continues to progress through the 403 trial, the 404 trial and the 407 trial. The 403 and 404 trials were expanded and enrollment of patients was completed in the second quarter of 2011. In October 2011, we reported updated top-line results for the 403 trial and expect to report top-line results for the 404 trial around the end of 2011. Enrollment in the 407 trial continues to progress, with top-line results expected by the end of 2011. In addition, we initiated a pivotal Phase 3 trial in patients with soft tissue sarcoma in the third quarter of 2011 that increased our research and development expenses associated with TH-302.

Discovery research and development expenses were \$1.0 million for the three months ended September 30, 2011 compared to \$0.4 million for the three months ended September 30, 2010, and were \$2.8 million for the nine months ended September 30, 2011 compared to \$2.5 million for the nine months ended September 30, 2010. We continue to focus our efforts towards discovering and developing new drug candidates from our hypoxia activated prodrug platform.

We did not track research and development expenses by project prior to 2003, and therefore we cannot provide cumulative project expenses to date. Due to the risks and uncertainties involved in discovering and developing product candidates, such as clinical trial results, regulatory approval requirements, dependence on third parties and market acceptance, which are described in the "Risk Factors" section in Part II of this Quarterly Report on Form 10-Q, we cannot reasonably estimate the costs and timing of completion of each project or when any project will result in net cash inflows.

We expect to continue to devote substantial resources to research and development in future periods as we complete our current clinical trials, start additional clinical trials and continue our discovery efforts. Research and development expenses are expected to increase in 2011 compared to 2010 due to the continued execution of existing clinical trials and start of new clinical trials.

General and Administrative. General and administrative expenses were \$1.3 million for the three months ended September 30, 2011, compared to \$1.3 million for the three months ended September 30, 2010. General and administrative expenses were \$4.3 million for the nine months ended September 30, 2011, compared to \$3.6 million for the nine months ended September 30, 2010. The increase of \$0.7 million was primarily due to \$0.4 million increase in personnel related expenses, \$0.2 million increase in consulting expense and \$0.1 million in noncash stock-based compensation expense. General and administrative expenses are expected to increase in 2011 compared to 2010.

Interest Income (Expense), Net

Interest income (expense), net for the three months ended September 30, 2011 was \$5,000 compared to \$14,000 of interest income for 2010. Interest income (expense), net for the nine months ended September 30, 2011 was \$20,000 of interest income compared to \$53,000 of interest income for 2010.

Other Income (Expense)

Other income (expense) was non-cash income of \$3.7 million and \$1.5 million, for the three and nine months ended September 30, 2011, respectively, compared to non-cash income of \$0.1 million and \$5.6 million, for the three and nine months ended September 30, 2010, respectively. The non-cash income for the three and nine months ended September 30, 2011 compared to the non-cash income for the three and nine months ended September 30, 2010, respectively, was due to the decrease in fair value of the 16.6 million outstanding common stock warrants during the nine months ended September 30, 2011. ASC 815 "Derivatives and Hedging" requires that stock warrants with certain terms be accounted for as a liability with changes to their fair value recognized in the consolidated statement of operations.

Table of Contents

Liquidity and Capital Resources

We have incurred net losses of \$246.8 million since inception through September 30, 2011. We have not generated and do not expect to generate revenue from sales of product candidates in the near term. From inception until our initial public offering in February 2005, we funded our operations primarily through private placements of our preferred stock. In February 2005, we completed our initial public offering of 1,018,768 shares of common stock, raising net proceeds of \$38.1 million. In October 2005, we completed a public offering of 1,066,537 shares of our common stock for net proceeds of \$62.4 million. On August 29, 2008, we sold to certain investors an aggregate of 8,970,574 shares of our common stock and warrants exercisable for a total of 3,588,221 shares of our common stock raising net proceeds of \$16.8 million. On October 5, 2009, we sold to certain investors an aggregate of 18,324,599 shares of our common stock and warrants exercisable for a total of 7,329,819 shares of our common stock for aggregate net proceeds of \$33.1 million.

During the nine months ended September 30, 2011 we sold 971,037 shares of our common stock at an average price of \$2.66 pursuant to our at the market stock issuance facility, for net proceeds of \$2.3 million. In March 2011, we sold to certain investors an aggregate of 14,313,081 shares of our common stock for a purchase price equal to \$2.05 per share and, for a purchase price equal to \$0.05 per share, warrants exercisable for a total of 5,725,227 shares of our common stock for aggregate gross proceeds equal to \$30.1 million in connection with the offering. The warrants have an exercise price equal to \$2.46 per share. Net proceeds generated from the offering were approximately \$27.8 million, which includes underwriter discounts and offering costs.

We had cash, cash equivalents and marketable securities of \$25.3 million and \$14.7 million at September 30, 2011 and December 31, 2010, respectively, available to fund operations.

Net cash used in operating activities for the nine months ended September 30, 2011 and 2010 was \$19.1 million and \$17.2 million, respectively. The increase of \$1.9 million in cash used in operations was primarily attributable to an increase in research and development spending associated with TH-302.

Net cash used in investing activities for the nine months ended September 30, 2011 was \$13.7 million compared with net cash provided by investing activities of \$12.1 million for the nine months ended September 30, 2010. The \$25.8 million decrease in cash provided by investing activities was due primarily to the excess of proceeds used in the purchase of marketable securities over proceeds from the sales and maturities of marketable securities.

Net cash provided by financing activities for the three months ended September 30, 2011 and 2010 was \$30.2 million and \$0.1 million, respectively. The \$30.1 million increase in cash provided by financing activities was primarily due to the approximately \$27.8 million of net proceeds from our March 2011 registered direct offering and \$2.3 million net proceeds from equity issuances pursuant to our at the market stock issuance facility.

Obligations and Commitments

We lease certain of our facilities under noncancelable leases, which qualify for operating lease accounting treatment under ASC 840, "Leases," and, as such, these facilities are not included on our unaudited condensed consolidated balance sheets. In July 2011, we entered into a noncancelable facility sublease agreement for 28,180 square feet of laboratory space and office space located in South San Francisco, California, which will serve as our new corporate headquarters. The lease began on October 1, 2011 and will expire on April 30, 2017. The aggregate rent for the term of the lease is approximately \$3.4 million. In addition, the lease requires us to pay certain taxes, assessments, fees and other costs associated with the premises, in amounts yet to be determined. We will also be responsible for the costs of certain tenant improvements associated with the leased space. In connection with the execution of the lease we paid a security deposit of approximately \$60,000.

Our major outstanding contractual obligations consist of amounts due under our operating lease agreements and purchase commitments under contract research, development and clinical supply agreements. Contractual obligations and related scheduled payments as of September 30, 2011 are as follows (in thousands):

	Remainder of current year (2011)	One to three years (2012 to 2013)	Four to five years (2014 to 2015)	After five Years	Total
Facilities leases	\$ 39	\$ 1,209	\$ 1,304	\$ 925	\$3,477
Purchase commitments	2,124	—	—	—	2,124
Total	<u>\$ 2,163</u>	<u>\$ 1,209</u>	<u>\$ 1,304</u>	<u>\$ 925</u>	<u>\$5,601</u>

Table of Contents

At the Market Stock Issuance Facility

On October 29, 2010, we entered into an at market issuance sales agreement, or sales agreement, with McNicoll, Lewis & Vlak LLC, or MLV, pursuant to which we may issue and sell shares of our common stock having an aggregate offering price of up to \$15.0 million from time to time through MLV as our sales agent. Sales of our common stock through MLV will be made on The NASDAQ Capital Market, on any other existing trading market for our common stock, to or through a market maker or as otherwise agreed by MLV and us. Subject to the terms and conditions of the sales agreement, MLV will use commercially reasonable efforts to sell our common stock from time to time, based upon our instructions (including any price, time or size limits or other customary parameters or conditions we may impose). We will pay MLV an aggregate commission rate of 3.0% of the gross proceeds of the sales price per share of any common stock sold under the sales agreement. Under certain circumstances, sales of the stock under the at market issuances sales agreement could result in an adjustment to the exercise price of certain of our outstanding warrants. The number of shares we are able to sell under this arrangement will be limited in practice based on the trading volume of our common stock. As of December 31, 2010 we had not sold any stock pursuant to the sales agreement. On March 11, 2011, we filed a prospectus supplement reducing the amount of securities for sale under our shelf registration statement pursuant to the sales agreement. The maximum aggregate gross proceeds from potential future sales of common stock under our existing shelf registration statement are \$3.3 million. For the nine months ended September 30, 2011, we sold an aggregate of 971,037 shares of our common stock at an average price of \$2.66 pursuant to the sales agreement. Net proceeds from the sale of stock were \$2.3 million. The sales of the stock did not result in an adjustment to the exercise price of certain of our outstanding warrants.

We expect annual 2011 cash requirements to be in the range of \$28 million to \$30 million. We believe that our cash, cash equivalents and marketable securities as of September 30, 2011 will be sufficient to fund our projected operating requirements into the third quarter of 2012, including prosecuting our current trials, conducting research and discovery efforts towards additional product candidates, working capital and general corporate purposes. We expect that we will need to raise additional capital to complete our ongoing clinical trials, including our Phase 3 trial of TH-302, and any new clinical trials. We intend to seek funds through arrangements with collaborators or others that may require us to relinquish rights to certain product candidates that we might otherwise seek to develop or commercialize independently.

We expect to need to raise additional capital or incur indebtedness to continue to fund our future operations. We may seek to raise capital through a variety of sources, including:

- the public equity market;
- private equity financing;
- collaborative arrangements;
- licensing arrangements; and/or
- public or private debt.

Our ability to raise additional funds will depend on the outcome of our clinical trials and other clinical and regulatory events as well as factors related to financial, economic, and market conditions, many of which are beyond our control. We cannot be certain that sufficient funds will be available to us when required or on satisfactory terms. If adequate funds are not available, we may be required to significantly reduce or refocus our operations or to obtain funds through arrangements that may require us to relinquish rights to certain of our products, technologies or potential markets, any of which could delay or require that we curtail our development programs or otherwise have a material adverse effect on our business, financial condition and results of operations. To the extent that additional capital is raised through the sale of equity or convertible debt securities, the issuance of such securities would result in ownership dilution to our existing stockholders.

In addition, our ability to raise additional capital may be dependent upon our stock being quoted on the NASDAQ Capital Market. If we are unable to secure additional financing on a timely basis or on terms favorable to us, we may be required to cease or reduce certain research and development projects, to sell some or all of our technology or assets or to merge all or a portion of our business with another entity. Insufficient funds may require us to delay, scale back, or eliminate some or all of our activities, and if we are unable to obtain additional funding, there is uncertainty regarding our continued existence.

[Table of Contents](#)

Critical Accounting Policies and Use of Estimates

Our discussion and analysis of our financial condition and results of operations are based on our unaudited condensed consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information. The preparation of these unaudited condensed consolidated financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities and expenses based on historical experience and on various assumptions that we believe to be reasonable under the circumstances. Actual results may differ from these estimates under different assumptions or conditions. For further information on our critical accounting policies, see the discussion of critical accounting policies in our Annual Report on Form 10-K for the year ended December 31, 2010, which we filed with the SEC on March 24, 2011. There have been no material revisions to the critical accounting policies as discussed in our Annual Report on Form 10-K for the year ended December 31, 2010.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Interest Rate Risk. Our exposure to market risk for changes in interest rates relates to our cash equivalents on deposit in highly liquid money market funds and investments in short-term marketable securities. The primary objective of our cash investment activities is to preserve principal while at the same time maximizing the income we receive from our invested cash without significantly increasing risk of loss. We invest in high-quality financial instruments, which currently have weighted average maturity of less than one year. We do not use derivative financial instruments in our investment portfolio. Our cash and investments policy emphasizes liquidity and preservation of principal over other portfolio considerations. Our investment portfolio is subject to interest rate risk and will fall in value if market interest rates rise. Nevertheless, due to the short duration of our investment portfolio, we believe an increase in the interest rates of one percentage point would not be material to our financial condition or results of operations.

In addition, we do not have any material exposure to foreign currency rate fluctuations as we operate primarily in the United States. Although we conduct some clinical trials and safety studies, and manufacture some active pharmaceutical product with vendors outside the United States, most of our transactions are denominated in U.S. dollars.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of disclosure controls and procedures.

Based on their evaluation as of September 30, 2011, our chief executive officer and vice president, finance and controller have concluded that our disclosure controls and procedures (as defined in Rules 13a-15(e) of the Securities Exchange Act of 1934, as amended) were effective at the reasonable assurance level to ensure that the information required to be disclosed by us in reports we are required to file under the Exchange Act was recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and Form 10-Q and that such information is accumulated and communicated to management as appropriate to allow timely decisions regarding required disclosures.

Changes in internal controls over financial reporting.

There were no changes in our internal control over financial reporting during the three months ended September 30, 2011 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Limitations on the effectiveness of controls.

Our management, including our chief executive officer and vice president, finance and controller, does not expect that our disclosure controls and procedures or our internal control over financial reporting will prevent all error and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within Threshold Pharmaceuticals, Inc. have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people or by management override of the control.

Table of Contents

The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and we cannot be certain that any design will succeed in achieving its stated goals under all potential future conditions. Over time, controls may become inadequate because of changes in conditions or the degree of compliance with the policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected. Accordingly, our disclosure controls and procedures are designed to provide reasonable, not absolute, assurance that the objectives of our disclosure control system are met and, as set forth above, our chief executive officer and vice president, finance and controller have concluded, based on their evaluation, that our disclosure controls and procedures were sufficiently effective as of September 30, 2011 to provide reasonable assurance that the objectives of our disclosure control system were met.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

None

ITEM 1A. RISK FACTORS

RISKS RELATED TO OUR BUSINESS

Risks Related to Drug Discovery, Development and Commercialization

We are substantially dependent upon the success of TH-302.

We have focused our development activities on TH-302, and we do not presently have other compounds in clinical development. The failure of TH-302 to achieve successful clinical trial endpoints, delays in clinical or development of TH-302, unanticipated adverse side effects related to TH-302 or any other adverse developments or information related to TH-302 would significantly harm our business and the value of our common stock.

Delays in our clinical trials could result in us not achieving anticipated milestones when expected, increased costs and delay our ability to obtain regulatory approval and commercialize our product candidates.

Delays in our clinical trial enrollment or in the progression of our clinical trials could result in us not meeting previously announced milestones and could materially impact our product development costs and delay regulatory approval of our product candidates. We do not know whether planned clinical trials will be completed on schedule, if at all. Clinical trials can be delayed for a variety of reasons, including:

- adverse safety events experienced during our clinical trials;
- a lower than expected frequency of clinical trial events;
- delays in obtaining clinical materials;
- slower than expected patient recruitment to participate in clinical trials;
- delays in reaching agreement on acceptable clinical trial agreement terms with prospective sites or obtaining institutional review board approval; and
- delays in obtaining regulatory approval to commence new trials.

If we do not successfully complete our clinical trials on schedule, the price of our common stock may decline.

Table of Contents

Although we obtained a special protocol assessment for TH-302 for soft tissue sarcoma, a special protocol assessment does not guarantee any particular outcome from regulatory review, including any regulatory approval.

We have obtained an agreement with the Food and Drug Administration, or FDA, following a special protocol assessment, or SPA, for the registration trial for TH-302 for the treatment of soft tissue sarcoma in the United States. The SPA process allows for FDA evaluation of a clinical trial protocol intended to form the primary basis of an efficacy claim in support of a new drug application, or NDA, and provides a product sponsor with an agreement confirming that the design and size of a trial will be appropriate to form the primary basis of an efficacy claim for an NDA if the trial is performed according to the SPA. Even if we believe that the data from a clinical trial are supportive, an SPA is not a guarantee of approval, and we cannot be certain that the design of, or data collected from, a trial will be adequate to demonstrate safety and efficacy, or otherwise be sufficient to support regulatory approval. There can be no assurance that the terms of an SPA will ultimately be binding on the FDA, and the FDA is not obligated to approve an NDA, if any, even if the clinical outcome is positive. The FDA retains significant latitude and discretion in interpreting the terms of an SPA and the data and results from a clinical trial, and can require trial design changes or additional studies if issues arise essential to determining safety or efficacy. Data may subsequently become available that causes the FDA to reconsider the previously agreed upon scope of review and the FDA may have subsequent safety or efficacy concerns that override an SPA, and we can give no assurance that as clinical trials proceed or as part of an NDA review process, if any, the FDA will determine that a previously approved SPA is still valid.

Additionally, an SPA may be changed only with written agreement of the FDA and sponsor, and any further changes we may propose to the protocol will remain subject to the FDA's approval. The FDA may not agree to any such amendment and, even if they agree, they may request other amendments to the trial design that could require additional cost and time, as well as increase the degree of difficulty in reaching clinical endpoints. As a result, even with an SPA, we cannot be certain that the trial results will be found to be adequate to support an efficacy claim and product approval.

Pre-clinical studies and Phase 1 or 2 clinical trials of TH-302 may not predict the results of subsequent human clinical trials.

Pre-clinical studies, including studies of our product candidates in animal models of disease, may not accurately predict the result of human clinical trials of those product candidates. In particular, promising animal studies suggesting the efficacy of TH-302 for the treatment of different types of cancer may not accurately predict the ability of TH-302 to treat cancer effectively in humans. TH-302 may be found not to be efficacious in treating cancer, alone or in combination with other agents, when studied in human clinical trials. In addition, we will not be able to commercialize our drug candidates until we obtain FDA approval in the United States or approval by comparable regulatory agencies in Europe and other countries. To satisfy FDA or foreign regulatory approval standards for the commercial sale of our product candidates, we must demonstrate in adequate and controlled clinical trials that our product candidates are safe and effective. Success in preclinical testing and early clinical trials does not ensure that later clinical trials will be successful. Our initial results from clinical trials of TH-302 in Phase 1 and Phase 2 clinical trials may not be confirmed by later analysis or subsequent larger clinical trials. A number of companies in the pharmaceutical industry, including us, have suffered significant setbacks in advanced clinical trials, even after obtaining promising results in earlier clinical trials.

Our product candidates must undergo rigorous clinical testing, the results of which are uncertain and could substantially delay or prevent us from bringing them to market.

Before we can obtain regulatory approval for a product candidate, we must undertake extensive clinical testing in humans to demonstrate safety and efficacy to the satisfaction of the FDA or other regulatory agencies. Clinical trials of new drug candidates sufficient to obtain regulatory marketing approval are expensive and take years to complete.

We cannot be certain of successfully completing clinical testing within the time frame we have planned, or at all. We may experience numerous unforeseen events during, or as a result of, the clinical trial process that could delay or prevent us from receiving regulatory approval or commercializing our product candidates, including the following:

- our clinical trials may produce negative or inconclusive results, and we may decide, or regulators may require us, to conduct additional clinical and/or preclinical testing or to abandon programs;
- the results obtained in earlier stage clinical testing may not be indicative of results in future clinical trials;
- clinical trial results may not meet the level of statistical significance required by the FDA or other regulatory agencies;
- enrollment in our clinical trials for our product candidates may be slower than we anticipate, resulting in significant delays and additional expense;

Table of Contents

- we, or regulators, may suspend or terminate our clinical trials if the participating patients are being exposed to unacceptable health risks; and
- the effects of our product candidates on patients may not be the desired effects or may include undesirable side effects or other characteristics that may delay or preclude regulatory approval or limit their commercial use, if approved.

Completion of clinical trials depends, among other things, on our ability to enroll a sufficient number of patients, which is a function of many factors, including:

- the therapeutic endpoints chosen for evaluation;
- the eligibility criteria defined in the protocol;
- the perceived benefit of the investigational drug under study;
- the size of the patient population required for analysis of the clinical trial's therapeutic endpoints;
- our ability to recruit clinical trial investigators and sites with the appropriate competencies and experience;
- our ability to obtain and maintain patient consents; and
- competition for patients by clinical trial programs for other treatments.

We may experience difficulties in enrolling patients in our clinical trials, which could increase the costs or affect the timing or outcome of these clinical trials. This is particularly true with respect to diseases with relatively small patient populations.

We are subject to significant regulatory approval requirements, which could delay, prevent or limit our ability to market our product candidates.

Our research and development activities, preclinical studies, clinical trials and the anticipated manufacturing and marketing of our product candidates are subject to extensive regulation by the FDA and other regulatory agencies in the United States and by comparable authorities in Europe and elsewhere. We require the approval of the relevant regulatory authorities before we may commence commercial sales of our product candidates in a given market. The regulatory approval process is expensive and time-consuming, and the timing of receipt of regulatory approval is difficult to predict. Our product candidates could require a significantly longer time to gain regulatory approval than expected, or may never gain approval. We cannot be certain that, even after expending substantial time and financial resources, we will obtain regulatory approval for any of our product candidates. A delay or denial of regulatory approval could delay or prevent our ability to generate product revenues and to achieve profitability.

Changes in regulatory approval policies during the development period of any of our product candidates, changes in, or the enactment of, additional regulations or statutes, or changes in regulatory review practices for a submitted product application may cause a delay in obtaining approval or result in the rejection of an application for regulatory approval.

Regulatory approval, if obtained, may be made subject to limitations on the indicated uses for which we may market a product. These limitations could adversely affect our potential product revenues. Regulatory approval may also require costly post-marketing follow-up studies. In addition, the labeling, packaging, adverse event reporting, storage, advertising, promotion and record-keeping related to the product will be subject to extensive ongoing regulatory requirements. Furthermore, for any marketed product, its manufacturer and its manufacturing facilities will be subject to continual review and periodic inspections by the FDA or other regulatory authorities. Failure to comply with applicable regulatory requirements may, among other things, result in fines, suspensions of regulatory approvals, product recalls, product seizures, operating restrictions and criminal prosecution.

Table of Contents

Our product candidates are based on targeting the microenvironment of solid tumors, which currently is an unproven approach to therapeutic intervention.

Our product candidates are designed to target the microenvironment of solid tumors by, in the case of TH-302, harnessing hypoxia for selective toxin activation. We have not, nor to our knowledge has any other company, received regulatory approval for a drug based on this approach. We cannot be certain that our approach will lead to the development of approvable or marketable drugs.

In addition, the FDA or other regulatory agencies may lack experience in evaluating the safety and efficacy of drugs based on these targeting approaches, which could lengthen the regulatory review process, increase our development costs and delay or prevent commercialization of our product candidates.

Our product candidates may have undesirable side effects that prevent or delay their regulatory approval or limit their use if approved.

Anti-tumor drugs being developed by us, including TH-302, are expected to have undesirable side effects. For example, in clinical trials of TH-302, some patients have exhibited skin and/or mucosal toxicities that have in some cases caused patients to stop or delay therapy. The extent, severity and clinical significance of these or other undesirable side effects may not be apparent initially and may be discovered or become more significant during drug development or even post-approval. These expected side effects or other side effects identified in the course of our clinical trials or that may otherwise be associated with our product candidates may outweigh the benefits of our product candidates. Side effects may prevent or delay regulatory approval or limit market acceptance if our products are approved.

We have not yet developed a commercial formulation of TH-302.

The formulation of TH-302 that we have used and are using for some of our clinical trials is subject to storage and handling requirements that may not be suitable for commercial product. We have developed another formulation of TH-302 that may be suitable for commercial product, but there can be no assurance that it will be. If we are not able to develop a commercial formulation, we may delay registration of TH-302.

Orphan drug exclusivity affords us limited protection, and if another party obtains orphan drug exclusivity for the drugs and indications we are targeting, we may be precluded from commercializing our product candidates in those indications.

For those drugs that meet the eligible requirements, we intend to seek orphan drug designation for the cancer indications that our drug candidates are intended to treat. Under the Orphan Drug Act, the FDA may grant orphan drug designation to drugs intended to treat a rare disease or condition, which is defined by the FDA as a disease or condition that affects fewer than 200,000 individuals in the United States. The company that obtains the first FDA approval for a designated orphan drug indication receives marketing exclusivity for use of that drug for that indication for a period of seven years. Orphan drug exclusive marketing rights may be lost if the FDA later determines that the request for designation was materially defective, or if the manufacturer is unable to assure sufficient quantity of the drug. Orphan drug designation does not shorten the development or regulatory review time of a drug.

Orphan drug exclusivity may not prevent other market entrants. A different drug, or, under limited circumstances, the same drug may be approved by the FDA for the same orphan indication. The limited circumstances include an inability to supply the drug in sufficient quantities or where a new formulation of the drug has shown superior safety or efficacy. As a result, if our product were to be approved and receive orphan drug status, the FDA could still approve other drugs for use in treating the same indication covered by our product, which could create a more competitive market for us.

Moreover, due to the uncertainties associated with developing pharmaceutical products, we may not be the first to obtain marketing approval for any orphan drug indication. Even if we obtain orphan drug designation, if a competitor obtains regulatory approval for TH-302 for the same indication we are targeting before we do, we would be blocked from obtaining approval for that indication for seven years, unless our product is a new formulation of the drug that has shown superior safety or efficacy, or the competitor is unable to supply sufficient quantities.

Table of Contents

Even if we obtain regulatory approval, our marketed drugs will be subject to ongoing regulatory review. If we fail to comply with continuing United States and foreign regulations, we could lose our approvals to market drugs and our business would be seriously harmed.

Following initial regulatory approval of any drugs we may develop, we will be subject to continuing regulatory review, including review of adverse drug experiences and clinical results that are reported after our drug products become commercially available. This would include results from any post-marketing tests or vigilance required as a condition of approval. The manufacturer and manufacturing facilities we use to make any of our drug candidates will also be subject to periodic review and inspection by the FDA. If a previously unknown problem or problems with a product or a manufacturing and laboratory facility used by us is discovered, the FDA or foreign regulatory agency may impose restrictions on that product or on the manufacturing facility, including requiring us to withdraw the product from the market. Any changes to an approved product, including the way it is manufactured or promoted, often require FDA approval before the product, as modified, can be marketed. We and our contract manufacturers will be subject to ongoing FDA requirements for submission of safety and other post-market information. If we and our contract manufacturers fail to comply with applicable regulatory requirements, a regulatory agency may:

- issue warning letters;
- impose civil or criminal penalties;
- suspend or withdraw our regulatory approval;
- suspend or terminate any of our ongoing clinical trials;
- refuse to approve pending applications or supplements to approved applications filed by us;
- impose restrictions on our operations;
- close the facilities of our contract manufacturers; or
- seize or detain products or require a product recall.

The FDA and foreign regulatory authorities may impose significant restrictions on the indicated uses and marketing of pharmaceutical products.

FDA rules for pharmaceutical promotion require that a company not promote an unapproved drug or an approved drug for an unapproved use. In addition to FDA requirements, regulatory and law enforcement agencies, such as the United States Department of Health and Human Services' Office of Inspector General and the United States Department of Justice, monitor and investigate pharmaceutical sales, marketing and other practices. For example, sales, marketing and scientific/educational grant programs must comply with the Medicare-Medicaid Anti-Fraud and Abuse Act, as amended, the False Claims Act, as amended, and similar state laws. In recent years, actions by companies' sales forces and marketing departments have been scrutinized intensely to ensure, among other things, that actions by such groups do not qualify as "kickbacks" to healthcare professionals. A "kickback" refers to the provision of any item of value to a healthcare professional or other person in exchange for purchasing, recommending, or referring an individual for an item or service reimbursable by a federal healthcare program. These kickbacks increase the expenses of the federal healthcare program and may result in civil penalties, criminal prosecutions, and exclusion from participation in government programs, any of which would adversely affect our financial condition and business operations. In addition, even if we are not determined to have violated these laws, government investigations into these issues typically require the expenditure of significant resources and generate negative publicity, which would also harm our financial condition. Comparable laws also exist at the state level.

We are, and in the future may be, subject to new federal and state requirements to submit information on our open and completed clinical trials to public registries and databases.

In 1997, a public registry of open clinical trials involving drugs intended to treat serious or life-threatening diseases or conditions was established under the Food and Drug Administration Modernization Act, or FDMA, in order to promote public awareness of and access to these clinical trials. Under FDMA, pharmaceutical manufacturers and other clinical trial sponsors are required to post the general purpose of these clinical trials, as well as the eligibility criteria, location and contact information of the clinical trials. Since the establishment of this registry, there has been significant public debate focused on broadening the types of clinical trials included in this or other registries, as well as providing for public access to clinical trial results. A voluntary coalition of medical journal editors has adopted a resolution to publish results only from those clinical trials that have been registered with a no-cost, publicly accessible database, such as <http://www.clinicaltrials.gov>. The Pharmaceuticals and Research Manufacturers of America has also issued voluntary principles for its members to make results from certain clinical trials publicly available and has established a website for this purpose. Other groups have adopted or are considering similar proposals for clinical trial registration and the posting of clinical trial results. The state of Maine has enacted legislation, with penalty provisions, requiring the disclosure of results from clinical trials involving drugs marketed in the state, and similar legislation has been introduced in other states. Federal legislation was introduced in the fall of 2004 to expand <http://www.clinicaltrials.gov> and to require the inclusion of clinical trial results in this registry. In some states, such as New York, prosecutors have alleged that a lack of disclosure of clinical trial information constitutes fraud, and these allegations have resulted in settlements with pharmaceutical companies that include agreements to post clinical trial results. Our failure to comply with any clinical trial posting requirements could expose us to negative publicity, fines, and other penalties, all of which could materially harm our business.

Table of Contents

Risks Related to Our Financial Performance and Operations

We have incurred losses since our inception and anticipate that we will continue to incur significant losses for the foreseeable future, and our future profitability is uncertain.

We are a development stage company with a limited operating history and no current source of revenue from the sale of our product candidates. We have incurred losses in each year since our inception in 2001, and we expect to incur losses for the foreseeable future. We have devoted, and will continue to devote for the foreseeable future, substantially all of our resources to research and development of our product candidates. For the nine months ended September 30, 2011, we had a net loss of \$20.4 million and our cumulative net loss since our inception through September 30, 2011 was \$246.8 million. Clinical trials are costly. We do not expect to generate any revenue from the sale of our product candidates in the near term, and we expect to continue to have significant losses for the foreseeable future.

To attain profitability, we will need to develop products successfully and market and sell them effectively. We cannot predict when we will become profitable, if at all. We have never generated revenue from the sale of our product candidates, and there is no guarantee that we will be able to do so in the future. If we fail to become profitable, or if we are unable to fund our continuing losses, we would be unable to continue our research and development programs.

We are likely to require substantial additional funding and may be unable to raise capital when needed, which could force us to delay, reduce or eliminate our drug discovery, product development and commercialization activities.

Developing drugs, conducting clinical trials, and commercializing products is expensive. Our future funding requirements will depend on many factors, including:

- the terms and timing of any collaborative, licensing, acquisition or other arrangements that we may establish;
- the progress and cost of our clinical trials and other research and development activities;
- the costs and timing of obtaining regulatory approvals;
- the costs of filing, prosecuting, defending and enforcing any patent applications, claims, patents and other intellectual property rights;
- the cost and timing of securing manufacturing capabilities for our clinical product candidates and commercial products, if any; and
- the costs of lawsuits involving us or our product candidates.

We believe that our existing cash, cash equivalents and marketable securities as of September 30, 2011 will be sufficient to fund our projected operating requirements into the third quarter of 2012, including prosecuting our current clinical trials, conducting research and discovery efforts towards additional product candidates, working capital and general corporate purposes. We expect that we will need to raise additional capital to complete existing clinical trials, including our Phase 3 trial of TH-302, start new trials, or to in-license or otherwise acquire and develop additional products or programs. We expect to seek funds through arrangements with collaborators or others that may require us to relinquish rights to certain products candidates that we might otherwise seek to develop or commercialize independently. We cannot be certain that we will be able to enter into any such arrangements on reasonable terms, if at all.

Table of Contents

We expect to need to raise additional capital or incur indebtedness to continue to fund our future operations. We may seek to raise capital through a variety of sources, including:

- the public equity market;
- private equity financing;
- collaborative arrangements;
- licensing arrangements; and/or
- public or private debt.

Our ability to raise additional funds will depend, in part on the outcome of our clinical trials and other clinical and regulatory events, as well as factors related to financial, economic, and market conditions, entry into collaboration or license agreement with others and factors related to financial, economic and market conditions, many of which are beyond our control. We cannot be certain that sufficient funds will be available to us when required or on satisfactory terms, if at all. If adequate funds are not available, we may be required to significantly reduce or refocus our operations or to obtain funds through arrangements that may require us to relinquish rights to certain of our products, technologies or potential markets, any of which could delay or require that we curtail or eliminate some or all of our development programs or otherwise have a material adverse effect on our business, financial condition and results of operations. In addition, we may have to delay, reduce the scope of or eliminate some of our research and development, which could delay the time to market for any of our product candidates, if adequate funds are not available.

If we are unable to secure additional financing on a timely basis or on terms favorable to us, we may be required to cease or reduce certain research and development projects, to sell some or all of our technology or assets or to merge all or a portion of our business with another entity. Insufficient funds may require us to delay, scale back, or eliminate some or all of our activities, and if we are unable to obtain additional funding, there is uncertainty regarding our continued existence.

Our success depends in part on retaining and motivating key personnel and, if we fail to do so, it may be more difficult for us to execute our business strategy. As a small organization we are dependent on key employees and may need to hire additional personnel to execute our business strategy successfully.

Our success depends on our continued ability to attract, retain and motivate highly qualified management, clinical and scientific personnel and on our ability to develop and maintain important relationships with leading academic institutions, clinicians and scientists. We are highly dependent upon our senior management and scientific staff, particularly our Chief Executive Officer, Dr. Harold E. Selick, and Senior Vice President of Discovery Research, Dr. Mark G. Matteucci. We do not have an employment agreement with Drs. Selick or Matteucci. The loss of the services of Drs. Selick or Matteucci or one or more of our other key employees could delay or have an impact on the successful completion of our clinical trials or the development of additional product candidates.

As of September 30, 2011, we had 30 employees. Our success will depend on our ability to retain and motivate remaining personnel and hire additional qualified personnel when required. Competition for qualified personnel in the biotechnology field is intense. We face competition for personnel from other biotechnology and pharmaceutical companies, universities, public and private research institutions and other organizations. We may not be able to attract and retain qualified personnel on acceptable terms given the competition for such personnel. If we are unsuccessful in our retention, motivation and recruitment efforts, we may be unable to execute our business strategy.

Our facilities in California are located near an earthquake fault, and an earthquake or other natural disaster or resource shortage could disrupt our operations.

Important documents and records, such as hard copies of our laboratory books and records for our product candidates, are located in our corporate headquarters at a single location in Redwood City, California, near active earthquake zones. In the event of a natural disaster, such as an earthquake, drought or flood, or localized extended outages of critical utilities or transportation systems, we do not have a formal business continuity or disaster recovery plan, and could therefore experience a significant business interruption. In addition, California from time to time has experienced shortages of water, electric power and natural gas. Future shortages and conservation measures could disrupt our operations and could result in additional expense. Although we maintain business interruption insurance coverage, the policy specifically excludes coverage for earthquake and flood.

[Table of Contents](#)

Risks Related to Our Dependence on Third Parties

We rely on third parties to manufacture TH-302. If these parties do not manufacture the active pharmaceutical ingredients or finished drug products of satisfactory quality, in a timely manner, in sufficient quantities or at an acceptable cost, clinical development and commercialization of our product candidates could be delayed.

We do not currently own or operate manufacturing facilities; consequently, we rely and expect to continue to rely on third parties for the production of clinical and commercial quantities of our product candidates. We have not yet entered into any long term manufacturing or supply agreement for any of our product candidates. Our current and anticipated future dependence upon others for the manufacture of our product candidates may adversely affect our ability to develop and commercialize any product candidates on a timely and competitive basis.

We need to have sufficient TH-302 API and drug product to meet the clinical supply demands of our clinical trials. Additional clinical trial material continues to be manufactured as required. We have ordered additional API and drug product; however, we have experienced delays in the receipt of satisfactory drug product, and additional delays in the receipt of satisfactory drug product could cause delays in our clinical trials, which would harm our business. In addition, we will need to obtain additional supplies of TH-302 API and drug product to complete our ongoing studies and any other additional trials. The need for additional supplies may require manufacturing process improvements in TH-302 API and drug product. Changes to the formulation of TH-302 for our clinical trials may also require bridging studies to demonstrate the comparability of the new formulation with the old. These studies may delay our clinical trials and may not be successful. If we are not successful in procuring sufficient TH-302 clinical trial material, we may experience a significant delay in our TH-302 clinical program.

We will need to enter into additional agreements for additional supplies of each of our product candidates to complete clinical development and/or commercialize them. We cannot be certain that we can do so on favorable terms, if at all. The products will need to satisfy all cGMP manufacturing requirements, including passing specifications. Our inability to satisfy these requirements could delay our clinical programs.

If any of our product candidates is approved by the FDA or other regulatory agencies for commercial sale, we will need to have it manufactured in commercial quantities. We may not be able to increase the manufacturing capacity for any of our product candidates in a timely or economic manner successfully or at all. Significant scale-up of manufacturing may require additional validation studies, which the FDA and other regulatory agencies must review and approve. If we are unable to successfully increase the manufacturing capacity for a product candidate, the regulatory approval or commercial launch of that product candidate may be delayed, or there may be a shortage of supply which could limit our sales.

In addition, if the facility or the equipment in the facility that produces our product candidates is significantly damaged or destroyed, or if the facility is located in another country and trade or commerce with such country is interrupted, we may be unable to replace the manufacturing capacity quickly or inexpensively. The inability to obtain manufacturing agreements, the damage or destruction of a facility on which we rely for manufacturing or any other delays in obtaining supply would delay or prevent us from completing our clinical trials and commercializing our current product candidates.

We have no control over our manufacturers' and suppliers' compliance with manufacturing regulations, and their failure to comply could result in an interruption in the supply of our product candidates.

The facilities used by our contract manufacturers must undergo an inspection by the FDA for compliance with current good manufacturing practice, or cGMP regulations, before the respective product candidates can be approved. In the event these facilities do not receive a satisfactory cGMP inspection for the manufacture of our product candidates, we may need to fund additional modifications to our manufacturing process, conduct additional validation studies, or find alternative manufacturing facilities, any of which would result in significant cost to us as well as a delay of up to several years in obtaining approval for such product candidate. In addition, our contract manufacturers, and any alternative contract manufacturer we may utilize, will be subject to ongoing periodic inspection by the FDA and corresponding state and foreign agencies for compliance with cGMP regulations, similar foreign regulations and other regulatory standards. We do not have control over our contract manufacturers' compliance with these regulations and standards. Any failure by our third-party manufacturers or suppliers to comply with applicable regulations could result in sanctions being imposed on them (including fines, injunctions and civil penalties), failure of regulatory authorities to grant marketing approval of our product candidates, delays, suspension or withdrawal of approvals, license revocation, seizures or recalls of product candidates or products, operating restrictions and criminal prosecution.

Table of Contents

We rely on third parties to conduct some of our clinical trials, and their failure to perform their obligations in a timely or competent manner may delay development and commercialization of our product candidates.

We may use clinical research organizations to assist in conduct of our clinical trials. There are numerous alternative sources to provide these services. However, we may face delays outside of our control if these parties do not perform their obligations in a timely or competent fashion or if we are forced to change service providers. This risk is heightened for clinical trials conducted outside of the United States, where it may be more difficult to ensure that clinical trials are conducted in compliance with FDA requirements. Any third-party that we hire to conduct clinical trials may also provide services to our competitors, which could compromise the performance of their obligations to us. If we experience significant delays in the progress of our clinical trials and in our plans to file NDAs, the commercial prospects for product candidates could be harmed and our ability to generate product revenue would be delayed or prevented.

We are dependent on Eleison to develop and commercialize glufosfamide

We are dependent upon Eleison Pharmaceuticals, Inc., to whom we exclusively licensed glufosfamide in October 2009, to develop and commercialize glufosfamide. Any profit sharing or other payments to us under the Eleison license depend almost entirely upon the efforts of Eleison, which may not be able to raise sufficient funds to commence clinical development activities with glufosfamide. Even if Eleison is successful at raising initial funding, it may not be successful in developing and commercializing glufosfamide or raising sufficient funds for development and commercialization. We may also be asked to provide technical assistance related to the development of glufosfamide, which may divert our resources from other activities. If the Eleison license terminates in such a way that glufosfamide reverts to us and we seek alternative arrangements with one or more other parties to develop and commercialize glufosfamide, we may not be able to enter into such an agreement with another suitable third party or third parties on acceptable terms or at all.

Risks Related to Our Intellectual Property

Hypoxia activated prodrug technology is not a platform technology broadly protected by patents, and others may be able to develop competitive drugs using this approach.

Although we have one issued patent that covers a category of hypoxia-activated prodrugs, including TH-302, we have no issued patents or pending patent applications that would prevent others from taking advantage of hypoxia activated prodrug technology generally to discover and develop new therapies for cancer or other diseases. Consequently, our competitors may seek to discover and develop potential therapeutics that operate by mechanisms of action that are the same or similar to the mechanisms of action of our hypoxia activated prodrug product candidates.

We are dependent on patents and proprietary technology. If we fail to adequately protect this intellectual property or if we otherwise do not have exclusivity for the marketing of our products, our ability to commercialize products could suffer.

Our commercial success will depend in part on our ability to obtain and maintain patent protection sufficient to prevent others from marketing our product candidates, as well as to defend and enforce these patents against infringement and to operate without infringing the proprietary rights of others. We will only be able to protect our product candidates from unauthorized use by third parties to the extent that valid and enforceable patents cover our product candidates or their manufacture or use if they are effectively protected by trade secrets. If our patent applications do not result in issued patents, or if our patents are found to be invalid, we will lose the ability to exclude others from making, using or selling the inventions claimed therein. We have a limited number of patents and pending patent applications.

The patent positions of pharmaceutical and biotechnology companies can be highly uncertain and involve complex legal and factual questions. No consistent policy regarding the breadth of claims allowed in biotechnology patents has emerged to date in the United States. The laws of many countries may not protect intellectual property rights to the same extent as United States laws, and those countries may lack adequate rules and procedures for defending our intellectual property rights. Changes in either patent laws or in interpretations of patent laws in the United States and other countries may diminish the value of our intellectual property. We do not know whether any of our patent applications will result in the issuance of any patents and we cannot predict the breadth of claims that may be allowed in our patent applications or in the patent applications we license from others.

Table of Contents

The degree of future protection for our proprietary rights is uncertain because legal means afford only limited protection and may not adequately protect our rights or permit us to gain or keep our competitive advantage. For example:

- we might not have been the first to make the inventions covered by each of our pending patent applications and issued patents, and we may have to participate in expensive and protracted interference proceedings to determine priority of invention;
- we might not have been the first to file patent applications for these inventions;
- others may independently develop similar or alternative product candidates or duplicate any of our product candidates;
- our pending patent applications may not result in issued patents;
- our issued patents may not provide a basis for commercially viable products or may not provide us with any competitive advantages or may be challenged by third parties;
- others may design around our patent claims to produce competitive products that fall outside the scope of our patents;
- we may not develop additional patentable proprietary technologies related to our product candidates; or
- the patents of others may prevent us from marketing one or more of our product candidates for one or more indications that may be valuable to our business strategy.

Moreover, an issued patent does not guarantee us the right to practice the patented technology or commercialize the patented product. Third parties may have blocking patents that could be used to prevent us from commercializing our patented products and practicing our patented technology. Our issued patents and those that may be issued in the future may be challenged, invalidated or circumvented, which could limit our ability to prevent competitors from marketing the same or related product candidates or could limit the length of the term of patent protection of our product candidates. In addition, the rights granted under any issued patents may not provide us with proprietary protection or competitive advantages against competitors with similar technology. Furthermore, our competitors may independently develop similar technologies. Moreover, because of the extensive time required for development, testing and regulatory review of a potential product, it is possible that, before 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 the patent. Patent term extensions may not be available for these patents.

We rely on trade secrets and other forms of non-patent intellectual property protection. If we are unable to protect our trade secrets, other companies may be able to compete more effectively against us.

We rely on trade secrets to protect certain aspects of our technology, especially where we do not believe patent protection is appropriate or obtainable. However, trade secrets are difficult to protect, especially in the pharmaceutical industry, where much of the information about a product must be made public during the regulatory approval process. Although we use reasonable efforts to protect our trade secrets, our employees, consultants, contractors, outside scientific collaborators and other advisors may unintentionally or willfully disclose our information to competitors. Enforcing a claim that a third party illegally obtained and is using our trade secret information is expensive and time consuming, and the outcome is unpredictable. In addition, courts outside the United States may be less willing to or may not protect trade secrets. Moreover, our competitors may independently develop equivalent knowledge, methods and know-how.

Table of Contents

If we are sued for infringing intellectual property rights of third parties or if we are forced to engage in an interference proceeding, it will be costly and time consuming, and an unfavorable outcome in that litigation or interference would have a material adverse effect on our business.

Our ability to commercialize our product candidates depends on our ability to develop, manufacture, market and sell our product candidates without infringing the proprietary rights of third parties. Numerous United States and foreign issued patents and pending patent applications, which are owned by third parties, exist in the general field of cancer therapies or in fields that otherwise may relate to our product candidates. If we are shown to infringe, we could be enjoined from use or sale of the claimed invention if we are unable to prove that the patent is invalid. In addition, because patent applications can take many years to issue, there may be currently pending applications, unknown to us, which may later result in issued patents that our product candidates or any other compound that we may develop, may infringe, or which may trigger an interference proceeding regarding one of our owned or licensed patents or applications. There could also be existing patents of which we are not aware that our product candidates may inadvertently infringe or which may become involved in an interference proceeding.

The biotechnology and biopharmaceutical industries are characterized by the existence of a large number of patents and frequent litigation based on allegations of patent infringement. For so long as our product candidates are in clinical trials, we believe our clinical activities fall within the scope of the exemptions provided by 35 U.S.C. Section 271(e) in the United States, which exempts from patent infringement liability activities reasonably related to the development and submission of information to the FDA. As our clinical investigational drugs progress toward commercialization, the possibility of a patent infringement claim against us increases. While we attempt to ensure that our active clinical investigational drugs and the methods we employ to manufacture them, as well as the methods for their use we intend to promote, do not infringe other parties' patents and other proprietary rights, we cannot be certain they do not, and competitors or other parties may assert that we infringe their proprietary rights in any event.

We may be exposed to future litigation based on claims that our product candidates, or the methods we employ to manufacture them, or the uses for which we intend to promote them, infringe the intellectual property rights of others. Our ability to manufacture and commercialize our product candidates may depend on our ability to demonstrate that the manufacturing processes we employ and the use of our product candidates do not infringe third-party patents. If third-party patents were found to cover our product candidates or their use or manufacture, we could be required to pay damages or be enjoined and therefore unable to commercialize our product candidates, unless we obtained a license. A license may not be available to us on acceptable terms, if at all.

Risks Related To Our Industry

If our competitors are able to develop and market products that are more effective, safer or more affordable than ours, or obtain marketing approval before we do, our commercial opportunities may be limited.

Competition in the biotechnology and pharmaceutical industries is intense and continues to increase, particularly in the area of cancer treatment. Most major pharmaceutical companies and many biotechnology companies are aggressively pursuing oncology development programs, including traditional therapies and therapies with novel mechanisms of action. Our cancer product candidates face competition from established biotechnology and pharmaceutical companies, including sanofi-aventis, AstraZeneca PLC, Genentech, Inc., Bayer Corporation, Eli Lilly and Company and Pfizer, Inc. and from generic pharmaceutical manufacturers. In particular, our drug candidates for pancreatic cancer will compete with Gemzar, marketed by Eli Lilly and Company, doxorubicin, cisplatin, paclitaxel, ifosfamide, and 5-fluorouracil, or 5-FU, a generic product which is sold by many manufacturers. In addition, several drugs marketed for different indications, such as Camptosar[®], marketed by Pfizer, Inc., Erbitux[®], marketed by Imclone Systems Inc. and Bristol-Myers Squibb Company, Taxotere[®], marketed by sanofi-aventis, DTIC-Dome[®], marketed by Bayer Pharmaceuticals Corporation, Xeloda[®], marketed by Hoffmann-LaRoche, Inc., Avastin[®], marketed by Genentech, Inc., Nexavar[®], marketed by Onyx Pharmaceuticals, Inc. and Bayer AG, and Alimta[®], marketed by Eli Lilly and Company, are under investigation or have completed investigation as combination therapies or monotherapy for pancreatic, prostate, ovarian, non small cell lung and small cell lung cancers, melanoma and soft tissue sarcoma. Additionally OSI Pharmaceuticals, Inc. and Genentech, Inc. market Tarceva[®] as a combination therapy with gemcitabine for the first-line treatment of pancreatic cancer. In addition, Proacta Inc. has a compound under clinical investigation that targets the hypoxic zones of tumors, as our TH-302 clinical product candidate is intended to do. Novacea has conducted studies on AQ4N and sanofi-aventis recently completed a Phase 3 clinical trial on Tirapazamine, a hypoxically activated prodrug, and while Novacea has stopped current clinical development of AQ4N and sanofi-aventis has released rights to the compound to the innovator SRI, another company may pursue further clinical development of either compound. Celgene Corporation is conducting clinical trials of Abraxene[®] as a combination therapy for first-line treatment of pancreatic cancer. ZIOPHARM Oncology Inc. is conducting clinical trials of a compound as a combination therapy for first-line treatment of advanced soft tissue sarcoma.

Table of Contents

We also face potential competition from academic institutions, government agencies and private and public research institutions engaged in the discovery and development of drugs and therapies. Many of our competitors have significantly greater financial resources and expertise in research and development, preclinical testing, conducting clinical trials, obtaining regulatory approvals, manufacturing, sales and marketing than we do. Smaller or early-stage companies may also prove to be significant competitors, particularly through collaborative arrangements with large and established pharmaceutical companies.

Our competitors may succeed in developing products that are more effective, have fewer side effects and are safer or more affordable than our product candidates, which would render our product candidates less competitive or noncompetitive. These competitors also compete with us to recruit and retain qualified scientific and management personnel, establish clinical trial sites and patient registration for clinical trials, as well as to acquire technologies and technology licenses complementary to our programs or advantageous to our business. Moreover, competitors that are able to achieve patent protection obtain regulatory approvals and commence commercial sales of their products before we do, and competitors that have already done so, may enjoy a significant competitive advantage.

There is a substantial risk of product liability claims in our business. If we do not obtain sufficient liability insurance, a product liability claim could result in substantial liabilities.

Our business exposes us to significant potential product liability risks that are inherent in the development, manufacturing and marketing of human therapeutic products. Regardless of merit or eventual outcome, product liability claims may result in:

- delay or failure to complete our clinical trials;
- withdrawal of clinical trial participants;
- decreased demand for our product candidates;
- injury to our reputation;
- litigation costs;
- substantial monetary awards against us; and
- diversion of management or other resources from key aspects of our operations.

If we succeed in marketing products, product liability claims could result in an FDA investigation of the safety or efficacy of our products, our manufacturing processes and facilities or our marketing programs. An FDA investigation could also potentially lead to a recall of our products or more serious enforcement actions, or limitations on the indications, for which they may be used, or suspension or withdrawal of approval.

We have product liability insurance that covers our clinical trials up to a \$5 million annual aggregate limit. We intend to expand our insurance coverage to include the sale of commercial products if marketing approval is obtained for our product candidates or any other compound that we may develop. However, insurance coverage is expensive and we may not be able to maintain insurance coverage at a reasonable cost or at all, and the insurance coverage that we obtain may not be adequate to cover potential claims or losses.

Even if we receive regulatory approval to market our product candidates, the market may not be receptive to our product candidates upon their commercial introduction, which would negatively affect our ability to achieve profitability.

Our product candidates may not gain market acceptance among physicians, patients, healthcare payors and the medical community. The degree of market acceptance of any approved products will depend on a number of factors, including:

- the effectiveness of the product;
- the prevalence and severity of any side effects;

Table of Contents

- potential advantages or disadvantages over alternative treatments;
- relative convenience and ease of administration;
- the strength of marketing and distribution support;
- the price of the product, both in absolute terms and relative to alternative treatments; and
- sufficient third-party coverage or reimbursement.

If our product candidates receive regulatory approval but do not achieve an adequate level of acceptance by physicians, healthcare payors and patients, we may not generate product revenues sufficient to attain profitability.

If third-party payors do not adequately reimburse patients for any of our product candidates, if approved for marketing, we may not be successful in selling them.

Our ability to commercialize any products successfully will depend in part on the extent to which reimbursement will be available from governmental and other third-party payors, both in the United States and in foreign markets. Even if we succeed in bringing one or more products to the market, the amount reimbursed for our products may be insufficient to allow us to compete effectively and could adversely affect our profitability.

Reimbursement by a governmental and other third-party payor may depend upon a number of factors, including a governmental or other third-party payor's determination that use of a product is:

- a covered benefit under its health plan;
- safe, effective and medically necessary;
- appropriate for the specific patient;
- cost-effective; and
- neither experimental nor investigational.

Obtaining reimbursement approval for a product from each third-party and governmental payor is a time-consuming and costly process that could require us to provide supporting scientific, clinical and cost-effectiveness data for the use of our products to each payor. We may not be able to provide data sufficient to obtain reimbursement.

Eligibility for coverage does not imply that any drug product will be reimbursed in all cases or at a rate that allows us to make a profit. Interim payments for new products, if applicable, may also not be sufficient to cover our costs and may not become permanent. Reimbursement rates may vary according to the use of the drug and the clinical setting in which it is used, may be based on payments allowed for lower-cost drugs that are already reimbursed, may be incorporated into existing payments for other products or services and may reflect budgetary constraints and/or Medicare or Medicaid data used to calculate these rates. Net prices for products also may be reduced by mandatory discounts or rebates required by government health care programs or by any future relaxation of laws that restrict imports of certain medical products from countries where they may be sold at lower prices than in the United States.

The health care industry is experiencing a trend toward containing or reducing costs through various means, including lowering reimbursement rates, limiting therapeutic class coverage and negotiating reduced payment schedules with service providers for drug products. The Medicare Prescription Drug, Improvement and Modernization Act of 2003, or MMA, became law in November 2003 and created a broader prescription drug benefit for Medicare beneficiaries. The MMA also contains provisions intended to reduce or eliminate delays in the introduction of generic drug competition at the end of patent or nonpatent market exclusivity. The impact of the MMA on drug prices and new drug utilization over the next several years is unknown. The MMA also made adjustments to the physician fee schedule and the measure by which prescription drugs are presently paid, changing from Average Wholesale Price to Average Sales Price. The effects of these changes are unknown but may include decreased utilization of new medicines in physician prescribing patterns, and further pressure on drug company sponsors to provide discount programs and reimbursement support programs. There have been, and we expect that there will continue to be, federal and state proposals to constrain expenditures for medical products and services, which may affect reimbursement levels for our future products. In addition, the Centers for Medicare & Medicaid Services frequently change product descriptors, coverage policies, product and service codes, payment methodologies and reimbursement values. Third-party payors often follow Medicare coverage policy and payment limitations in setting their own reimbursement rates and may have sufficient market power to demand significant price reductions.

Table of Contents

Foreign governments tend to impose strict price controls, which may adversely affect our future profitability.

In some foreign countries, particularly in the European Union, prescription drug pricing is subject to governmental control. In these countries, pricing negotiations with governmental authorities can take considerable time after the receipt of marketing approval for a product. To obtain reimbursement or pricing approval in some countries, we may be required to conduct a clinical trial that compares the cost-effectiveness of our product candidate to other available therapies. If reimbursement of our products is unavailable or limited in scope or amount, or if pricing is set at unsatisfactory levels, our profitability will be negatively affected.

We may incur significant costs complying with environmental laws and regulations, and failure to comply with these laws and regulations could expose us to significant liabilities.

Our research and development activities use biological and hazardous materials that are dangerous to human health and safety or the environment. We are subject to a variety of federal, state and local laws and regulations governing the use, generation, manufacture, storage, handling and disposal of these materials and wastes resulting from these materials. We are also subject to regulation by the Occupational Safety and Health Administration, or OSHA, the California and federal environmental protection agencies and to regulation under the Toxic Substances Control Act. OSHA or the California or federal Environmental Protection Agency, or EPA, may adopt regulations that may affect our research and development programs. We are unable to predict whether any agency will adopt any regulations that could have a material adverse effect on our operations. We have incurred, and will continue to incur, capital and operating expenditures and other costs in the ordinary course of our business in complying with these laws and regulations.

Although we believe our safety procedures for handling and disposing of these materials comply with federal, state and local laws and regulations, we cannot entirely eliminate the risk of accidental injury or contamination from the use, storage, handling or disposal of hazardous materials. In the event of contamination or injury, we could be held liable for any resulting damages, and any liability could significantly exceed our insurance coverage.

Risks Related To Our Common Stock

We may not maintain the listing of our common stock on the NASDAQ Capital Market.

Our ability to raise additional capital may be dependent upon our stock being quoted on the NASDAQ Capital Market. Previously, we had fallen out of compliance with continued listing requirements because our common stock did not comply with the \$1.00 minimum bid price requirement for continued listing set forth in NASDAQ Marketplace Rule 5450(a)(1) (formerly Rule 4450(a)(5)). To regain compliance, effective August 20, 2008, we implemented a 1-for-6 reverse stock split of our common stock. After that date, our common stock traded above the minimum \$1.00 bid price for at least ten consecutive business days and on September 5, 2008, the NASDAQ Stock Market notified us that we had regained compliance with the minimum bid price requirements. Even though we regained compliance with the minimum bid price, we cannot assure you that we will be able to maintain compliance with the minimum bid price requirement or other listing requirements in the future, and our failure to do so could result in the delisting of our shares from the NASDAQ Capital Market.

A significant number of shares of our common stock are subject to issuance upon exercise of outstanding warrants, which upon such exercise would result in dilution to our security holders.

On March 16, 2011, we issued warrants to purchase an aggregate of 5,725,227 shares of our common stock, at an exercise price of \$2.46 per share. On October 5, 2009, we issued outstanding warrants to purchase an aggregate of 7,329,819 shares of our common stock, at an exercise price of \$2.23 per share, which exercise price was subsequently reduced to \$2.05 per share on March 16, 2011 under the anti-dilution provisions of the warrants as a result of our March 2011 registered offering of common stock and warrants. In addition, on August 29, 2008, we issued outstanding warrants to purchase an aggregate of 3,588,221 shares of our common stock, at an exercise price of \$2.34 per share, which exercise price was subsequently reduced to \$1.86 per share on October 5, 2009 under the anti-dilution provisions of the warrants as a result of our October 2009 private placement. The exercise price and/or the number of shares of common stock issuable upon exercise of the warrants may be adjusted in certain circumstances, including certain issuances of securities at a price equal to less than the then current exercise price (which could result from, for example, sales under our at market issuance sales agreement dated October 29, 2010), subdivisions and stock splits, stock dividends, combinations, reorganizations, reclassifications, consolidations, mergers or sales of properties and assets and upon the issuance of certain assets or securities to holders of our common stock, as applicable. Although we cannot determine at this time which of these warrants will ultimately be exercised, it is reasonable to assume that such warrants will be exercised only if the exercise price is below the market price of our common stock. To the extent the warrants are exercised, additional shares of our common stock will be issued that will be eligible for resale in the public market, which will result in dilution to our security holders. The issuance of additional securities could also have an adverse effect on the market price of our common stock.

Table of Contents

The price of our common stock has been and may continue to be volatile.

The stock markets in general, the markets for biotechnology stocks and, in particular, the stock price of our common stock, have experienced extreme volatility.

Price declines in our common stock could result from general market and economic conditions and a variety of other factors, including:

- adverse results or delays in our clinical trials;
- announcements of FDA non-approval of our product candidates, or delays in the FDA or other foreign regulatory agency review process;
- adverse actions taken by regulatory agencies with respect to our product candidates, clinical trials, manufacturing processes or sales and marketing activities;
- announcements of technological innovations, patents or new products by our competitors;
- regulatory developments in the United States and foreign countries;
- any lawsuit involving us or our product candidates;
- announcements concerning our competitors, or the biotechnology or pharmaceutical industries in general;
- developments concerning any strategic alliances or acquisitions we may enter into;
- actual or anticipated variations in our operating results;
- changes in recommendations by securities analysts or lack of analyst coverage;
- deviations in our operating results from the estimates of analysts;
- sales of our common stock by our executive officers, directors and five percent stockholders or sales of substantial amounts of common stock; and
- loss of any of our key scientific or management personnel.

In the past, following periods of volatility in the market price of a particular company's securities, litigation has often been brought against that company. Any such lawsuit could consume resources and management time and attention, which could adversely affect our business.

If our officers, directors and largest stockholders choose to act together, they may be able to control our management and operations, acting in their best interests and not necessarily those of other stockholders.

As of July 31, 2011, our officers, directors and other affiliates beneficially owned approximately 16.5% of our outstanding common stock. As a result, these stockholders, acting together, will be able to significantly influence all matters requiring approval by our stockholders, including the election of directors and the approval of mergers or other business combination transactions. The interests of this group of stockholders may not always coincide with the interests of other stockholders, and they may act in a manner that advances their best interests and not necessarily those of other stockholders.

[Table of Contents](#)

Our certificate of incorporation, our bylaws and Delaware law contain provisions that could discourage another company from acquiring us and may prevent attempts by our stockholders to replace or remove our current management.

Provisions of Delaware law, where we are incorporated, our certificate of incorporation and bylaws may discourage, delay or prevent a merger or acquisition that stockholders may consider favorable, including transactions in which you might otherwise receive a premium for your shares. In addition, these provisions may frustrate or prevent any attempts by our stockholders to replace or remove our current management by making it more difficult for stockholders to replace or remove our board of directors. These provisions include:

- authorizing the issuance of “blank check” preferred stock without any need for action by stockholders;
- providing for a classified board of directors with staggered terms;
- requiring supermajority stockholder voting to effect certain amendments to our certificate of incorporation and bylaws;
- eliminating the ability of stockholders to call special meetings of stockholders;
- prohibiting stockholder action by written consent; and
- establishing advance notice requirements for nominations for election to our board of directors or for proposing matters that can be acted on by stockholders at stockholder meetings.

In addition, in August 2006, our board of directors adopted a preferred shares rights agreement, the provisions of which could make it more difficult for a potential acquirer to consummate a transaction without the approval of our board of directors.

We have never paid dividends on our common stock, and we do not anticipate paying any cash dividends in the foreseeable future.

We have never declared or paid cash dividends on our common stock. We do not anticipate paying any cash dividends on our common stock in the foreseeable future. We currently intend to retain all available funds and any future earnings to fund the development and growth of our business. As a result, capital appreciation, if any, of our common stock will be our stockholders’ sole source of gain for the foreseeable future.

[Table of Contents](#)

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS.

None

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. (REMOVED AND RESERVED)

None.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS

Exhibits

The exhibits listed on the accompanying index to exhibits are filed or incorporated by reference (as stated therein) as part of this Quarterly Report on Form 10-Q.

<u>Exhibit Number</u>	<u>Description</u>
10.1	Sublease by and between the Registrant and Exelixis, Inc. dated as of July 25, 2011
31.1	Certification required by Rule 13a-14(a) or Rule 15d-14(a) of Harold E. Selick.
31.2	Certification required by Rule 13a-14(a) or Rule 15d-14(a) of Joel A. Fernandes.
32.1	Certification pursuant to 18 U.S.C. Section 1350 of Harold E. Selick.
32.2	Certification pursuant to 18 U.S.C. Section 1350 of Joel A. Fernandes.
101.INS	XBRL Instance Document ⁺
101.SCH	XBRL Taxonomy Extension Schema Document ⁺
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document ⁺
101.LAB	XBRL Taxonomy Extension Labels Linkbase Document ⁺
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document ⁺

⁺ This information is deemed furnished and not filed or part of a registration statement or prospectus for purposes of sections 11 or 12 of the Securities Act of 1933, as amended, is deemed not filed for purposes of section 18 of the Securities Exchange Act of 1934, as amended, and otherwise is not subject to liability under these sections.

SIGNATURES

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

	Threshold Pharmaceuticals, Inc.
Date: November 3, 2011	<u>/s/ Harold E. Selick</u> Harold E. Selick, Ph.D. Chief Executive Officer (Principal Executive Officer)
Date: November 3, 2011	<u>/s/ Joel A. Fernandes</u> Joel A. Fernandes Vice President, Finance and Controller (Principal Financial and Accounting Officer)

EXHIBIT INDEX

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101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document+
101.LAB	XBRL Taxonomy Extension Labels Linkbase Document+
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document+

+ This information is deemed furnished and not filed or part of a registration statement or prospectus for purposes of sections 11 or 12 of the Securities Act of 1933, as amended, is deemed not filed for purposes of section 18 of the Securities Exchange Act of 1934, as amended, and otherwise is not subject to liability under these sections.

SUBLEASE

THIS SUBLEASE (the “**Sublease**”), dated for reference purposes only as of July 25, 2011 (the “**Execution Date**”), is made by and between **EXELIXIS INC.**, a Delaware corporation (“**Sublandlord**”), and **THRESHOLD PHARMACEUTICALS, INC.**, a Delaware corporation (“**Subtenant**”).

RECITALS

WHEREAS, Sublandlord and HCP LIFE SCIENCE REIT (as successor-in-interest to Britannia Pointe Grand Limited Partnership, a Delaware limited partnership) (“**Master Landlord**”), are parties to that certain Build-to-Suite Lease dated as of May 12, 1999, as amended by that certain First Amendment to Build-to-Suite Lease dated as of March 29, 2000, that certain Second Amendment to Build-to-Suite Lease dated as of January 31, 2001, and that certain Third Amendment to Build-to-Suite Lease dated as of May 24, 2001 (as amended, the “**Master Lease**”), pursuant to which Master Landlord leased to Sublandlord the buildings located at 169 Harbor Way (“**Building 169**”) and 170 Harbor Way (“**Building 170**”), and together with Building 169, the “**Master Premises**”), in South San Francisco, California, each as more fully described in the Master Lease. The parties acknowledge that a copy of the Master Lease has been delivered by Sublandlord to Subtenant.

WHEREAS, the parties hereto desire that Sublandlord sublet to Subtenant and that Subtenant sublet from Sublandlord all of the third floor of Building 170 (the “**Third Floor Subleased Premises**”), and the entire vivarium located on the first floor of Building 170 (the “**Vivarium Subleased Premises**”), and together with the Third Floor Subleased Premises, collectively, the “**Subleased Premises**”), all as shown on the map attached as **Exhibit A**, with the nonexclusive right to use the lobby, break room, hallways, elevators, stairwells, mechanical closets, chemical and bio-waste storage areas, server rooms and other spaces designated by Sublandlord from time to time for the non-exclusive use of the tenants of Building 170 (“**Common Areas**”).

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto agree as follows:

1. Sublease. Sublandlord does hereby sublet to Subtenant and Subtenant does hereby sublet from Sublandlord, the Subleased Premises, subject to the terms and conditions of this Sublease, together with the non-exclusive use of the Common Areas. Notwithstanding the foregoing or anything to the contrary contained in this Sublease, Sublandlord hereby reserves the right, for emergency purposes only, to enter upon and travel through the Subleased Premises, in the event such access is necessary to accommodate emergency evacuation from the roof and or greenhouse located on the roof of Building 170. The parties hereto agree to the rentable square footage of the Subleased Premises is 28,180, and such rentable square footage, and any of the economic terms hereof based thereon, shall not be adjusted based on further re-measurement.

2. Term.

(a) Master Landlord’s Consent. Sublandlord and Subtenant expressly acknowledge and agree that this Sublease is subject to Master Landlord’s prior written consent to this Sublease, on a form to be provided by Master Landlord that is reasonably acceptable to Sublandlord and Subtenant (“**Master Landlord’s Consent**”). Sublandlord shall use commercially reasonable efforts to obtain Master Landlord’s Consent, and Subtenant agrees to cooperate in all reasonable respects in

connection therewith. If Sublandlord fails to obtain Master Landlord's Consent within thirty (30) days after execution of this Sublease by both Subtenant and Sublandlord, then either Sublandlord or Subtenant may terminate this Sublease by giving written notice thereof to the other, and Sublandlord shall return to Subtenant any amounts delivered by Subtenant under this Sublease. Neither party shall have any liability to the other for any termination or cancellation of this Sublease as a result of Master Landlord's failure or refusal to consent to this Sublease, unless such party by its willful act caused Master Landlord to refuse timely consent to this Sublease.

(b) Sublease Term. This Sublease shall be for a term (the "**Sublease Term**") commencing on the later of (A) October 1, 2011, and (B) receipt of the fully-executed Master Landlord's Consent (in either case, the "**Start Date**"), and ending on April 30, 2017 (the "**End Date**"), unless terminated earlier in accordance with the terms of this Sublease; provided, however, that in no event shall the Sublease Term extend beyond the term of the Master Lease, as set forth therein. Upon Sublandlord's delivery of the Subleased Premises to Subtenant, Sublandlord and Subtenant shall complete and execute the Delivery Agreement attached hereto as **Exhibit B**, confirming the Early Access Date, Start Date and End Date. If Sublandlord is unable to deliver the Premises to Subtenant by August 1, 2011, for any reason other than a Force Majeure Delay (defined below) or delay caused by Subtenant, then Base Rent (defined below) shall be abated one day for each such day of delay.

(c) Early Access. Subject to receipt of the fully-executed Master Landlord's Consent, Subtenant shall have reasonable early access to the Subleased Premises from August 1, 2011 (the "**Early Access Date**") until the Start Date solely for the purpose of installing its cabling, telephone equipment, furniture, fixtures and improvements; provided that (i) such early access will not materially interfere with Sublandlord's use and vacation of the Subleased Premises and (ii) in no event shall Subtenant operate its business from the Subleased Premises prior to the Start Date. Subtenant's early access shall be subject to all the terms and conditions of this Sublease, including without limitation, all insurance and maintenance obligations, and all monetary obligations except the payment of Rent. Subtenant shall not cause or permit any interruption in power or Building systems without giving at least 48 hours prior notice to Sublandlord.

3. Delivery and Condition.

(a) Building Systems. Sublandlord shall deliver the Subleased Premises to Subtenant on the Start Date in "**AS IS, WHERE IS**" condition, provided that all existing improvements therein shall be in good working order. Sublandlord warrants that the existing heating, ventilating and air conditioning system ("**HVAC**"), electrical, plumbing, fire alarm, sprinkler, lighting, and all other such elements in the Subleased Premises shall be in good operating condition on the Start Date, and that the Subleased Premises do not contain hazardous substances as defined in and in violation of Section 11.6 of the Master Lease. If a non-compliance with such warranty exists as of the Start Date, Sublandlord shall, at Sublandlord's sole cost and expense, promptly after receipt of written notice from Subtenant setting forth with specificity the nature and extent of such non-compliance, malfunction or failure, rectify the same, or, if responsibility for a particular item is the responsibility of the Master Landlord, Sublandlord shall use commercially reasonable efforts to cause Master Landlord to rectify the same. To be effective, Subtenant's written notice must be received by Sublandlord on or before the six (6) month anniversary of the Start Date.

(b) **FF&E.** Sublandlord shall sell to Subtenant, pursuant to the terms of the Bill of Sale attached hereto as **Exhibit C**, without representation or warranty except as expressly set forth in the Bill of Sale, on the Start Date, all office furniture, cubicles and other related furniture, fixtures and equipment owned by Sublandlord and listed on Schedule 1 to the Bill of Sale, which list does not include those items listed on Schedule 2 to the Bill of Sale, which Schedule 2 items shall be moved by Sublandlord, on or before the Start Date.

4. Rent.

(a) **Base Rent.** Subtenant shall pay to Sublandlord monthly base rent (the "**Base Rent**") for the Subleased Premises as follows:

Third Floor Subleased Premises and first floor server and waste rooms (23,810 RSF)

Months 1-4	\$0.00/rsf/mo.	\$ 0.00
Months 5-11	\$1.65/rsf/mo.	\$ 39,286.50
Months 12-23	\$1.75/rsf/mo.	\$ 41,667.50
Months 24-35	\$1.80/rsf/mo.	\$ 42,858.00
Months 36-47	\$1.85/rsf/mo.	\$ 44,048.50
Months 48-59	\$1.95/rsf/mo.	\$ 46,429.50
Months 60-67	\$2.00/rsf/mo.	\$ 47,620.00

Vivarium Subleased Premises (4,370 RSF):

Months 1-6	\$0.00/rsf/mo.	\$ 0.00
Months 7-11	\$2.15/rsf/mo.	\$ 9,395.50
Months 12-23	\$2.25/rsf/mo.	\$ 9,832.50
Months 24-35	\$2.30/rsf/mo.	\$ 10,051.00
Months 36-47	\$2.35/rsf/mo.	\$ 10,269.50
Months 48-59	\$2.45/rsf/mo.	\$ 10,706.50
Months 60-67	\$2.50/rsf/mo.	\$ 10,925.00

Base Rent for the first full month in which Base Rent is due shall be paid on the Execution Date. On the first day of each month, Base Rent shall be due and payable, in advance, at the address specified for Sublandlord below, or at such other place as Sublandlord designates in writing, without any prior notice or demand and without any deductions or setoff whatsoever (except as otherwise expressly provided in this Sublease). If the date upon which Subtenant's obligation to pay Base Rent commences, or End Date occurs on a day other than the first or last day, respectively, of a calendar month, then the Base Rent for such fractional month will be prorated on the basis of the actual number of days in such month.

(b) **Additional Rent.** During the Sublease Term, if Sublandlord shall be charged for additional rent or other sums pursuant to any of the provisions of the Master Lease, including, without limitation, "Operating Expenses", as defined in Section 7.2 of the Master Lease, and real property taxes, as set forth in Section 6.2 of the Master Lease, as each is incorporated herein by reference, but excepting those sums incurred by Sublandlord as a result of Sublandlord's breach of the Master Lease, Subtenant shall pay, as "**Additional Rent**," 100% of such additional rent or sums that relate to the Subleased Premises, and if the same cannot be so allocated then 40.3% of those charges that relate generally to Building 170 or 23.68% of those charges that relate generally to the Master Premises (as applicable, "**Subtenant's Share**"); provided, however, that Subtenant shall be entitled to a proportional share of any refund of such additional rent or sums received by Sublandlord

from Master Landlord in accordance with Section 7.4 of the Master Lease. If Subtenant shall procure any additional services from Master Landlord, or if additional rent or other sums are incurred for Subtenant's sole benefit, Subtenant shall make such payment to Sublandlord or Master Landlord, as Sublandlord shall direct, and such charges shall not be prorated between Sublandlord and Subtenant. Any other rent or other sums payable by Subtenant under this Sublease shall constitute and be due as additional rent. So long as Sublandlord timely provided Subtenant with an estimate of such Additional Rent in accordance with the terms of Section 7.3 of the Master Lease, all Additional Rent that is payable to Sublandlord shall be paid at the time and place that Base Rent is paid, except as otherwise provided in this Sublease. Sublandlord will have the same remedies for a default in the payment of any Additional Rent as for a default in the payment of Base Rent. Together, Base Rent, Additional Rent and any other sums due hereunder from Subtenant are sometimes referred to in this Sublease as "**Rent**".

Sublandlord shall include with any bills for Additional Rent appropriate back up materials for such amounts. In the event that Subtenant disputes or questions any bill from Sublandlord for Additional Rent, Sublandlord and Subtenant agree to act in a commercially reasonable fashion and in good faith to resolve any such disputed or questioned bills. In addition to the foregoing, Sublandlord shall deliver to Subtenant a copy of Master Landlord's notice of Operating Expenses (as set forth in Sections 7.3 and 7.4 of the Master Lease) promptly following Sublandlord's receipt thereof, and a copy of the results of any audit of Master Landlord's records Sublandlord, in its sole discretion, elects to perform in accordance with the Master Lease.

(c) Late Charge; Interest. If Subtenant fails to pay any Rent within five (5) days of the date when due, Subtenant shall pay a late charge and interest thereon in accordance with terms of Section 3.2 of the Master Lease, which is incorporated herein by this reference. No endorsement or statement on a check or letter accompanying a check or payment shall be considered an accord and satisfaction of past due Rent. Subtenant's covenant to pay Rent is independent of every other covenant in this Sublease.

5. Utilities Services; After Hours HVAC.

(a) Estimated Utilities Cost. Pursuant to Section 8 of the Master Lease, Sublandlord pays all charges for water, gas, heat, light, electricity, power and sewer utilities services furnished to Building 170 (collectively "**Utilities**"), directly to the providers. Within thirty (30) days following expiration of each calendar year, Sublandlord shall provide to Subtenant Sublandlord's estimate of Subtenant's Share of the cost of Utilities for the upcoming year ("**Estimated Utilities Cost**"), along with copies of any invoices from relevant providers requested by Subtenant. The Subtenant's Share of the Estimated Utilities Cost for the months between the Commencement Date and the end of calendar year 2011 is \$.65 per square foot. Within ten (10) days of demand, Subtenant shall pay each month, as Additional Rent, Subtenant's Share of the Estimated Utilities, provided that after-hours HVAC services shall be billed in accordance with the provisions of Section 5(f), below.

(b) Annual True-up. Within ninety (90) days following the end of each calendar year, Sublandlord shall deliver to Subtenant a statement of Subtenant's Share of the actual cost of Utilities incurred for the preceding year, together with copies of all invoices for Utilities if requested by Subtenant. If on the basis of such statement Subtenant owes an amount that is more or less than the estimated payments for the preceding year previously made by Subtenant, Subtenant or Sublandlord, as the case may be, shall pay the deficiency to the other party within

thirty (30) days after delivery of the statement. Failure or inability of Sublandlord to deliver the annual statement within such ninety (90) day period shall not impair or constitute a waiver of Subtenant's obligation to pay in accordance with this Section for Utilities it consumes, or cause Sublandlord to incur any liability for damages.

(c) Allocation Based on Excess Consumption. In the event that Subtenant or Sublandlord reasonably believes that, by application of the Subtenant's Share, the allocation of the Estimated Utilities Cost is inequitable because another occupant of Building 170 is consuming more than its allocable share of utilities, then Sublandlord shall engage Palmer Electric, or other company acceptable to both parties in their reasonable discretion, to perform a measurement of utilities consumption by all occupants of Building 170. If such measurement reflects that any occupant of Building is consuming more than its proportionate share of Utilities, Sublandlord shall be entitled to charge the party consuming more than its proportionate share the costs of such measurement and Sublandlord shall be entitled to modify the amount of the Estimated Utilities Cost to allocate such charges on a commercially reasonable basis other than the application of the Subtenant's Share, taking into account the results of such measurement.

(d) Phone and Data. Subtenant shall also contract directly with or otherwise obtain telephone and data services and any other services desired by the Subtenant and not provided by Master Landlord for the Subleased Premises.

(e) Master Lease Services. Sublandlord shall use reasonable efforts to ensure Master Landlord's compliance with its obligations to provide services under the Master Lease. In no event shall Sublandlord be obligated to provide any such services directly to Subtenant.

(f) After Hours HVAC. Normal hours for HVAC services shall be on Mondays through Fridays from 7:00 a.m. to 6:00 p.m. (**Normal Hours**), except for the dates of observation of New Years' Day, Memorial Day, Independence Day, Labor Day, Thanksgiving Day, Christmas Day and other nationally recognized holidays. In the event that Subtenant wishes to have HVAC services during times other than Normal Hours (i.e. after hours service), Subtenant shall give notice as follows: between the hours of 8:00 am and 5:00 pm Monday through Friday, by e-mailing the Facilities staff at: facilities@exelixis.com or between the hours of 5:00 pm and 8:00 am on weekdays, 8:00 am and 5:00 pm on Saturdays and Sundays including holidays, calling the Facilities "On Call" phone number at 650-837-7200, and Sublandlord shall arrange for such after-hours HVAC services. Subtenant agrees to pay Sublandlord's then current charge for after-hours HVAC services. The current charge for after-hours HVAC service, which is subject to change at any time to reflect Sublandlord's actual costs only, calculated on a blended rate basis, is \$85.00 per hour.

6. Security Deposit. Concurrently with Subtenant's execution of this Sublease, Subtenant shall provide to Sublandlord a cash Security Deposit ("**Security Deposit**") in the amount of Fifty-Nine Thousand One Hundred Sixty-Eight and 60/100 Dollars (\$59,168.60). If Subtenant fails to pay Rent or any other sums as and when due hereunder, or otherwise defaults with respect to any provision of this Sublease beyond the applicable notice and cure period, Sublandlord may (but shall not be obligated to) use, apply or retain all or any portion of the Security Deposit for payment of any sum for which Subtenant is obligated or which will compensate Sublandlord for any costs, loss or damage which Sublandlord may suffer thereby. Any draw or partial draw of the Security Deposit shall not constitute a waiver by Sublandlord of its right to enforce its other remedies hereunder, at

law or in equity. If any portion of the Security Deposit is so used or applied, Subtenant shall, within ten (10) days after written demand therefor, deposit cash with Sublandlord in an amount sufficient to restore the Security Deposit to its original amount. Subtenant's failure to do so shall be a default of this Sublease. Sublandlord shall not be required to keep the Security Deposit separate from its general funds, and Subtenant shall not be entitled to interest thereon. If Subtenant fully and faithfully performs every provision of this Sublease to be performed by it, the Security Deposit or any remaining balance thereof shall be returned to Subtenant, or, at Sublandlord's discretion, Subtenant's last assignee, if applicable, within thirty (30) days after the expiration of the Sublease Term and Subtenant's vacation and surrender of the Subleased Premises in accordance with the terms of this Sublease. Subtenant hereby waives the provisions of California Civil Code Section 1950.7, other than Paragraph 1950.7(b), and 1951.7 and agrees that the Security Deposit shall be governed by the provisions of this Sublease.

7. Compliance with Laws; Use. The Subleased Premises shall be used for research and development, laboratory, administrative uses and all related legal uses, as permitted under the Master Lease and approved by the City of South San Francisco and any other governmental entity having jurisdiction over the Subleased Premises. Subtenant and its employees, agents, contractors and invitees (the "**Subtenant Controlled Parties**") shall comply with all statutes, codes, ordinances, orders, rules and regulations of any municipal or governmental entity, including, without limitation, all applicable federal, state and local Laws or regulations governing protection of, or damage to the environment, or the treatment, storage or disposal of hazardous materials (collectively referred to as "**Laws**"), regarding the operation of Subtenant's business and the use and occupancy of the Subleased Premises. In addition to the foregoing, Subtenant shall comply with the terms of Sections 5.3 and 11 of the Master Lease, which are incorporated herein by this reference (provided, however, that all references therein to "Landlord" shall mean and refer to Master Landlord, except for any indemnity obligations thereunder, which shall be for the benefit of both Sublandlord and Master Landlord, and references to "Tenant" and "Premises" shall mean "Subtenant" and the "Subleased Premises", respectively), and any other rules and regulations of the Master Premises adopted by Master Landlord from time to time, provided that a copy thereof is made available to Subtenant; provided, however, that Subtenant shall not be required to perform any alteration, addition or change of the Subleased Premises required by law, regulation, ordinance or order of any public authority unless such alteration, addition or change is required as a result of (i) Subtenant's particular use of the Subleased Premises, (ii) any alteration to the Subleased Premises made by or on behalf of Subtenant, and/or (iii) any applications made by or on behalf of Subtenant for governmental permits, licenses or approvals.

8. Maintenance and Repairs. Except as such maintenance and repairs are the responsibility of Master Landlord pursuant to the terms of Sections 7 and 10 of the Master Lease, Subtenant shall, at its sole cost, keep and maintain in good condition and repair the Subleased Premises; provided, however, that in the event a necessary repair or maintenance item affects a portion of Building 170 for which Sublandlord is responsible under the Master Lease, and such portion is greater than just the Subleased Premises, then, Sublandlord shall perform such obligation and (a) the cost thereof shall be amortized over the useful economic life of such item, as determined by Sublandlord in its reasonable discretion, together with an interest factor on the unamortized cost of such item equal to (1) Sublandlord's actual cost of funds (for any such item, the cost of which is financed by a third party), or (e) eight percent (8%) per annum (for any such item, the cost of which is financed by Sublandlord), but in no event shall such interest rate exceed the maximum rate of interest permitted by applicable law, and (b) Subtenant shall pay Sublandlord Subtenant's Share of the monthly amortized cost of such item each month for the remainder of the Sublease Term. Notwithstanding

anything to the contrary contained in this Section 8, in no event shall Sublandlord be obligated to undertake any maintenance and repair obligations that are otherwise the responsibility of Master Landlord hereunder or under the Master Lease, and, subject to the terms of Sections 6 and 18 of this Sublease, Subtenant hereby confirms its assumption of Sublandlord's maintenance and repair obligations under the Master Lease to the extent such obligations are applicable to the Subleased Premises.

9. Subtenant Improvements; Repairs and Alterations. Any alterations, additions or improvements to the Subleased Premises by or for Subtenant (collectively referred to as "**Alterations**") shall require the prior written consent of both Sublandlord and Master Landlord and be made in accordance with Section 9 of the Master Lease, which is incorporated herein by this reference (provided, however, that all references therein to "Tenant" and "Premises" shall mean "Subtenant" and the "Subleased Premises", respectively, and all references therein to "Landlord" shall mean both "Sublandlord" and "Master Landlord"). Sublandlord confirms that it will approve the Alterations proposed in **Exhibit A-1**, provided that Master Landlord approves such Alterations in accordance with the Master Lease. Subtenant shall be solely responsible for the planning, construction and completion of any Alterations at Subtenant's sole cost and expense. Subtenant shall make all payments for Alterations in a timely manner so as not to permit any mechanic's or other liens to be placed upon the Subleased Premises in connection with any Alterations. Subtenant shall fully discharge any such lien within thirty (30) days after it first becomes aware of the same. Any damage to the Subleased Premises caused by Subtenant or a Subtenant Controlled Party shall be promptly repaired by Subtenant, to Sublandlord's reasonable satisfaction, at Subtenant's sole cost and expense. If Subtenant shall fail to repair any damage within a reasonable time following written notice from Sublandlord, Sublandlord shall have the right to repair any damage caused by Subtenant at Subtenant's sole cost and expense. In such event, Subtenant shall reimburse Sublandlord for the reasonable cost of any such repairs within thirty (30) days after receipt of an invoice, together with an administrative charge in an amount equal to ten percent (10%) of the cost of the repairs. All Alterations to the Subleased Premises shall remain upon the Subleased Premises following the End Date, provided that Sublandlord receives a written waiver from Master Landlord of its surrender obligations set forth in Section 9.2 of the Master Lease with respect to such Alterations (a "**Surrender Restoration Waiver**"). If a Surrender Restoration Waiver is not obtained, then Subtenant shall, prior to the End Date, promptly remove any Alterations made by Subtenant at its sole cost and expense and repair any damage to the Subleased Premises caused by such removal. Conditioned upon Master Landlord's written consent, Sublandlord agrees that Subtenant shall not be obligated to remove the eight chemical fume hoods Subtenant intends to install.

10. Entry by Sublandlord or Master Landlord. Sublandlord or Master Landlord may enter the Subleased Premises at any time during the Sublease Term to inspect or show (in accordance with Section 14.1 of the Master Lease, which is incorporated herein by this reference, provided, however, that all references therein to "Tenant" and "Premises" shall mean "Subtenant" and the "Subleased Premises", respectively and all references therein to "Landlord" shall mean both "Sublandlord" and "Master Landlord") the Subleased Premises, or to clean and make repairs, alterations or additions to the Subleased Premises. Except in case of emergencies, Master Landlord or Sublandlord, as applicable, shall provide Subtenant with at least forty-eight (48) hours prior notice of entry into the Subleased Premises, which may be given orally.

11. Assignment and Subletting.

(a) Consent Required. Subtenant shall not assign, sublease, transfer or encumber any interest in this Sublease or allow any third party to use any portion of the Subleased Premises (collectively or individually, a "**Transfer**"), without the prior written consent of Sublandlord and Master Landlord, which may be given or withheld in accordance with Section 13 of the Master Lease, which is incorporated herein by this reference. Any Transfer or attempted Transfer without the consent of Sublandlord and Master Landlord shall be a default by Subtenant and, in addition to any other rights and remedies, shall entitle Sublandlord to terminate this Sublease. To the extent that rent paid by such assignee or sublessee is in excess of Rent paid by Subtenant hereunder ("**Bonus Subrent**"), such Bonus Subrent shall first be split as required by the Master Lease, then any excess remaining after Master Landlord's share shall be split 50% to Sublandlord and 50% to Subtenant, to be paid and distributed accordingly within five (5) days of actual receipt by Subtenant. Sublandlord shall be solely responsible for paying Master Landlord for any portion of Sublandlord's collection of Bonus Rent payable by between Sublandlord and Master Landlord per terms of the Master Lease.

(b) Permitted Transfer. So long as Master Landlord consents, or agrees that no consent is necessary, Sublandlord agrees that Subtenant may, without Sublandlord's prior written consent (but with at least ten (10) days prior notice), sublet all or any portion of the Subleased Premises or assign this Sublease pursuant to clauses (i) through (iv) of Section 13.1 of the Master Lease, which are incorporated herein by reference; provided, however, that (i) all references in the Master Lease to "Tenant" shall mean "Subtenant", and (ii) Subtenant shall not be released from any of its obligations under this Sublease or those provisions of the Master Lease incorporated herein and such permitted transferee shall be required to assume all of Subtenant's obligations hereunder as a condition to such transfer being permitted without Sublandlord's prior written consent.

12. Indemnity and Waiver of Claims. Except to the extent caused by the gross negligence or willful misconduct of Sublandlord, Master Landlord, any of their respective owners, partners, principals, members, trustees, officers, directors, shareholders, agents, employees and lenders ("**Sublandlord Related Parties**"), Subtenant shall indemnify, defend and hold Sublandlord and the Sublandlord Related Parties harmless from and against all liabilities, damages, claims, and expenses, including, without limitation, reasonable attorneys' fees (if and to the extent permitted by Law), which may be imposed upon, incurred by or asserted against Sublandlord or any of Sublandlord Related Parties arising out of or in connection with any damage or injury occurring in the Subleased Premises caused by any acts or omissions (including violations of Law) of Subtenant or any Subtenant Controlled Parties. Subtenant hereby waives all claims against Sublandlord and Sublandlord Related Parties for (a) any damage to person or property (or resulting from the loss of use thereof), except to the extent caused by the gross negligence or willful misconduct of Sublandlord or any Sublandlord Related Party and (b) any failure to prevent or control any criminal or otherwise wrongful conduct by any third party or to apprehend any third party who has engaged in such conduct. Notwithstanding any provision in this Sublease to the contrary, neither Sublandlord nor any Sublandlord Related Party shall be liable for (and Subtenant hereby waives any claims for) any injury or damage to, or interference with, Subtenant's business, including loss of profits, loss of rents or other revenues, loss of business opportunity, loss of goodwill or loss of use, or for any form of special or consequential damage.

Sublandlord shall indemnify, defend and hold Subtenant and its partners, shareholders, officers, directors, agents and employees harmless from any and all liability for injury to or death of any person, or loss of or damage to the property of any person, and all actions, claims, demands, costs

(including, without limitation, reasonable attorneys' fees), damages or expenses of any kind arising therefrom which may be brought or made against Subtenant or which Subtenant may pay or incur, to the extent such liabilities or other matters arise in, on or about the Property by reason of any negligence or willful misconduct or omission by Sublandlord or its agents or employees.

13. Insurance. The provisions of Section 12 of the Master Lease pertaining to insurance shall be incorporated into this Sublease, subject to the following terms. For purposes of this Sublease, the term "Tenant" in Section 12 of the Master Lease shall be deemed to mean Subtenant and the term "Landlord" shall be deemed to mean Master Landlord (except that the release and waiver of subrogation shall also apply as between Sublandlord and Subtenant) and the term "Premises" shall mean the "Subleased Premises", except that all policies of insurance required to be maintained by Subtenant hereunder and thereunder shall name both Sublandlord and Master Landlord as additional named insureds and all notices related to such insurance and all evidence of such policies shall be delivered to both Sublandlord and Master Landlord. Subtenant covenants that it shall obtain Master Landlord's approval for the form of insurance certificate to be provided to Master Landlord, including any "blanket insurance" policy obtained by Subtenant, prior to the Early Access Date.

14. Damage or Destruction and Condemnation. The provisions of Section 15 of the Master Lease pertaining to damage or destruction and condemnation shall be incorporated into this Sublease, subject to the following terms. For purposes of this Sublease, the term "Tenant" in Section 15 of the Master Lease shall be deemed to mean Subtenant and the term "Landlord" therein shall be deemed to mean Master Landlord and "Premises" shall mean the Subleased Premises. In no event shall Sublandlord have any obligation to Subtenant to restore the Subleased Premises if damaged, destroyed or condemned as described in Section 15 of the Master Lease.

15. Events of Default. The provisions of Section 16.1 of the Master Lease are hereby incorporated herein by this reference (provided, however, that all references therein to "Landlord", "Tenant" and "Premises" shall mean "Master Landlord", "Subtenant" and the "Subleased Premises", respectively).

16. Remedies. Upon any default by Subtenant under the terms of this Sublease, beyond any applicable notice and cure period, Sublandlord shall have the remedies set forth in Section 16.2 of the Master Lease (which shall be incorporated into this Sublease) as if Sublandlord is Master Landlord, including, without limitation, the right to terminate this Sublease, in which case Subtenant shall immediately surrender the Subleased Premises to Sublandlord. If Subtenant fails to surrender the Subleased Premises, Sublandlord may, in compliance with applicable Law and without prejudice to any other right or remedy, enter upon and take possession of the Subleased Premises. In addition to the right to terminate this Sublease and collect damages, Sublandlord shall have the right to pursue any other remedy provided under the Master Lease or that is now or hereafter available at Law or in equity.

17. Master Lease.

(a) Subtenant takes possession of the Subleased Premises, and enters into this Sublease, subject and subordinate to all of the terms, covenants, conditions, and restrictions of the Master Lease. Neither Sublandlord nor Subtenant shall by act or omission cause a breach of any of the terms, covenants, conditions, and restrictions contained in the Master Lease. Sublandlord shall not agree to any amendment, modification or termination of the Master Lease that materially adversely impacts the rights and obligations of Subtenant hereunder without Subtenant's prior written consent.

Except to the extent incorporated by reference in this Sublease, none of the terms, covenants, conditions and restrictions of the Master Lease are incorporated herein to define the agreement as between Sublandlord and Subtenant. With respect to any obligation of Subtenant to be performed under this Sublease, unless otherwise expressly stated in this Sublease, wherever the Master Lease grants to Sublandlord a specified number of days after notice or other time condition to perform its corresponding obligation under the Master Lease (excluding the payment of Rent), Subtenant shall have two (2) fewer days to perform the obligation, including without limitation curing any defaults. Any default notice or other notice of any obligations (including any billing or invoice for any Rent or any other expense or charge due under the Master Lease) from Master Landlord which is received by Subtenant (whether directly or as a result of being forwarded by Sublandlord) shall constitute such notice from Sublandlord to Subtenant under this Sublease without the need for any additional notice from Sublandlord.

(b) Sublandlord shall not be deemed to have made any representation made by Master Landlord in the Master Lease. Moreover, except as otherwise provided herein to the contrary, Sublandlord shall not be obligated:

(i) to provide any of the services or utilities that Master Landlord has agreed in the Master Lease to provide;

(ii) to make any of the repairs or restorations that Master Landlord has agreed in the Master Lease to make; or

(iii) to comply with any Laws or requirements of public authorities with which Master Landlord has agreed in the Master Lease to comply; and Sublandlord shall have no liability to Subtenant on account of any failure of Master Landlord to do so, or on account of any failure by Master Landlord to observe or perform any of the terms, covenants or conditions of the Master Lease required to be observed or performed by Master Landlord; provided Sublandlord agrees to use commercially reasonable efforts to enforce Master Landlord's obligations under the Master Lease on Subtenant's behalf.

(c) Notwithstanding the foregoing, Sublandlord grants to Subtenant the right to receive all of the services and benefits with respect to the Subleased Premises that are to be provided by Master Landlord under the Master Lease. To the extent that rent is abated under the Master Lease with respect to any portion of the Subleased Premises, Subtenant shall be entitled to an abatement of rent under this Sublease, in proportion to the degree to which Subtenant's use is impaired by the occurrence which led to the abatement of rent under the Master Lease.

(d) If (i) Subtenant shall fail to perform any of its obligations hereunder and such failure shall continue beyond any cure period provided for herein, or (ii) Master Landlord shall give any notice of failure or default under the Master Lease arising out of any failure by Subtenant to perform any of its obligations hereunder then, in either case, Sublandlord shall have the right (but not the obligation), upon at least two (2) days' prior written notice to Subtenant, to perform or endeavor to perform such obligation, at Subtenant's expense, and Subtenant shall, within ten (10) days of Sublandlord's demands from time to time, reimburse Sublandlord for all costs and expenses incurred by Sublandlord in doing so as Rent.

(e) Subtenant shall promptly execute, acknowledge and deliver to Sublandlord, any certificate or other document evidencing the status of the Sublease or subordination of this Sublease to the Master Lease, that Sublandlord or Master Landlord may reasonably request, in accordance with Sections 17 and 19.16 of the Master Lease, which are incorporated herein by this reference (provided, however, the terms "Tenant" and "Subtenant" shall be deemed to mean "Subtenant" and the "Subleased Premises", respectively).

(f) Sublandlord warrants to Subtenant that (i) Sublandlord has delivered to Subtenant a complete copy of the Master Lease, (ii) the Master Lease is, as of the date of this Sublease, in full force and effect, and (iii) no event of default by Sublandlord or, to Sublandlord's knowledge, Master Landlord has occurred under the Master Lease nor has any event occurred and is continuing that would constitute an event of default by Sublandlord or, to Sublandlord's knowledge, Master Landlord under the Master Lease, but for the requirement of the giving of notice and the expiration of the period of time to cure.

18. Surrender of Subleased Premises. Subject to Section 9 of this Sublease, at the expiration or earlier termination of this Sublease, if no Surrender Restoration Waiver has been delivered to Sublandlord, then Subtenant, at its sole cost and expense, shall promptly remove from the Subleased Premises (a) any Alterations made by Subtenant (excluding any initial tenant improvements to be substantially completed prior the Start Date if approved by Sublandlord in accordance with the terms of this Sublease), (b) Subtenant's personal property, and (c) repair any damage to the Subleased Premises caused by such removal, and otherwise quit and surrender the Subleased Premises to Sublandlord, broom clean, and in good order, condition and repair, ordinary wear and tear excepted; provided, however, that in no event shall Subtenant have any duty to remove, at the expiration or earlier termination of this Sublease, any alterations, improvements, trade fixtures or personal property existing in the Subleased Premises on or before the Start Date. If Subtenant fails to remove any Alterations required to be removed hereunder or Subtenant's personal property within five (5) days after the termination of this Sublease, Sublandlord, at Subtenant's sole cost and expense, shall be entitled (but not obligated) to remove such Alterations or remove, store or dispose of Subtenant's personal property. Sublandlord shall not be responsible for the value, preservation or safekeeping of Subtenant's personal property. Notwithstanding anything to the contrary contained in this Sublease, conditioned upon Master Landlord's consent to installation, Subtenant shall have no obligation to remove the eight chemical fume hoods it intends to install.

19. Holding Over. Subtenant shall have no right to holdover in the Subleased Premises pursuant to this Sublease after the End Date. If Subtenant does not surrender and vacate the Subleased Premises on the End Date, Subtenant shall be a tenant at sufferance, or at the sole election of Sublandlord, a month to month tenancy, and the parties agree in either case that the reasonable rental value, if at sufferance, or the Rent if a month to month tenancy shall be Rent at the greater of (1) the monthly rate of one hundred and fifty percent (150%) of the monthly Rent set forth in Article 4, or (2) the rate of one hundred and fifty percent (150%) of any and all Rent due to Master Landlord from Sublandlord under the holdover provisions of the Master Lease. Notwithstanding the foregoing, and in addition to all other rights and remedies on the part of Sublandlord if Subtenant fails to surrender the Subleased Premises upon the End Date, in addition to any other liabilities to Sublandlord accruing therefrom, Subtenant shall indemnify, defend and hold Sublandlord harmless from all claims, actions, losses, damages and expenses resulting from such failure, including, without limitation, any such claims, actions, losses and damages to any third parties based on such failure to surrender to Sublandlord resulting therefrom.

20. Parking. Subtenant shall have Subtenant's proportionate share of such parking rights as Sublandlord may have in connection with the Subleased Premises pursuant to Section 19.20 of the Master Lease.

21. Limitation of Liability. Notwithstanding anything set forth herein, in no event shall any personal liability be asserted against Sublandlord's or Subtenant's officers, directors, employees, agents or contractors or to the property or assets of any of them. Under no circumstances shall Sublandlord's or Subtenant's officers, directors, employees, agents or contractors be liable for any injury or damage to, or interference with, Subtenant's or Sublandlord business, including loss of profits, loss of rents or other revenues, loss of business opportunity, loss of goodwill or loss of use, or for any form of special or consequential damage.

22. Miscellaneous.

(a) Notices for Subtenant shall be sent to Subtenant at the Subleased Premises (ATTN: Joel Fernandes). Notices for Sublandlord shall be sent to Sublandlord as follows: Exelixis, Inc., 210 E. Grand Avenue, South San Francisco, CA 94080, and to the attention of Executive Vice President and General Counsel (each, a "**Notice Address**"). All demands, approvals, consents or notices shall be in writing and delivered by hand or sent by registered or certified mail with return receipt requested, or sent by overnight or same day courier service at the party's respective Notice Address(es) set forth above. Each notice shall be deemed to have been received or given on the earlier to occur of actual delivery or the date on which delivery is refused, or, if Subtenant has vacated the Subleased Premises or other Notice Address without providing a new Notice Address, three (3) days after notice is deposited in the U.S. mail or with a courier service in the manner described above. Any party may, at any time, change its Notice Address (other than to a post office box address) by giving the other parties written notice of the new address.

(b) The term "**Force Majeure Delay**" as used in the Sublease shall mean any delay by either party in fulfilling its obligations hereunder which is attributable to any: (i) actual delay or failure to perform attributable to any strike, lockout or other labor or industrial disturbance (whether or not on the part of the employees of either party hereto), civil disturbance, future order claiming jurisdiction, act of a public enemy, war, riot, sabotage, blockade, embargo, inability to secure customary materials, supplies or labor through ordinary sources by reason of regulation or order of any government or regulatory body; or (ii) actual delay or failure to perform attributable to lightening, earthquake, fire, storm, hurricane, tornado, flood, washout, explosion, or any other similar industry-wide or Building-wide cause beyond the reasonable control of the party from whom performance is required, or any of its contractors or other representatives. Any prevention, delay or stoppage due to any Force Majeure Delay shall excuse the performance of the party affected for a period of time equal to any such prevention, delay or stoppage (except the obligations of Subtenant to pay Rent and other charges pursuant to this Sublease).

(c) Either party's failure to declare a default immediately upon its occurrence or delay in taking action for a default shall not constitute a waiver of the default, nor shall it constitute an estoppel. If either party institutes a suit against the other for violation of or to enforce any covenant, term or condition of this Sublease, the prevailing party shall be entitled to all of its costs and expenses, including, without limitation, reasonable attorneys' fees.

(d) This Sublease shall be interpreted and enforced in accordance with the Laws of the state in which the Subleased Premises is located.

(e) Each of Subtenant and Sublandlord represents and warrants that it has not dealt with any broker in connection with this Sublease, other than Cornish & Carey Commercial Newmark Knight Frank (whose commissions shall be paid by Sublandlord), on behalf of Subtenant and Sublandlord, and each party hereto agrees to indemnify and hold the other party harmless from any commissions due to any broker with whom such party has dealt, other than the broker named in this paragraph.

(f) This Sublease constitutes the entire agreement between the parties and supersedes all prior agreements and understandings related to the Subleased Premises. This Sublease may be modified only by a written agreement signed by Sublandlord and Subtenant.

(g) The execution, delivery, and performance by each of Subtenant and Sublandlord of its respective obligations under this Sublease have been duly authorized and will not violate any provision of Law, any order of any court or other agency of government, or any indenture, agreement or other instrument to which it is a party or by which it is bound.

(h) This Sublease may be executed in multiple counterparts, and by each party on separate counterparts, each of which shall be deemed to be an original but all of which shall together constitute one agreement. The parties contemplate that they may be executing counterparts of the Sublease transmitted by facsimile or email in PDF format and agree and intend that a signature by such means shall bind the party so signing with the same effect as though the signature were an original signature.

23. Quiet Enjoyment. The provisions of Section 14.2 of the Master Lease are hereby incorporated herein by this reference (provided, however, that all references therein to "Landlord", "Tenant" and "Premises" shall mean "Master Landlord", "Subtenant" and the "Subleased Premises", respectively).

24. Signage. Conditioned upon the consent of Master Landlord and applicable governmental authorities, Sublandlord agrees to install a monument at a location specified by Master Landlord, and to provide Subtenant half the available signage space on such monument, provided that Subtenant agrees to pay fifty percent (50%) of the costs of installation of the monument, an estimate of which costs shall be provided to Subtenant in advance for approval, and one hundred percent (100%) of the cost of installing, maintaining and removing Subtenant's signage on such monument. The parties anticipate that such monument will be similar in size, type and quality to the monument located at 260 East Grand Avenue, South San Francisco. Conditioned upon the approval of Master Landlord, and Sublandlord's approval, in its reasonable discretion, of Subtenant's proposed signage specifications, Sublandlord shall install, at Sublandlord's expense, signage for Subtenant in a lobby directory and at the entrance to the Subleased Premises.

[Signature Page Follows]

IN WITNESS WHEREOF, Sublandlord and Subtenant have executed this Sublease as of the day and year first above written.

SUBLANDLORD:

EXELIXIS, INC.,
a Delaware corporation

By: /s/ Frank Karbe
Name: Frank Karbe
Title: EVP & CFO

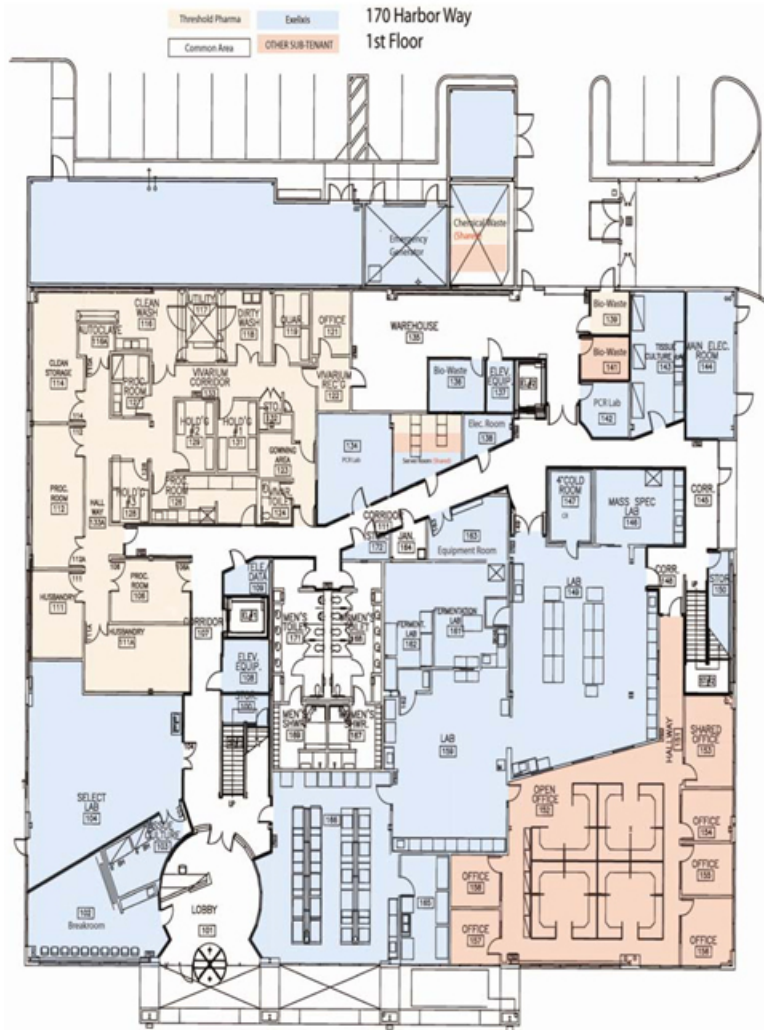
SUBTENANT:

THRESHOLD PHARMACEUTICALS, INC.,
a Delaware corporation

By: /s/ Harold E. Selick, Ph.D.
Name: Harold E. Selick, Ph.D.
Title: Chief Executive Officer

EXHIBIT A

MAP OF SUBLEASED PREMISES



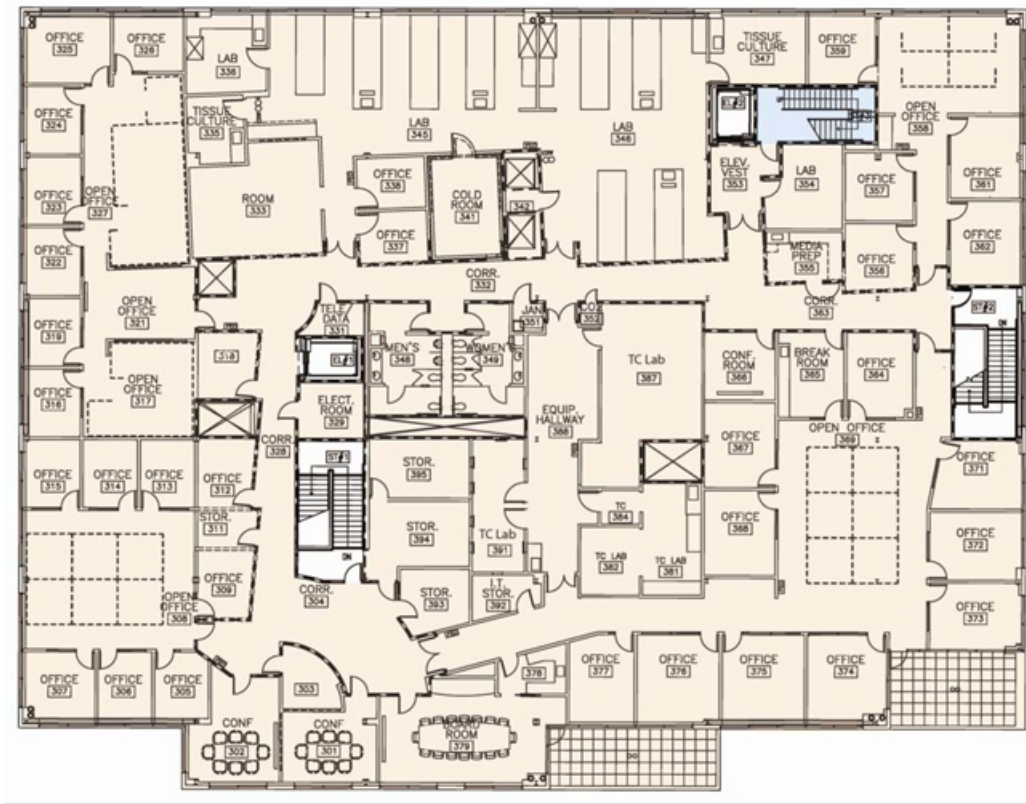


EXHIBIT A-1

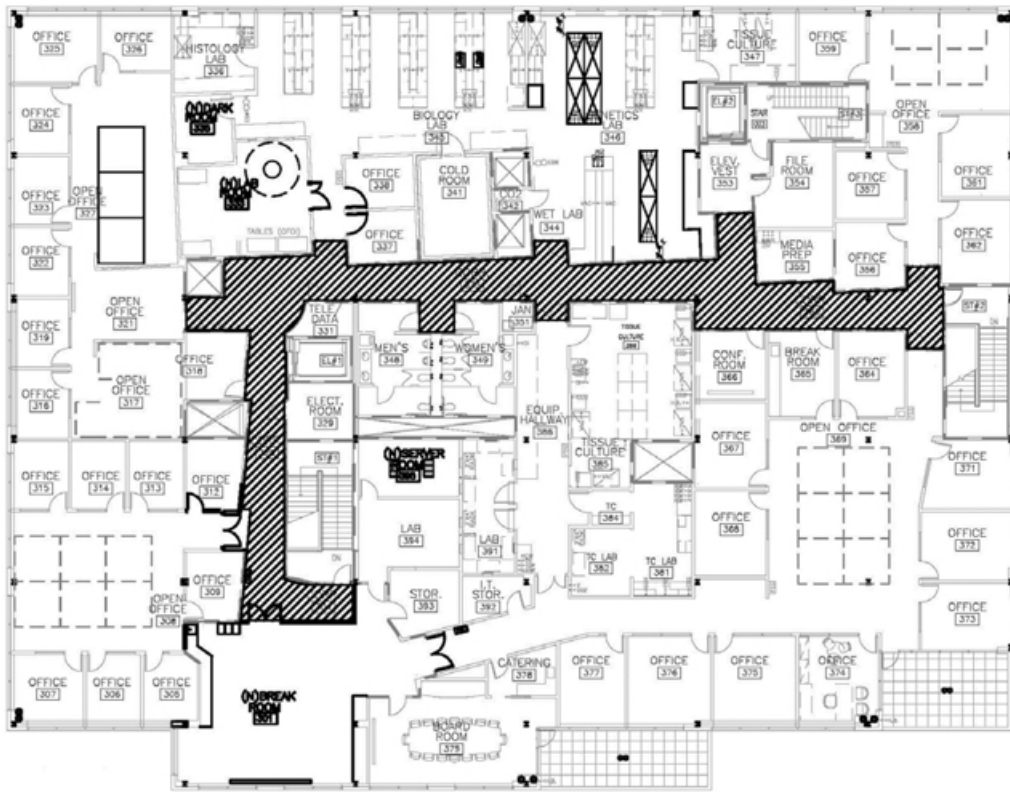


EXHIBIT B

DELIVERY AGREEMENT

Re: Sublease dated _____, 2011, between **EXELIXIS INC.**, a Delaware corporation ("**Sublandlord**"), and **THRESHOLD PHARMACEUTICALS, INC.**, a Delaware corporation ("**Subtenant**"), concerning that subleased premises, consisting of the entire third floor and the vivarium on the first floor (collectively, the "**Subleased Premises**") located in the building at 170 Harbor Way, South San Francisco, CA ("**Building 170**")

Ladies and Gentlemen:

In accordance with the subject Sublease (to which reference is made for any undefined capitalized terms used herein), we wish to advise and/or confirm as follows:

The Start Date of the Sublease Term for the Subleased Premises is _____, 2011 (the "**Start Date**"), and the Sublease Term for the Subleased Premises expires on April 30, 2017 (the "**End Date**"), unless sooner terminated according to the terms of the Sublease. Sublandlord delivered possession of the Subleased Premises to Subtenant on the Start Date, in the condition required under the Sublease and Subtenant accepted possession of the Subleased Premises on the Start Date.

That in accordance with the Sublease, monthly Base Rent in the amount of \$ _____ and Subtenant's percentage share of Operating Expenses (as described below) for the Third Floor Subleased Premises shall commence to accrue on _____, 2012, and monthly Base Rent in the amount of \$ _____ and Subtenant's percentage share of Operating Expenses (as described below) for the Vivarium Subleased Premises shall commence to accrue on _____, 2012.

The total rentable square feet of the Subleased Premises is 28,180 and of Building 170 is 70,000 and of the Master Premises is 119,003. Subtenant's percentage share of Operating Expenses is twenty-three and sixty-eight hundredths percent (23.68%) as to Master Premises and forty and three-tenths percent (40.3%) as to Building 170. Each party represents and warrants to the other that it is duly authorized to enter into this document and that the person signing on its behalf is duly authorized to sign on behalf of such party.

SUBLANDLORD:

EXELIXIS, INC.,
a Delaware corporation

By: _____
Name: _____
Title: _____

SUBTENANT:

THRESHOLD PHARMACEUTICALS, INC.,
a Delaware corporation

By: _____
Name: _____
Title: _____

EXHIBIT C
BILL OF SALE

For One Dollar (\$1.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, **EXELIXIS INC.**, a Delaware corporation ("**Seller**"), hereby conveys to **THRESHOLD PHARMACEUTICALS, INC.**, a Delaware corporation ("**Purchaser**"), all of Seller's right, title and interest in and to the office furniture, cubicles and other related furniture, fixtures and equipment owned by Seller and listed on Schedule 1 attached hereto, and located in the Subleased Premises (the "**Sold Personal Property**"), which list does not include those items set forth on Schedule 2 hereto, which shall be retained by Sublandlord (the "**Retained Personal Property**").

Seller does hereby represent to Purchaser that Seller is the lawful owner of such personal property, that such personal property is free and clear of all encumbrances, and that Seller has good right to sell the same as aforesaid.

Seller has not made and does not make any express or implied warranty or representation with respect to the merchantability of the Sold Personal Property or its fitness for any particular purpose; the design or condition of the Sold Personal Property; the quality or capacity of the Sold Personal Property; workmanship or compliance of the Sold Personal Property with the requirements of any Law, rule, specification or contract pertaining thereto; patent infringement or latent defects. Purchaser accepts the Sold Personal Property on an "**AS IS, WHERE IS**" basis.

IN WITNESS WHEREOF, Seller has caused this instrument to be executed and delivered as of this day of , 2011.

SELLER:

EXELIXIS, INC.,
a Delaware corporation

By: _____
Name: _____
Title: _____

SCHEDULE 1 TO BILL OF SALE

SOLD PERSONAL PROPERTY

Location	Item	Model Number	Serial Number	Description	Old Asset Number	THLD (Y/N)	New Asset Number	Comments
Rm114	Ancare Stainless Steel Cage Transport Rack	N/A	N/A			Y	40001035	
Rm114	Ancare Stainless Steel Cage Transport Rack	N/A	N/A			Y	40001036	
Rm114	Stainless Steel Cage Storage Rack	N/A	N/A	~ 7 x 3 ft		Y	40001037	
Rm114	Stainless Steel Cage Storage Rack	N/A	N/A	~ 7 x 3 ft		Y	40001038	
Rm114	Stainless Steel Cage Storage Rack	N/A	N/A	~ 7 x 3 ft		Y	40001039	
Rm114	Metro Racks	N/A	N/A	Green; 5 shelves; 5' x 6' x 18"		Y	40001040	
Rm114	Metro Racks	N/A	N/A	Green; 3 shelves; 6' 8" x 6' x 24"		Y	40001041	
Rm114	Metro Racks	N/A	N/A	Chrome; 3 shelves; 7' 8" x 3' 5" x 2'		Y	40001042	
Rm114	Metro Racks	N/A	N/A	Chrome; 2 shelves; 7' 8" x 3' 5" x 2'		Y	40001043	
Rm114	Metro Racks	N/A	N/A	Green; 1 shelf; 6' x 2'		Y	40001044	
	Mouse Shoe Box Cages	N/A	N/A	~550 total		Y(300)	40001109	
	Mouse Cage Wire Racks	N/A	N/A	~500 total		Y(300)	40001110	
	Mouse Shoe Box Lids	N/A	N/A	~500 total		Y(300)	40001111	
	Rat Shoe Box Cages	N/A	N/A	~300 total		Y(100)	40001112	
	Rat Cage Wire Racks	N/A	N/A	~300 total		Y(100)	40001113	
	Rat Shoe Box Lids	N/A	N/A	~350 total		Y(100)	40001114	
	Water bottles	N/A	N/A	~430 total		Y (all)	40001115	
	Edstrom Water System #1	PS1: 7030-7550-165	PS1: 00A1-6436-3201		10003571	Y	40001086	
	Edstrom Water System #2	PS2: 7040-8550-197	PS2: 0011-7974-0100				40001118	Hard piped in walls. Cannot remove

Location	Item	Model Number	Serial Number	Description	Old Asset Number	THLD (Y/N)	New Asset Number	Comments
	Edstrom Chlori- Flush Station	2494	138671		10002880		40001117	Hard piped in walls. Cannot remove
	Cage Card Holders	N/A	N/A	>500		Y	40001116	
	Autoclave	SSR-3A-PB	020800		10002438	Y	40001045	
	Water bottle fill station	01130	N/A		10003593	Y	40001046	
	Cage Washer Rack for lids/racks	N/A	N/A		10002437	Y	40001047	
	Cage Washer Rack for Cages	N/A	N/A		10003594	Y	40001077	
	Cage washer	3601700001	4600		10002879	Y	40001049	
Hallway	Stainless Steel Table	N/A	N/A	6' x 3'		Y	40001050	
Hallway	Stainless Steel Table	N/A	N/A	6' x 3'		Y	40001051	
Hallway	Plastic Metro Cart	N/A	N/A	39" x 27"			40001067	
Hallway	Plastic Metro Cart	N/A	N/A	39" x 27"			40001068	
Hallway	Plastic Metro Cart	N/A	N/A	39" x 27"			40001069	
Hallway	Plastic Metro Cart	N/A	N/A	39" x 27"			40001070	
Hallway	Plastic Metro Cart	N/A	N/A	39" x 27"			40001071	
Hallway	Plastic Metro Cart	N/A	N/A	17" x 30"			40001072	
Hallway	Plastic Metro Cart	N/A	N/A	17" x 30"			40001073	
Hallway	Plastic Metro Cart	N/A	N/A	39" x 27"			40001074	
Hallway	Plastic Metro Cart	N/A	N/A	17" x 30"			40001075	
Hallway	Plastic Metro Cart	N/A	N/A	17" x 30"			40001076	
Rm119	Mouse Cage Unit	N/A	V7672-02-05	Includes blower (10003596) and exhaust (10003598)	10002887	Y	40001052	Blower assigned Asset Number 40001054; Exhaust assigned Asset Number 40001055
Rm119	Mouse Cage Unit	N/A	V6484-04-04	Includes blower (10003467) and exhaust (10003198)	10003199	Y	40001053	Blower assigned Asset Number 40001056; Exhaust assigned Asset Number 40001057
Rm119	Stainless Steel Table	N/A	N/A	~6 ft x 2.5 ft		Y	40001058	
Rm131	Stainless Steel Table	N/A	N/A	~6 ft x 2.5 ft and 5 x 2 ft		Y	40001059	
Rm131	Stainless Steel Table	N/A	N/A	~6 ft x 2.5 ft and 5 x 2 ft		Y	40001060	
Rm129	Rat Cage Unit	N/A	V7279-10-04	Includes blower (no tag) and exhaust (no tag)	10002451	Y	40001061	Blower assigned Asset Number 40001062; Exhaust assigned Asset Number 40001063

Location	Item	Model Number	Serial Number	Description	Old Asset Number	THLD (Y/N)	New Asset Number	Comments
Rm129	Rat Cage Unit	N/A	V7673-04-05	Includes blower (no tag) and exhaust (no tag)	10002894	Y	40001064	Blower assigned Asset Number 40001065; Exhaust assigned Asset Number 40001066
Rm111A	Mouse Cage Unit	N/A	V2569-06-01	Includes blower (10003183) and exhaust (10003182))	10003181	Y	40001078	Blower assigned Asset Number 40001079; Exhaust assigned Asset Number 40001080
Rm111A	Mouse Cage Unit	N/A	V5383-06-03	Includes blower (10003172) and exhaust (10003171)	10003170	Y	40001048	Blower assigned Asset Number 40001082; Exhaust assigned Asset Number 40001081
Rm111A	Stainless Steel Table	N/A	N/A	~6 ft x 2.5 ft		Y	40001083	
Rm111A	Nuaire Biological Safety Cabinet	NU-629-600	91511061604		10003442	Y	40001084	
Rm111	Mouse Cage Unit	N/A	V7671-02-05	Includes blower (10002886) and exhaust (10002885)	10002884	Y	40001104	Blower assigned Asset Number 40001106; Exhaust assigned Asset Number 40001105
Rm111	Mouse Cage Unit	N/A	V2931-11-01	Includes blower (10003453) and exhaust (10003452)	10003451	Y	40001101	Blower assigned Asset Number 40001102; Exhaust assigned Asset Number 40001103
Rm111	Nuaire Laminar Flow Hood	NU-S617-400	98258042205		10002882	Y	40001085	
Rm111	Stainless Steel Table	N/A	N/A	8 x 3 ft		Y	40001004	
Rm112	Stainless Steel Table	N/A	N/A	~6 ft x 2.5 ft		Y	40001005	
Rm112	Stainless Steel Table	N/A	N/A	~6 ft x 2.5 ft		Y	40001006	
Rm112	Stainless Steel Table	N/A	N/A	~6 ft x 2.5 ft		Y	40001007	
Rm112	Stainless Steel Table	N/A	N/A	~6 ft x 2.5 ft		Y	40001008	
Rm112	Stainless Steel Table	N/A	N/A	~6 ft x 2.5 ft		Y	40001009	
Rm112	Stainless Steel Table	N/A	N/A	~6 ft x 2.5 ft		Y	40001010	
Rm112	Stainless Steel Table	N/A	N/A	~6 ft x 2.5 ft		Y	40001011	
Rm112	Storage Metro Rack	N/A	N/A			Y	40001108	
Rm129	Laminate Table	N/A	N/A	~6 x 2.5 ft		Y	40001012	
Rm126	Stainless Steel Table	N/A	N/A	~8 x 2.5 ft		Y	40001013	
Rm126	Stainless Steel Table	N/A	N/A	~8 x 2.5 ft		Y	40001014	
Rm126	Stainless Steel Table	N/A	N/A	~6 x 2.5 ft		Y	40001015	
Rm126	Table	N/A	N/A	~5 x 2.5 ft		Y	40001016	
Rm128	Food Metro Rack	N/A	N/A	2 shelves; 91" x 42" x 24"		Y	40001017	
Rm127	Table	N/A	N/A	~6 x 2.5 ft		Y	40001018	
Rm127	Table	N/A	N/A	~6 x 2.5 ft		Y	40001019	

Location	Item	Model Number	Serial Number	Description	Old Asset Number	THLD (Y/N)	New Asset Number	Comments
Rm106	IsoFluorane Anesthesia	V-10	014664		EX02246	Y	40001020	
Rm106	IsoFluorane Anesthesia	V-10	014591		10002473	Y	40001021	
Rm106	IsoFluorane Anesthesia	V-10	014665		10002904	Y	40001022	
Rm106	Stainless Steel Cage Storage Rack	N/A	N/A	~ 7 x 3 ft		Y	40001031	
Rm106	Stainless Steel Cage Storage Rack	N/A	N/A	~ 7 x 3 ft		Y	40001032	
Rm106	Nuair Biological Safety Cabinet	NU-629-600	8796020304		10003462	Y	40001033	
Rm118	Nuair Animal Bedding Disposal	NU-607-400	92524080404		10002471	Y	40001034	
Gowning	Storage Metro Rack	N/A	N/A	Chrome; 4 shelves; 72" x 80" x 24"		Y	40001001	
Gowning	Storage Metro Rack	N/A	N/A	Green; 5 shelves; 80" x 60" x 18"		Y	40001002	
Gowning	Stainless Steel Bench	N/A	N/A			Y	40001003	
	Hoshizaki Ice Machine	F300BAF	R03266D			Y	40001098	
	Kenmore Freezer	253.280.42804	WB93468434			Y	40001099	
	Storage Metro Rack	N/A	N/A			Y	40001100	
	Lab chair	N/A	N/A			Y	40001024	
	Lab chair	N/A	N/A			Y	40001023	
	Lab chair	N/A	N/A			Y	40001026	
	Lab chair	N/A	N/A			Y	40001027	
	Lab chair	N/A	N/A			Y	40001028	
	Lab chair	N/A	N/A			Y	40001029	
	Lab chair	N/A	N/A			Y	40001030	
	Lab chair	N/A	N/A			Y	40001025	
	Lab chair	N/A	N/A			Y	40001087	
	Lab chair	N/A	N/A			Y	40001088	
	Lab chair	N/A	N/A			Y	40001089	
	Lab chair	N/A	N/A			Y	40001090	
	Lab chair	N/A	N/A			Y	40001091	
	Lab chair	N/A	N/A			Y	40001092	
	Lab chair	N/A	N/A			Y	40001093	
	Office chair	N/A	N/A			Y	40001094	

<u>Location</u>	<u>Item</u>	<u>Model Number</u>	<u>Serial Number</u>	<u>Description</u>	<u>Old Asset Number</u>	<u>THLD (Y/N)</u>	<u>New Asset Number</u>	<u>Comments</u>
	Office chair	N/A	N/A			Y	40001095	
	Office chair	N/A	N/A			Y	40001096	
	Office chair	N/A	N/A			Y	40001097	
Mech Rm	Siemens Water System	VROWL04AX	N/A	RO Generation, Storage & Distribution		Y	40001147	

SCHEDULE 2 TO BILL OF SALE

RETAINED PERSONAL PROPERTY

Cabinets, freezers and a Cryogenic storage tank in the 1st floor shipping & receiving area (Common Area) that will be removed by the middle of August during the early access period

CERTIFICATION

I, Harold E. Selick, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Threshold Pharmaceuticals, 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(s) 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: November 3, 2011

/s/ Harold E. Selick

Harold E. Selick, Ph.D.
Chief Executive Officer

CERTIFICATION

I, Joel A. Fernandes, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Threshold Pharmaceuticals, 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(s) 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: November 3, 2011

/s/ Joel A. Fernandes

Joel A. Fernandes
Vice President, Finance and Controller
(Principal Financial and Accounting Officer)

THRESHOLD PHARMACEUTICALS, INC.

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

In connection with the Quarterly Report of Threshold Pharmaceuticals, Inc (the "Company") on Form 10-Q for the quarter ended September 30, 2011, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Harold E. Selick, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 3, 2011

/s/ Harold E. Selick

Harold E. Selick, Ph.D.
Chief Executive Officer

THRESHOLD PHARMACEUTICALS, INC.

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

In connection with the Quarterly Report of Threshold Pharmaceuticals, Inc (the "Company") on Form 10-Q for the quarter ended September 30, 2011, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Joel A. Fernandes, Vice President, Finance and Controller of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 3, 2011

/s/ Joel A. Fernandes

Joel A. Fernandes
Vice President, Finance and Controller
(Principal Financial and Accounting Officer)